

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (LOF) is sent to you as a shareholder(s) of **TECIL Chemicals & Hydro Power Limited** (“Target Company” / “TC”). If you require any clarification(s) about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer/ Registrar to the Offer. In case you have recently sold your Shares in the Target Company, please hand over this LOF and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER by Mr. Varghese Kurian, residing at Flat No. 1, Building 108, Road 3302, Block 333 Umm Al Hassam, Bahrain and having permanent Indian residence at Puthenpurakkal House, Kochukoickal, P.O. Pathanamthitta, Kerala-689667, India; Tel: 0484-2707015; email: middleeasthotel@yahoo.co.in (hereinafter referred to as “Acquirer”) to the existing shareholders of **TECIL CHEMICALS & HYDRO POWER LIMITED** [CIN: L24299KL1945PLC001206] **Regd Office:** P.O. Chingavanam, Dist Kottayam, Chingavanam, Kerala, PIN :686531; Tel: 0481-2439110; e-mail : tecilchemicals@gmail.com

TO ACQUIRE 49,30,562 Equity Shares of face value Rs.10/- each, representing in aggregate 26% of the fully diluted voting Equity Share Capital of the Target Company, for cash at a price of Rs. 13/- per Equity Share.

Notes:

1. This Offer is being made by the Acquirer pursuant to the Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI SAST Regulations”) for substantial acquisition of shares/voting rights accompanied with change in control and management of the Target Company.
2. This Offer is not conditional to any minimum level of acceptance.
3. This is not a competing offer.
4. There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Open Offer. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer.
5. The Acquirer may revise the Offer Price at anytime upto 3 working days prior to the opening of the tendering period of the Offer. Any upward revision/ withdrawal, if any, of the Offer would be informed by way of another Announcement in the same newspapers and editions in which the original Detailed Public Statement had appeared. Consideration at the same rate will be paid by the Acquirer for all equity shares tendered anytime during the Offer.
6. **There was no competing offer**
7. A copy of the Public Announcement, Detailed Public Statement and the LOF (including Form of Acceptance-cum-Acknowledgement) are also available on Securities and Exchange Board of India’s (SEBI) website: www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>ARIHANT capital markets ltd. Merchant Banking Division SEBI REGN NO.: INM 000011070 #1011, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (E), Mumbai - 400 093 Tel : 022-42254800; Fax : 022-42254880 Email: mbd@arihantcapital.com Contact Persons: Mr. Amol Kshirsagar / Mr. Satish Kumar P.</p>	 <p>Sharex Dynamic (India) Pvt Ltd SEBI Registration No. INR 000002102 Unit - 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072. Tel No.: +91- 22- 2851 5606 / 5644; Fax No.: +91- 22- 2851 2885 Email: sharexindia@vsnl.com Website: www.sharexindia.com. Contact Person: Mr. B. S. Baliga</p>

The Schedule of activities is as follows:

Activity	Schedule
Public Announcement Date	Friday, March 10, 2017
Detailed Public Statement Date	Monday, March 20, 2017
Filing of draft Letter of Offer with SEBI	Monday, March 27, 2017
Last date for competing offer	Wednesday, April 12, 2017
SEBI observations on draft LOF	Thursday, April 20, 2017
Identified Date (for the purpose of determining the shareholders to whom the LOF shall be sent)	Monday, April 24, 2017
Date by which LOF will be despatched to the shareholders	Tuesday, May 2, 2017
Last date by which the Board of TC shall give its recommendation	Friday May 5, 2017
Issue Opening Advertisement Date	Monday, May 8, 2017
Date of commencement of tendering period (open date)	Tuesday, May 9, 2017
Date of expiry of tendering period (closure date)	Tuesday, May 23, 2017
Date by which all requirements including payment of consideration would be completed	Tuesday, June 6, 2017

All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“Selling Broker”), during the normal trading hours of the secondary market during tendering period. The Equity Shares and other relevant documents should not be sent to the Acquirer or the Managers to the Offer or the Target Company. For details, please refer para 8 of the LOF starting from page 15

RISK FACTORS

Risk Factors relating to the proposed Offer

1. In the event that either (a) the regulatory approvals are not received in a timely manner; (b) there is any litigation leading to a stay on this offer, or (c) SEBI instructs the Acquirer to comply with certain conditions before proceeding with the offer, then the offer procedure may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of the Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI SAST Regulations
2. **As per Regulation 18(9) of SEBI SAST Regulations, Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period, even if the acceptance of shares under the Offer and dispatch of consideration gets delayed.**
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and during this period, shareholders who have tendered their shares in the Offer will not be able to trade in the shares on the Stock Exchanges or take advantage of upward movement in the share price, if any. Accordingly, the Acquirer makes no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.
5. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOF)/ Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.

Probable risks involved in associating with the Acquirer

1. The Acquirer makes no assurance with respect to the financial performance of the Target Company after completion of Open Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
2. The Acquirer makes no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
3. The Acquirer does not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer.

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

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1. DEFINITIONS/ABBREVIATIONS

The following definitions apply through this document, unless the context requires otherwise:

