

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

OPEN OFFER BY

M/S. GREY MAT TECHNO SOLUTIONS LIMITED ("Acquirer 1")

Registered Office: No. 555, Road No.: 3, Arora Colony, Banjara Hills, Hyderabad – 500034;

Tel No.: 040-64551556;

AND

M/S. KRIAN CONSULTANCY SERVICES PRIVATE LIMITED ("Acquirer 2")

Registered Office: No. 555, Road No.: 3, Arora Colony, Banjara Hills, Hyderabad – 500034;

Tel No.: 040-64551556;

(Hereinafter collectively referred to as "ACQUIRERS")

To Acquire upto 592,020 (Five Lacs Ninety Two Thousand and Twenty) equity shares of face value of Rs. 10/- each representing 26.00% of the expanded paid up capital of

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

Registered Office: Flat No. 4, House No. – 3-6-521A Navneeth Villa Apartements, Himayat Nagar Hyderabad, Telangana – 500029;

Tel No.: 040-27660781; and Fax: 040-27660781;

At a price of Rs. 10.00 (Rupees Ten Only) per fully paid up equity share payable in cash

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

1. This offer is being made by the Acquirers pursuant to Regulation 3(1), 3(3) and 4 of SEBI (SAST) Regulations, 2011 for substantial acquisition of share and voting rights alongwith the change in control and management.
2. The Offer is not subject to any minimum level of acceptance.
3. The details of statutory approvals required is given in para 7.4 of this Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. If there is any upward revision in the Offer Price by the Acquirers upto three working days prior to the commencement of the tendering period i.e. upto June 08, 2016, Wednesday, or in the case of withdrawal of offer, the same would be informed by way of the Issue Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the offer.
6. **There is no competing offer till date.**
7. A copy of Public Announcement, Detailed Public Statement, and Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: www.sebi.gov.in.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NO. 28 to 34). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS LETTER OF OFFER.

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



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/Ms. Ruchika Sharma

Ph.: 91-11-40622228/91-11-40622248

Fax: 91-11-40622201

Email: manoj@indiacp.com / ruchika.sharma@indiacp.com

SEBI Regn. No.: INM000011435

OFFER OPENS ON: JUNE 14, 2016, TUESDAY



CAMEO CORPORATE SERVICES LIMITED

CIN:U67120TN1998PLC041613

Subramanian Building No 1, Club House Road, Chennai, Tamil Nadu – 600002

Contact Person: Mr. D. Ramaswamy/ Ms. Sreepriya K

Ph.:044-28460390; Fax:044-28460129

Email: rdr@cameoindia.com / investor@cameoindia.com

SEBI Regn. No.: INR000003753

OFFER CLOSSES ON: JUNE 27, 2016, MONDAY

SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	ORIGINAL	ACTUAL
	DATE AND DAY	DATE AND DAY
Public Announcement (PA) Date	March 30, 2016, Wednesday	March 30, 2016, Wednesday
Detailed Public Statement (DPS) Date	April 06, 2016, Wednesday	April 06, 2016, Wednesday
Last date for a competing offer	May 03, 2016, Tuesday	May 03, 2016, Tuesday
Identified Date*	May 12, 2016, Thursday	May 31, 2016, Tuesday
Last date by which Board of TC shall give its recommendation	May 23, 2016, Monday	June 09, 2016, Thursday
Date by which LoF will be despatched to the shareholders	May 19, 2016, Thursday	June 07, 2016, Tuesday
Issue Opening PA Date	May 25, 2016, Wednesday	June 13, 2016, Monday
Date of commencement of tendering period (Offer opening Date)	May 26, 2016, Thursday	June 14, 2016, Tuesday
Date of expiry of tendering period (Offer closing Date)	June 08, 2016, Wednesday	June 27, 2016, Monday
Date by which all requirements including payment of consideration would be completed	June 22, 2016, Wednesday	July 12, 2016, Tuesday

**Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the acquirers) are eligible to participate in the Offer any time before the closure of the Offer.*