1.	Acquirer	Mr. Varghese Kurian
2.	Book Value	Book Value of each Equity Share as on the date referred to
3.	BSE	BSE Limited
4.	DPS/ Detailed Public Statement	Announcement of this Offer published on behalf of the Acquirer to the Shareholders of the Target Company on March 20, 2017 in Business Standard, English and Hindi (all editions), Mumbai Lakshadweep (Mumbai) and Mangalam, (Kottayam, Kerala)
5.	Eligible Person(s) for the Offer	All owners (registered or unregistered) of Shares of Target Company (other than the Promoters, Acquirer and deemed PACs) anytime before the closure of the Offer
6.	EPS	Earnings per Equity Share
7.	FOA/Form of Acceptance	Form Of Acceptance Cum Acknowledgement
8.	Identified Date	Being the date for the purpose of determining the names of the Shareholders to whom the Letter of Offer will be sent
9.	Letter of Offer / LOF	This Letter of Offer
10.	Maximum Consideration	Total consideration payable by the Acquirer under this Offer assuming full acceptance by Eligible Person(s) for the Offer, amounting to Rs. 6,40,97,306/- (Rupees Six Crore Forty Lakhs Ninety Seven thousand Three Hundred Six only)
11.	Merchant Banker/ Manager to the Offer	Arihant Capital Markets Limited
12.	NAV	Net Asset Value per Equity Share
13.	NRI(s)	Non Resident Indians and persons of Indian origin residing abroad
14.	NSE	National Stock Exchange of India Limited
15.	Offer	Open Offer being made by the Acquirer for acquisition of 49,30,562 Equity Shares to the public shareholders, representing 26% of the fully diluted paid up voting equity share capital of the Target Company at the Offer Price payable in cash.
16.	Offer Price	Rs. 13/- per Equity Share
17.	Public Announcement or PA	Public Announcement filed on March 10, 2017 with BSE Limited, NSE and on March 14, 2017 with TECIL Chemicals & Hydro Power Limited and SEBI
18.	PAT	Profit after Tax
19.	PBDIT	Profit Before Depreciation, Interest and Tax
20.	PBT	Profit Before Tax
21.	RBI	Reserve Bank of India

22.	Registrar to the Offer	Sharex Dynamic (India) Private Limited
23.	SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended till date
24.	SEBI	Securities and Exchange Board of India
25.	Share(s)	Fully paid-up Equity Shares of face value of Rs. 10/- each of the Target Company
26.	Shareholders	Shareholders of the Target Company
27.	Target Company/ the Company	Company whose Equity Shares are proposed to be acquired viz. TECIL Chemicals & Hydro Power Limited
28.	Tendering Period	Period within which shareholders may tender their shares in acceptance of this open offer i.e. from May 9, 2017 to May 23, 2017

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF TECIL CHEMICALS & HYDRO POWER LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER M/S. ARIHANT CAPITAL MARKETS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 27, 2017 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer is being made by Mr. Varghese Kurian. The Acquirer currently does not hold any equity shares in the Target Company. This offer to acquire 49,30,562 Equity Shares of face value of Rs.10/- each at a price of Rs. 13/- per Equity Share, representing 26% of the fully diluted voting Equity Share capital of the Target Company is being made in terms of Regulation 3(1) and 4 of SEBI SAST Regulations for the purpose of substantial acquisition of Equity Shares and voting rights of the Target Company accompanied with the change in control and management. The aggregate equity stake of the Acquirers in the paid up equity share capital of the Target Company will be more than the stipulated threshold of 25% consequent to the acquisition of Shares by the Acquirers through the Share Purchase Agreement (SPA) dated March 10, 2017.

3.1.2 The Acquirer has entered into SPA on March 10, 2017 with the following shareholders (“Sellers”) who are also the Promoters of the Target Company, to acquire in aggregate 75,45,657 Equity Shares of Rs.10/- each constituting 39.79% of the paid-up equity and voting share capital of the Target Company at a price of Rs. 12.85 per equity share (“Negotiated Price”) :

Name	Shares	% of paid-up capital
Shreeniwas Somani	13,02,090	6.87%
Shanta Somani	1,21,390	0.64%
Aradhana Somani	83,250	0.44%
Shrikant Somani	3,48,537	1.84%
Chemo Pharma Laboratories Ltd	52,36,930	27.61%
Citric India Limited	4,40,710	2.32%
India Ener-Gen Private Limited #	12,750	0.07%
Total	75,45,657	39.79%

originally incorporated as Tecil Finance Limited on August 5, 1994. The name was changed to India Ener-Gen Limited on December 7, 1998 and again changed to India Ener-Gen Private Limited on December 31, 2015.

This agreement has necessitated the Open Offer in terms of Regulation 3(1) and 4 of the SEBI SAST Regulations. The total consideration for the shares being acquired under the SPA is Rs. 9,69,61,695/-

The shareholding of the Sellers (pre and post SPA) in the Target Company would be as under :

Name	Pre-SPA		Post-SPA	
	Shares	%	Shares	%
Shreeniwas Somani	13,02,090	6.87%	-	-
Shanta Somani	1,21,390	0.64%	-	-
Aradhana Somani	83,250	0.44%	-	-
Shrikant Somani	3,48,537	1.84%	-	-
Chemo Pharma Laboratories Limited	52,36,930	27.61%	-	-
Citric India Limited	4,40,710	2.32%	-	-
India Ener-Gen Private Limited	12,750	0.07%	-	-
	75,45,657	39.79%	-	-

3.1.3 The salient features of the SPA are:

1. The total consideration for 75,45,657 Equity shares (“Sale Shares”) representing 39.79% of the Equity and Voting Share Capital, at the negotiated price of Rs. 12.85 per fully paid up equity share is Rs. 9,69,61,695/-.
2. The SPA shall not be acted upon in case any of the provisions of the SEBI Takeover Regulations are not complied with.
3. The Share Certificates pertaining to the Equity Shares under the SPA together with valid transfer deeds to be handed over to Escrow Agent appointed by the Acquirer.
4. Acquirer shall not have access / control on any assets mentioned in the Books of Accounts, including Bank Account of the Target Company till the completion of all the Open Offer formalities.

3.1.4 Apart from the consideration of Rs. 12.85 per Equity Share, no other compensation, directly or indirectly, is payable to the Sellers under the SPA or otherwise. The total consideration is payable in cash for both the SPA and the present Open Offer.

- 3.1.5 The Acquirer intends to gain control over the Target Company and make changes in the Board of Directors of the Target Company in accordance with the provisions of SEBI SAST Regulations. As on date, the Acquirer has not decided on the names of persons who may be appointed on the Board of Directors of the Target Company.
- 3.1.7 There is no person acting in concert (PAC) with the Acquirer in respect of this Open Offer within the meaning of Regulation 2(1)(q) of the SEBI SAST Regulations.
- 3.1.8 The Target Company and the Acquirer have not been prohibited by SEBI from dealing in securities, in terms of directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act.
- 3.1.9 The Board of the Target Company has in accordance with Regulation 26(6) of the SEBI SAST Regulations, constituted a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company. In accordance with Regulation 26(7), the committee of independent directors of the Target Company shall provide their reasoned recommendations on this open offer to its shareholders and the Target Company shall in accordance with Regulation 26(6), cause to publish such recommendation atleast two working days before the commencement of the tendering period, in the same newspapers where the Detailed Public Statement (DPS) of the Offer was published.

3.2 Details of the proposed Offer

- 3.2.1 A detailed public statement, as per Regulation 14 (3) of the SEBI SAST Regulations, was made in the following Newspapers on March 20, 2017:

Newspaper	Language of the Newspapers	Editions
Business Standard	English and Hindi	All
Mangalam	Malayalam	Kottayam, Kerala
Mumbai Lakshadweep	Marathi	Mumbai

Copy of the detailed public statement is also available at SEBI's website: www.sebi.gov.in

- 3.2.2 The Acquirer is making an open offer in terms of Regulation 3(1) and 4 of the SEBI SAST Regulations as aforesaid, to the public equity shareholders of the Target Company to acquire up to 49,30,562 Equity Shares of Rs. 10/- each representing 26% of the fully diluted paid up equity voting share capital of the Target Company, at a price of Rs. 13/- per Share ("Offer Price") payable in cash subject to the terms and conditions set out in the Public Announcement, DPS and this Letter of Offer.
- 3.2.3 The Offer price is Rs. 13/- per Equity Share. There are no partly paid up shares.
- 3.2.4 There is no differential pricing for the shares proposed to be acquired under the open offer.
- 3.2.5 This is not a competing offer.
- 3.2.6 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a conditional offer and the Acquirer will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 49,30,562 Equity Shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in the DPS and the Letter of Offer ("LOF") to be mailed to the shareholders of the Target Company.
- 3.2.7 All the shares to be tendered in the Open Offer shall be free from lien, charge and encumbrances of any kind whatsoever.

3.2.8 There was no competing offer.

3.2.9 The Acquirer has not purchased any Shares of the Target Company after the date of Public Announcement (PA).

3.3 Object and Purpose of Acquisition/offer and Future Plans

3.3.1 The Acquirer intends to gain control over the Target Company and make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer or in accordance with Regulation 24(1) and other applicable provisions of SEBI SAST Regulations as they may deem fit.

3.3.2 The main objects of the Target Company inter-alia includes carrying on the business in manufacture / dealing in carbon and graphite in various forms and types viz. coal, charcoal, coke, activated carbon etc. and other finished products like electrodes plates, blocks, linings, battery carbons, welding / lighting carbons etc. Presently, the company does not have any manufacturing operations.

The Acquirer, upon completion of the present open offer and subject requisite approvals, intends to establish an ITES (Information Technology enabled services) township project at the existing land of the Target Company situated at Kottayam district, Kerala, with infrastructure and facilities for IT companies.

3.3.3 The Acquirer does not currently have any plans to dispose off or otherwise encumber any assets of the Target Company in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business. The Acquirer undertakes that he shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the Shareholders in compliance with Regulation 25(2) of the SEBI SAST Regulations.

4 BACKGROUND OF THE ACQUIRER

The Offer is being made by Mr. Varghese Kurian (“**Acquirer**”) [PAN : ADOPV5056E; DIN : 01114947].

4.1 Mr. Varghese Kurian, aged about 55 years, is a Non-Resident Indian, holding Indian Passport No. Z2386908 dated 26.11.2014 and PAN ADOPV5056E residing at Flat No. 1, Building 108, Road 3302, Block 333 Umm Al Hassam, Bahrain and having permanent Indian residence at Puthenpurakkal House, Kochukoickal, P.O. Pathanamthitta, Kerala-689667, India; Tel : 0484-2707015; e-mail : middleeasthotel@yahoo.co.in. Mr. Kurian did his Civil Engineering from SN Engineering College, Kollam, Kerala. After a brief stint with his father’s construction company in Kerala, Mr. Kurian moved to the Kingdom of Bahrain in 1986 to set up business there. Mr. Kurian has been engaged in real estate development for the last 20 years, having successfully developed, managed, marketed and sold over 200 commercial and residential buildings across the Kingdom of Bahrain with property values in excess of BHD 100 million. He is presently the Chairman of the VKL Holdings and Al Namal group of Companies whose business include real estate, property development and management, construction, health and hospitality divisions. He is also the Chairman of New Horizon School, which is one of the leading Indian educational institutions in Bahrain.

Apart from expanding his business empire, Mr. Kurian is actively involved into various charitable organizations and has established a charitable trust in the name of his parents for pursuing welfare programmes for the poor. He now plays a vital role in nurturing the interests of Non-resident Indians in Bahrain.

In recognition of his remarkable achievements in business and industry and his distinguished services in the field of social work, Mr. Kurian was honoured with the prestigious P V Sami Memorial Industrial and Socio-Cultural Award on September 1, 2013 at the Tagore Centenary Hall in Kozhikode, Kerala. He was also presented with the Human Rights 2012 Award at a ceremony held in Kochi, Kerala. He was also presented with the World Malayalee Council's Outstanding Pravasi Entrepreneur Award in 2009. Mr. Kurian also received the Pravasi Bharatiya Samman, the highest honour conferred on overseas Indians, from Shri Pranab Mukherjee, President of India, at Delhi on January 9, 2014