RISK FACTORS

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

(A) Relating to Transaction

- 1) The Preferential Allotment of Equity shares to the Acquirers which triggered this Open Offer was approved by the Board of Directors of the Target Company on March 30, 2016 and was subject to the approval of shareholders of the Target Company which was granted in Extra-ordinary General Meeting (EGM) held on May 09, 2016 in accordance with Companies Act, 2013, SEBI (ICDR) Regulations, 2009, and other related laws as amended from time to time and all statutory approvals that may become applicable at a later date and the allotment of Equity Shares to the

Acquirers were also made on May 18, 2016. In compliance with Regulations 23 of SEBI (SAST) Regulations, the Offer may not be withdrawn only on the ground that the shareholders do not give their approval to the said preferential allotment.

(B) Relating to the Offer

- 1) In the event that either (a) the regulatory approvals are not received in a timely manner (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirers not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of SML, 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 Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- 2) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
- 3) The physical shares tendered and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities. Accordingly, the Acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.
- 4) The Acquirers 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 Acquirers) would be doing so at his / her / its own risk.
- 5) Shareholders should note that those who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

(C) Relating to Acquirers

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

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

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1. DEFINITIONS

1.	Acquirers or The Acquirers	M/s. Grey Mat Techno Solutions Limited and M/s. Krian Consultancy Services Private Limited
2.	Board of Directors / Board	The Board of Directors of M/s. Shiva Medicare Limited
3.	Book Value per share	Net worth / Number of equity shares issued
4.	BSE	BSE Limited
5.	Buying Broker	M/s. Saaketa Finstock Private Limited
6.	Companies Act	The Companies Act, 2013, as amended from time to time.
7.	Detailed Public Statement or DPS	Detailed Public Statement which appeared in the newspaper on April 06, 2016, Wednesday
8.	EPS	Profit after tax / Number of equity shares issued
9.	Escrow Agreement	Escrow Agreement dated April 02, 2016 between the Acquirers, Escrow Agent and Manager to the Offer
10.	Escrow Bank/ Escrow Agent	YES Bank Limited having its branch office at D-12, South Extension Part – II, New Delhi – 110049
11.	Expanded Share Capital	Rs. 22,770,000 (Rupees Two Crores Twenty Seven Lacs Seventy Thousand Only) representing 2,277,000 (Twenty Two Lacs Seventy Seven Thousand) Equity Shares of Rs. 10/- each after taking into account the Preferential Allotment of 749,993 (Seven Lacs Forty Nine Thousand Nine Hundred and Ninety Three) Equity Shares to the Acquirer 1 and 900,000 (Nine Lacs) Equity Shares to Acquirer 2.
12.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
13.	Form of Acceptance	Form of Acceptance cum Acknowledgement
14.	LOO or Letter of Offer or LOF	This Letter of Offer
15.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
16.	N.A.	Not Available/Not Applicable
17.	NRI	Non Resident Indian
18.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 592,020 (Five Lacs Ninety Two Thousand and Twenty) fully paid up Equity Shares of face value of Rs. 10/- each being 26% of the Expanded Share Capital of the Target Company after taking into account the preferential allotment of 1,649,993 (Sixteen Lacs

		Forty Nine Thousand Nine Hundred and Ninety Three Only) Equity Shares to the Acquirers, as was approved by the Board of Directors of the Target Company at its meeting held on March 30, 2016 at a price of Rs. 10.00 (Rupees Ten Only) per fully paid up Equity Share payable in cash. The same was approved by shareholders in EGM held on May 09, 2016 and allotment of shares was made on May 18, 2016.
19.	Offer Period	Wednesday, March 30, 2016 to Tuesday, July12, 2016
20.	Offer Price	Rs. 10.00 (Rupees Ten Only) per fully paid up Equity Share payable in cash
21.	PAT	Profit After Tax
22.	Persons eligible to participate in the Offer	Registered shareholders of Shiva Medicare Limited and unregistered shareholders who own the Equity Shares of Shiva Medicare Limited any time prior to the closure of Offer, including the beneficial owners of the shares held in dematerialised form, except Acquirers including person deemed to be acting in concert with the Acquirers.
23.	Public Announcement or PA	Public Announcement submitted to BSE as well as to SEBI on March 30, 2016, Wednesday.
24.	Registrar or Registrar to the Offer	M/s. Cameo Corporate Services Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time.
25.	RBI	The Reserve Bank of India
26.	Return on Net Worth	(Profit After Tax/Net Worth) *100
27.	INR or Rs.	Indian Rupees
28.	SEBI Act	Securities and Exchange Board of India Act, 1992
29.	SEBI	Securities and Exchange Board of India
30.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
31.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
32.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and