4.2 Besides, Mr. Kurian also has promotional interest in the following companies / ventures :

Serial	Name of the Entity	Position held
1	K.V. Apartments Private Limited	Promoter / Director
2	Lintex Constructions & Properties Private Limited	Promoter / Director
3	Sandune Properties Private Limited	Promoter / Director
4	Maradu Properties Private Limited	Promoter / Director
5	Seethathode Constructions & Properties Private Limited	Promoter / Director
6	VKL Infrastructure Products Private Limited	Promoter / Director
7	Inkel-Kinfra Infrastructure Projects Limited	Nominee Director
8	Inkel-KSIDC Projects Limited	Nominee Director
9	Kerala Academy for Skills Excellence	Director
10	VKL Industries Private Limited	Promoter / Director
11	Infrastructure Kerala Limited	Director
12	Poothotta Resorts Private Limited	Promoter / Director
13	VKL Projects India Private Limited	Promoter / Director
14	Lakshmi Paper Industries Private Limited	Promoter / Director
15	VKL Resorts India Private Limited	Promoter / Director
16	VKL Estates India Private Limited	Promoter / Director
17	VKL Builders India Private Limited	Promoter / Director
18	VKL Homes India Private Limited	Promoter / Shareholder
19	Kurian Trading Company Private Limited	Promoter / Shareholder
20	VKL Realtors India Private Limited	Promoter / Shareholder
21	Sea Land Builders Private Limited	Promoter / Shareholder
22	VKL Developers India Private Limited	Promoter / Shareholder
23	Puthenpurakal Properties Private Limited	Promoter / Shareholder
24	Koyo Elevators India Private Limited	Promoter / Shareholder
25	K.V. Resorts Private Limited	Promoter / Shareholder
26	Vizhinjam Properties Private Limited	Promoter / Shareholder
27	K.V. Power Solutions Private Limited	Promoter / Shareholder
28	Kayaltheeram Builders & Realtors India Private Limited	Promoter / Shareholder
29	VKL Plantations India Private Limited	Promoter / Shareholder
30	Brahmapuram Properties Private Limited	Promoter / Shareholder
31	Appu's Travel & Tourism Private Limited	Promoter / Shareholder
32	V.K. Mining & Logistics Private Limited	Promoter / Shareholder
33	Sanei Elevators India Private Limited	Promoter / Shareholder
34	Changanacherry Properties Private Limited	Promoter / Shareholder
35	Chittar Constructions & Properties Private Limited	Promoter / Shareholder
36	Kumarakom Builders & Realtors India Private Limited	Promoter / Shareholder
37	VKL Capital Private Limited	Promoter / Shareholder
38	JVLS Infrastructure Private Limited	Promoter / Shareholder
39	JVLS Constructions Private Limited	Promoter / Shareholder
40	JVLS Builders Private Limited	Promoter / Shareholder

- 4.3 Save for the Equity Shares proposed to be acquired under the Share Purchase Agreement (SPA), Mr. Varghese Kurian does not have any relationship / interest in the Target Company.
- 4.4 Mr. Kurian does not hold any whole-time directorship in any of the Companies.
- 4.5 Mr. Kurian does not hold any position in the Board of Directors of any listed company.
- 4.6 Mr. S. Rajeeva Pai, Chartered Accountant, Partner, S.R. Pai & Co., having their office at 1st floor, CC No. 28/733 B, Near Alazhath Temple, Opp Union Bank of India, K.P. Vallon Road, Kadavanthra, Cochin - 682 020 (Membership No. 214230, Firm Registration No. 010793S); Tel: 0484-3070933; has certified vide their certificate dated March 10, 2017 that the net worth of Mr Varghese Kurian as on December 31, 2016 is Rs. 567,70,30,724/- (Rupees Five Hundred Sixty Seven Crores Seventy Lakhs Thirty Thousand Seven Hundred Twenty Four only) and that he has sufficient liquid assets as on date to fulfil the monetary obligations under this Open Offer.
- 4.7 The Acquirer is not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") or under any of the Regulations made under the SEBI Act.

5. BACKGROUND OF THE TARGET COMPANY

5.1 Share Capital Structure of the Target Company

The Authorised Share Capital of the Target Company comprises of :

- 2,00,00,000 Equity Shares of Rs. 10/- each aggregating Rs. 20,00,00,000/-
- 10,00,000 Cumulative Preference Shares of Rs. 100/- each aggregating Rs. 10,00,00,000/-

Equity Shares

Paid-up Equity Shares	No. of Shares/voting rights	% of shares/voting rights
Fully paid-up Equity Shares	1,89,63,700	100.00
Partly paid-up Equity Shares	-	-
Total paid-up Equity Shares	1,89,63,700	100.00
Total voting rights	1,89,63,700	100.00

Cumulative Preference Shares

Paid-up Equity Shares	No. of Shares/voting rights	% of shares/voting rights
Fully paid-up Equity Shares	-	-
Partly paid-up Equity Shares	-	-
Total paid-up Equity Shares	-	-
Total voting rights	-	-

- 5.2 The shares of the Target Company are listed on BSE and NSE. While all the Equity Shares of the Target Company are listed on BSE, 1,80,22,100 Equity Shares are listed on NSE (as confirmed by them vide their letter dated January 30, 2017 addressed to the Target Company). However, the Equity Shares of the Target Company are suspended for trading by the Stock Exchanges on account of non compliance with the Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Target Company has submitted that they have since complied with the relevant clauses of the Listing Agreement / SEBI LODR Regulations, 2015 and have also made formal application to BSE and NSE for revocation of suspension in trading of the Equity Shares. They have also submitted that they are taking up the matter of difference in the listed capital as per NSE records with them.

5.3 There are no outstanding convertible instruments / partly-paid up Equity Shares in the Target Company.

5.4 Composition of the Board of Directors :

Name	DIN	Designation
Shreeniwas B. Somani	00077939	Chairman, Director & CEO
Prakash Chand Jain	00370447	Non Executive Independent Director
Ghanshyam Joshi	01032861	Non Executive Independent Director
Shanta Somani	06974887	Executive Director
Toby Antony	06982568	Non Executive Independent Director

None of the Directors of the Target Company represents the Acquirer.

5.5 The Target Company was incorporated as The Travancore Electro Chemical Industries Limited under the Travancore Companies Act, 9 of 1114 and obtained the Certificate of Incorporation on Twenty-second day of Meenam one thousand one hundred and twenty as per Malayalam calendar (which corresponds to April 4, 1945 according to English calendar) from the Registrar of Joint Stock Companies, Travancore. The Certificate of Commencement of Business was issued by the said Registrar on Nineteenth day of Edavam one thousand one hundred and twenty as per Malayalam calendar (which corresponds to June 1, 1945). Pursuant to passing of necessary resolution in terms of Section 21 of the Companies Act, 1956, the name of the Target Company was changed to TECIL Chemicals And Hydro Power Limited and a fresh Certificate of Incorporation consequent on change of name was issued by the Registrar of Companies, Kerala on December 28, 1994.

The Target Company is managed by Mr. Shreeniwas B. Somani and associates since 1964. The Target Company had a Lime Kiln, Calcium Carbide, Acetylene Black, Desulphurisation Compound and Ferro Silicon plants at Chingavanam, Dist Kottayam, Kerala. However, the manufacturing operations ceased since 1999 and in 2011-12, the plant and machinery and other assets, except land, were sold off. Presently, the company does not have any manufacturing operations. It has invested its funds on which it earns interest income.

5.6 There have been no merger/de-merger / spin off during the last 3 years involving the Target Company

5.7 **Financial Highlights of the Target Company**

The brief audited financial details of the Target Company for the last 3 Financial Years are as under :

Profit & Loss

(Rs. in lakhs)

Particulars	31/03/2016	31/03/2015	31/03/2014
Income from operations	-	-	
Other Income	63.03	69.83	354.06
Total Income	63.03	69.83	354.06
Total Expenditure	105.16	108.05	863.01
PBDIT	(42.13)	(38.22)	(508.95)
Depreciation	8.90	10.74	11.32
Interest	-	-	-
Profit before exceptional items & tax	(51.03)	(48.96)	(520.27)
Exceptional items	-	2.65	72.39
Extraordinary items	-	-	-
PBT	(51.03)	(46.31)	(447.88)
Tax	-	-	-
PAT	(51.03)	(46.31)	(447.88)

Balance Sheet

(Rs. in lakhs)

Particulars	31/03/2016	31/03/2015	31/03/2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	1,896.37	1,896.37	1,896.37
Reserves & Surplus	(2,543.35)	(2,412.71)	(2,360.53)
Networth	(646.98)	(516.34)	(464.16)
Noncurrent Liabilities			
Unsecured Loans	-	-	40.00
Sub-total - Non-current liabilities			
Current Liabilities			
Other current liabilities	1,521.34	1,525.84	1,550.85
Short-term provisions	-	0.32	0.32
Sub-total - Current liabilities	1,521.34	1,526.16	1,551.17
TOTAL - EQUITY & LIABILITIES	874.36	1,009.82	1,127.01
ASSETS			
Non-current Assets			
Fixed Assets	398.31	461.04	433.54
Investments	37.71	37.71	37.71
Long-term loans and advances	314.53	434.69	467.50
Other non-current assets			
Sub-total - Non-current assets	750.55	933.44	938.75
Current Assets			
Cash and cash equivalents	69.23	21.83	135.64
Short term loans and advances	54.58	54.55	52.62
Other Current Assets			
Sub-total - Current assets	123.81	76.38	188.26
TOTAL - ASSETS	874.36	1,009.82	1,127.01

Other Financial Data

Particulars	31/03/2016	31/03/2015	31/03/2014
Dividend (%)	-	-	-
Earnings Per Share (Rs.) *	-	-	-
Return on Networth (%) *	-	-	-
Book Value per Share (Rs.) *	-	-	-

* negative hence stated as nil

Unaudited financial results of the Target Company, for the nine months period ended December 31, 2016 are as under (based on financials as filed with BSE and Limited Review by the Statutory Auditors)

Particulars	(Rs. in lakhs)
Income from operations	-
Other Income	25.59
Total Income	25.59
Total Expenditure	64.62
PBDIT	(39.03)
Depreciation	6.00
Interest/finance cost	-
PBT	(45.03)
Provision for Tax	-
(Loss) / Profit After Tax	(45.03)
Share Capital	1,896.37
Reserves & Surplus	(2,711.82)
Networth	(815.45)
Book Value (Rs.)	-
EPS (Rs.)	-

5.8 Pre and Post - Offer Share holding pattern of the Target Company shall be as follows:

Category of the shareholder	Shareholding prior to the acquisition and offer		Shares agreed to be acquired which triggered off the Regulation		Shares to be acquired in open offer (Assuming full Acceptance)		Shareholding after the acquisition and offer pursuant to the Regulations i.e. (A)+(B)+(C)=(D)		Remarks
	(A)		(B)		(C)		(A)+(B)+(C)=(D)		
	Nos	%	Nos	%	Nos	%	Nos	%	
(1) Promoter Group									-
Shreeniwas Somani	13,02,090	6.87%	(13,02,090)	(6.87%)	-	-	-	-	
Shanta Somani	1,21,390	0.64%	(1,21,390)	(0.64%)	-	-	-	-	
Aradhana Somani	83,250	0.44%	(83,250)	(0.44%)	-	-	-	-	
Shrikant Somani	3,48,537	1.84%	(3,48,537)	(1.84%)	-	-	-	-	
Chemo Pharma Laboratories Limited	52,36,930	27.61%	(52,36,930)	(27.61%)	-	-	-	-	
Citric India Limited	4,40,710	2.32%	(4,40,710)	(2.32%)	-	-	-	-	
Tecil Finance Limited	12,750	0.07%	(12,750)	(0.07%)	-	-	-	-	
Total (1)	75,45,657	39.79%	(75,45,657)	(39.79%)	-	-	-	-	
(2) Acquirer									
Varghese Kurian	-	-	75,45,657	39.79%	49,30,562	26.00	1,24,76,219	65.79	
(3) Parties to agreement other than 1 & 2	-	-	-	-	-	-	-	-	
Total (3)	-	-	-	-	-	-	-	-	
(4) Public									
a) FIs/MFs/FII/Banks	19,82,200	10.45	-	-					
b) Others	94,35,843	49.76	-	-					
Total (4)	1,14,18,043	60.21	-	-	(49,30,562)	(26.00)	64,87,481	34.21	
Total (1+2+3+4)	1,89,63,700	100.00	-	-	-	-	1,89,63,700	100.00	

Notes

1. The actual Post-Offer Shareholding of Public would depend on the response and acceptance of the shareholders to this Open Offer.
2. As on December 31, 2016, there were 22,679 shareholders in the Target Company.

- 5.9 Upon completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per the Securities Contract (Regulations) Rules as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).
- 5.10 There are certain instances of non-compliances / delayed compliance of Chapter II of SEBI SAST Regulations, 1997 and Chapter V of SEBI SAST Regulations, 2011 by the promoters of the Target Company. SEBI may initiate appropriate action against the promoters of the Target Company in terms of Regulations and provisions of the SEBI Act for such non-compliances / delayed compliance.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Offer price

- 6.1.1 The shares of the Target Company are listed on BSE and NSE.
- 6.1.2 The Equity Shares of the Target Company are suspended for trading by the BSE and NSE on account of non compliance of the Listing Agreement and SEBI LODR Regulations. In view of this and based on the parameters set out in Regulation 2(j) of SEBI SAST Regulations, the Equity Shares of the Target Company are deemed to be infrequently traded.
- 6.1.3 Justification of offer price:

The offer price has been determined after considering the following in terms of Regulations 8(1) and 8(2) of the SEBI SAST Regulations:

PARTICULARS	Price (Rs.)
1. Negotiated price (price payable as per the terms of SPA)	12.85
2. Volume weighted average price paid/payable for acquisitions during the 52 weeks preceding March 14, 2014 (<i>the date when the PA was ought to have been made</i>)	Nil
3. Highest price paid/payable for acquisition during the 26 weeks preceding March 14, 2014 (<i>the date when the PA was ought to have been made</i>)	Nil
4. Volume weighted average market price of shares for a period of 60 trading days immediately preceding the date of public announcement	N.A.
5. Fair Value determined in accordance with parameters of Regulation 8(2) (e)*	5.44
6. Highest of the above	12.85
7. Offer Price :	13.00

* The fair value of Equity Shares is Rs. 5.44 (Rupees Five and Paise Forty Four only) as certified by Mr. S. Rajeeva Pai, Chartered Accountant, Partner, S.R. Pai & Co., having their office at 1st floor, CC No. 28/733 B, Near Alazhath Temple, Opp Union Bank of India, K.P. Vallon Road, Kadavanthra, Cochin – 682 020 (Membership No. 214230, Firm Registration No. 0107935); Tel: 0484-3070933; vide their certificate dated March 10, 2017

- 6.1.4 The Manager to the Offer, Arihant Capital Markets Limited does not hold any Equity Shares in the Target Company on its own account, as at the date of LOF. The Manager to the Offer further declare and undertake that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.
- 6.2 **Financial arrangements:**
- 6.2.1 Assuming full acceptance, the total fund requirements for this Offer is Rs. 6,40,97,306/- (Rupees Six Crore Forty Lakhs Ninety Seven Thousand Three Hundred Six only)
- 6.2.2 In accordance with Regulation 17 of the SEBI SAST Regulations, the Acquirer has deposited Rs. 6,41,00,000/- (Rupees Six Crore Forty One Lakhs only) by way of cash, being over 25% of the entire

amount of the consideration (assuming full acceptance by the shareholders) in an Escrow Account with ICICI Bank Limited, Backbay Reclamation branch, Mumbai with exclusive authority to operate the account in favour of Arihant Capital Markets Ltd., the Manager to the Offer. The Acquirer has duly empowered the Managers to the Offer to realise the value of the Escrow Account in terms of Regulation 21(1) of the SEBI SAST Regulations

- 6.2.3 The Acquirer has adequate resources to meet the financial requirements of the Offer. The fund requirements will be met from own sources/Net Worth and no borrowings from Banks / FIs or Foreign sources such as NRIs or otherwise is envisaged by the Acquirer. The Acquirer hereby declares and confirms that he has adequate and firm financial resources to fulfil the total financial obligation under the Offer.
- 6.2.4 Mr. S. Rajeeva Pai, Chartered Accountant, Partner, S.R. Pai & Co., having their office at 1st floor, CC No. 28/733 B, Near Alazhath Temple, Opp Union Bank of India, K.P. Vallon Road, Kadavanthra, Cochin - 682 020 (Membership No. 214230, Firm Registration No. 010793S); Tel: 0484-3070933; has certified vide their certificate dated March 10, 2017 that the net worth of Mr Varghese Kurian as on December 31, 2016 is Rs. 567,70,30,724/- (Rupees Five Hundred Sixty Seven Crores Seventy Lakhs Thirty Thousand Seven Hundred Twenty Four only) and that he has sufficient liquid assets as on date to fulfil the monetary obligations under this Open Offer.
- 6.2.5 Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfil their obligations through verifiable means in relation to the Offer in accordance with the SEBI SAST Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions :

- 7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholder(s) of the Target Company (except the Acquirer, Promoters, deemed PACs) whose name appear on the Register of Members and to the beneficial owners of the shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours as on the Identified Date.
- 7.1.3 The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4 The LOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- 7.1.5 While it would be ensured that the Letter of Offer is despatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever
- 7.1.6 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance-cum-Acknowledgement sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.7 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.
- 7.2 Locked in shares - There are no locked-in shares held by the public shareholders to whom this open offer is being made.

7.3 Persons eligible to participate in the Offer

Except the Acquirers, deemed PACs and the Promoters of the Target Company, all the registered shareholders of the Target Company and unregistered shareholders who own the Equity Shares of the Target Company any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, are eligible to participate in the Offer.

7.4 Statutory and Other Approvals

7.4.1 As on the date of this Letter of Offer, no statutory approvals are required by the Acquirers to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserves the sole right to reject the equity shares tendered in the Offer.

7.4.2 In terms of Regulation 18(11) of the SEBI SAST Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders as may be directed by the SEBI.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by BSE in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations and Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

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

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

8.4 The Acquirer has appointed Arihant Capital Markets Limited ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the tendering period. The Contact details of the buying broker are as mentioned below:

Arihant Capital Markets Limited

#1011, Solitaire Corporate Park,

Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai - 400 093

Tel : 022-42254800; Fax : 022-42254880

Email: mbd@arihantcapital.com

Contact Person: Mr. Amol Kshirsagar/ Mr. Ankur Sharma

8.5 All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during tendering period. **The Equity Shares and other relevant documents should not be sent to the Acquirer or Managers to the Offer or the Target Company.**

8.6 Separate Acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Members can enter orders for demat Shares as well as physical Shares.

8.7 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during tendering period.

8.8 Procedure for tendering Equity Shares held in Dematerialised Form:

- i. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their broker /Selling Member indicating details of Shares they wish to tender in Open Offer.
- ii. The seller Member would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. (Clearing Corporation) for the transfer of Equity Shares to the Special Account of the Clearing corporation before placing the bids/order and the same shall be validated at the time of order entry. The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE /Clearing Corporation.
- iii. Shareholders will have to submit Delivery Instruction Slips (“DIS”) duly filled in specifying market type as “Open Offer” and execution date alongwith other details to their respective broker so that Shares can be tendered in Open Offer.
- iv. For Custodian participant order for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- v. Upon placing the bid, the seller member(s) shall provide Transaction Registration slip (“TRS”) generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered etc.
- vi. In case of receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for demat Shareholders.
- vii. The Eligible Persons will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

8.9 Procedure for tendering Equity Shares held in Physical Form:

- i. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and submit complete set of documents for verification procedure as mentioned below:
 - (a) Form of Acceptance duly completed and signed in accordance with the instructions contained therein by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - (b) Original share certificate(s)
 - (c) Valid share transfer deed(s) 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.
 - (d) Self attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors)
 - (e) Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/ specimen signature)
 - (f) Self attested copy of address proof such as valid Aadhar Card, Voter ID, Passport
- ii. The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.
- iii. The Seller Member/ Investor has to deliver the shares & documents along with TRS to the RTA. Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.
- iv. 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 Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

- v. In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

8.10 Procedure for tendering the shares in case of non receipt of Letter of Offer:

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

In case the Equity Shares are in dematerialised form: An Eligible Person may participate in the Offer by approaching their broker / Selling Member and tender Shares in the Open Offer as per the procedure mentioned in point 8.8 above

In case the Equity Shares are in physical form: An Eligible Person may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, this DPS and the LOF. They can participate by submitting an application on plain paper giving details regarding their shareholding and relevant documents mentioned in paragraph 8.9 of this LOF to the selling broker. Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 8.9 of this LOF) should reach the Registrar of the Company before 5:00 PM on the Closing Date. If the signature(s) of the Equity Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order, such applications unless attested by the Bank or Competent Authority are liable to be rejected under this Open Offer. Alternatively, such holders of Equity Shares may also apply on the form of acceptance-cum-acknowledgement in relation to this Offer annexed to the LOF, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.

8.11 Settlement Process

- i. On closure of the Offer reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the account of clearing Corporation.
- ii. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- iii. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Seller Member / Custodian Participant will receive funds payout in their settlement bank account. The Seller Members / Custodian Participants would pay the consideration to their respective clients.
- iv. Trading Members should use the settlement number to be provided by the Clearing Corporation to transfer the Shares in favour of Clearing Corporation.
- v. Excess demat shares or unaccepted demat Shares, if any, tendered by the Shareholders would be returned to the respective Seller Members by Clearing Corporation as part of the exchange payout process. In case of Custodian Participant orders, excess demat shares or unaccepted demat Shares, if any, will be returned to the respective Custodian Participant. The Seller Members / Custodian Participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.
- vi. Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by RTA.
- vii. Every Seller Member, who puts in a valid bid on behalf of an eligible Person, would issue a contract note & pay the consideration for the Equity Shares accepted under the Open Offer and return the balance unaccepted demat Equity Shares to their respective clients. Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Open Offer.
- viii. Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the

Offer (secondary market transaction) . The consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accept no responsibility to bear or pay such additional cost, charges and expenses((including brokerage) incurred solely by the selling shareholder.

- 8.12 Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'no objection certificate' from lenders is attached with the Form of Acceptance.
- 8.13 The Letter of Offer along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.
- 8.14 The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible shareholders of the Target Company. In case of non receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company
- 8.15 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.
- 8.16 All the unaccepted shares / documents pertaining to the open offer shall be returned by Registered Post to the concerned shareholders.

9. MATERIAL DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at 1011, Solitaire Corporate Park, 1st floor, Building No. 10, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai - 400 093, the Corporate Office of Arihant Capital Markets Limited, the Manager to the Offer. The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays and Sundays and Public/Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer.

- a) Copy of Share Purchase Agreement dated March 10, 2017 entered into between the Acquirer and the Sellers
- b) Copy of certificate dated March 10, 2017 issued by Mr. S. Rajeeva Pai, Chartered Accountant, Partner, S.R. Pai & Co., certifying the net worth of Mr. Varghese Kurian and adequacy of liquid resources to fulfil the monetary obligations under the Open Offer.
- c) Copy of Fair Valuation certificate dated March 10, 2017 issued by M/s S.R. Pai & Co., Chartered Accountants, certifying the fair value of the equity shares of the Target Company
- d) Annual Reports of the Target Company for the financial years 2013-14, 2014-15 and 2015-16 and limited reviewed financials for the period ended December 31, 2016
- e) Copy of Certificate of Incorporation, Memorandum and Articles of Association of the Target Company
- f) Escrow Agreement dated March 10, 2017 entered into between ICICI Bank Limited, Arihant Capital Markets Limited and Mr. Varghese Kurian.
- g) Letter dated March 17, 2017 issued by ICICI Bank Limited confirming the amount kept in the Escrow Account and that the operation of the same would be dealt with as per the Escrow Agreement executed.
- h) Copy of Memorandum of Understanding (MOU) dated March 10, 2017 executed between the Acquirer and the Managers to the Offer

- i) Copy of Memorandum of Understanding (MOU) dated March 10, 2017 executed between the Acquirer and the Registrars to the Offer
- j) A copy of Public Announcement dated March 10, 2017.
- k) Copy of Detailed Public Statement dated March 20, 2017
- l) Copy of recommendation made by the committee of Independent Directors of the Target Company on the open offer
- m) SEBI observation Letter dated April 20, 2017 bearing reference No. CFD/DCR/OW/2017/8948

10. DECLARATION

1. In terms of Regulation 25(3) of the SEBI SAST Regulations, the Acquirer accept full responsibility for the information contained in the Letter of Offer, Form of Acceptance, Public Announcement and Detailed Public Statement and also for ensuring compliance with the SEBI SAST Regulations.
2. The Manager to the Offer hereby states that the person signing this Letter of Offer is the Acquirer.

Signed by the Acquirer

Varghese Kurian

Date: April 28, 2017

Encl.:

1. Form of Acceptance cum Acknowledgement
2. Share Transfer Form

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Tender Form

OFFER OPENS ON	May 9, 2017
OFFER CLOSSES ON	May 23, 2017

For Registrar / collection centre use		
Inward No.	Date	Stamp

Status (please tick appropriate box)			
<input type="checkbox"/> Individual	<input type="checkbox"/> FII	<input type="checkbox"/> Insurance Co.	
<input type="checkbox"/> Foreign Co.	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / FI	<input type="checkbox"/> Pension / PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (<i>specify</i>)	

To,
Varghese Kurian (“Acquirer”)
 Mumbai

Dear Sirs,

Sub: Open Offer for acquisition of upto 49,30,562 Equity Shares of Rs. 10/- each of TECIL CHEMICALS & HYDRO POWER LIMITED (Target Company)

1. I / We (having read and understood the Letter of Offer issued by the Acquirers) hereby tender / Offer my / our Equity Shares in response to the Open Offer on the terms and conditions set Out below and in the Letter of Offer.
2. Details of Equity Shares held and tendered / offered under the Offer :

	In figures	In words
Equity Shares held as on Identified Date (April 24, 2017)		
Number of Equity Shares Offered under the Open Offer		

3. I / We authorize you to buy Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to transfer the same in your name(s).
4. I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered under Open Offer free from all liens, equitable interest, charges and encumbrance.
5. I / We declare that there are no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/our right to tender Equity Shares under the Open Offer and that I/We am are legally entitled to tender the Equity Shares.
6. I/We agree that the Company will pay the Offer Price as per the Stock Exchange mechanism.
7. I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Open Offer in the demat account from where I / We have tendered the Equity Shares in the Open Offer.
8. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No				
Client ID				

9. Equity Shareholders Details:

	1 st /Sole holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s)				
PAN				
Address of the 1 st / sole holder				
Telephone of 1 st / sole holder		e-mail id of 1 st / sole holder		
Signature(s) *				

* corporate must also affix rubber stamp and sign

INSTRUCTIONS

1. This Offer will open on May 9, 2017 and close on May 23, 2017
2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Shareholders who desire to tender their equity shares in the electronic form under the Open Offer would have to do so through their respective selling member by indicating the details of equity shares they intend to tender under the Open offer.
4. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer as may be decided by the Company / Registrar to the Offer, in accordance with the SEBI SAST Regulations.
5. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.

(For Equity Shareholders holding shares in **PHYSICAL** form)

Tender Form

OFFER OPENS ON	May 9, 2017
OFFER CLOSSES ON	May 23, 2017

For Registrar / collection centre use		
Inward No.	Date	Stamp

Status (please tick appropriate box)					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>	Others (<i>specify</i>)

To,
Varghese Kurian (“Acquirer”)
Mumbai

Dear Sirs,

Sub: Open Offer for acquisition of upto 49,30,562 Equity Shares of Rs. 10/- each of TECIL CHEMICALS & HYDRO POWER LIMITED (Target Company)

- I / We (having read and understood the Letter of Offer issued by the Acquirers) hereby tender / Offer my / our Equity Shares in response to the Open Offer on the terms and conditions set Out below and in the Letter of Offer.
- Details of Equity Shares held and tendered offered:

	In figures	In words
Equity Shares held as on Identified Date (April 24, 2017)		
Number of Equity Shares Offered under the Open Offer		

- I / We authorize you to buy Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to transfer the same in your name(s).
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered under Open Offer free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/our right to tender Equity Shares under the Open Offer and that I/We am are legally entitled to tender the Equity Shares.
- I/We agree that the Company will pay the Offer Price only after due verification of the validity of the documents and that the consideration may be paid as per SEBI notified Stock Exchange mechanism.
- Details of Share Certificate(s) enclosed:

Serial	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
Total					

In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above

8. Details of other Documents (duly attested) (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney	Previous RBI approvals for acquiring the Equity Shares of TECIL Chemicals & Hydro Power Limited hereby tendered in the Open Offer
Death Certificate	Succession Certificate
Self attested copy of PAN	Corporate authorizations
Others (please specify)	

9. Equity Shareholders Details:

	1 st /Sole holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s)				
PAN				
Address of the 1 st / sole holder				
Telephone of 1 st / sole holder		e-mail id of 1 st / sole holder		
Signature(s) *				

* corporate must also affix rubber stamp and sign

INSTRUCTIONS

1. This Offer will open on May 9, 2017 and close on May 23, 2017
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Persons who wish to tender their Equity Shares in response to this Open Offer should submit the following documents to the selling member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the RTA:
 - a) The relevant Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - b) Original share certificates.
 - c) Copy of the Permanent Account Number (PAN) Card.
 - d) Transfer deed (Form SH-4) duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - e) A self attested copy of address proof consisting of any one of the following documents i.e., valid Aadhaar Card, Voter Identity Card, Passport or driving license.
4. Eligible Persons should also provide all relevant documents in addition to above documents which may include (but not limited to): (a) Duly attested Power of Attorney if any person other than the Eligible Persons has signed the relevant Tender / Offer Form; (b) Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased; (c) Necessary corporate authorisations, such as Board Resolution / Specimen Signature etc., in case of Companies.
5. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
6. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
 - a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company;
 - b) Non-submission of Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
 - c) If the Eligible Person(s) bid the shares but the Registrar does not receive the share certificate; or
 - d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar or attested by bank or competent authority