		subsequent amendments thereto
33.	Tendering Period	Tuesday, June 14, 2016 to Monday, June 27, 2016
34.	Target Company or SML	SHIVA MEDICARE LIMITED

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SHIVA MEDICARE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES/ 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 ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 13, 2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1. Background of the Offer

- 3.1.1. The Offer is made in accordance with Regulation 3(1) read with 3(3) and 4 of the SEBI (SAST) Regulations, 2011 pursuant to the proposed allotment of Equity Shares on preferential basis by the Board of Directors of the Target Company.
- 3.1.2. The Board of Directors of Target Company in their meeting held on March 30, 2016 proposed to allot 749,993 (Seven Lacs Forty Nine Thousand Nine Hundred and Ninety

Three) Equity Shares of face value of Rs. 10/- each to the Acquirer 1 and 900,000 (Nine Lacs) Equity Shares of face value of Rs. 10/- each to Acquirer 2, by way of preferential allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to compliance with applicable provisions of SEBI (ICDR) Regulations, 2009, SEBI (LODR) Regulations, 2015 as amended, and subject to approval from shareholders of Target Company and other approvals, if any, at a price of Rs 10/- per share. After the said Preferential Allotment, the Acquirers will hold 1,649,993 (Sixteen Lacs Forty Nine Thousand Nine Hundred and Ninety Three) Equity Shares, representing 72.46% of the Expanded Share Capital of Target Company. The shareholders of the Target Company in Extra-ordinary General Meeting held on May 09, 2016 approved the preferential allotment of shares and the allotment of 1,649,993 (Sixteen Lacs Forty Nine Thousand Nine Hundred and Ninety Three) Equity Shares, representing 72.46% of the Expanded Share Capital of Target Company to the Acquirers was made on May 18, 2016.

- 3.1.3. There is no separate arrangement for the proposed change in control of the Target Company.
- 3.1.4. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.
- 3.1.5. The Acquirers propose to appoint their representatives on the Board of the Target Company after the completion of all formalities relating to Open Offer under SEBI (SAST) Regulations, 2011 as they may deem fit. The key promoter of Acquirers, Mr. Kishan Prasad Palaypu is already appointed as an Additional Director on the Board of the Target Company on May 18, 2016.
- 3.1.6. The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

3.2. Details of the Proposed Offer

- 3.2.1. In accordance with Regulation 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirers gave PA on March 30, 2016 to BSE and SEBI and DPS on April 06, 2016 which was published in the following newspapers:

Publication	Editions
Business Standard (English)	All Editions
Business Standard (Hindi)	All Editions

VaarithaTelugudaily (Telegu)	Telangana
Mahanayak (Marathi)	Mumbai

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in and the website of Manager to the Offer www.corporateprofessionals.com

- 3.2.2. The Acquirers made this Takeover Open Offer to acquire upto 592,020 (Five Lacs Ninety Two Thousand and Twenty) Equity Shares of the face value Rs. 10 each, being 26.00% of the expanded paid up share capital of the Target Company after taking into account the capital base after the preferential allotment of 1,649,993 Equity Shares representing 72.46% of the expanded paid-up share capital of Rs. 10/- each to Acquirers, as was approved by the Board of Directors of the Target Company at its meeting held on March 30, 2016 at a price of Rs. 10.00 (Rupees Ten Only) per fully paid up Equity Share payable in cash, subject to the terms and conditions as set out in PA, Detailed Public Statement, and the Letter of Offer, that will be sent to the shareholders of the Target Company.
- 3.2.3. There are no partly paid up shares in the Target Company.
- 3.2.4. This is not a competitive Bid.
- 3.2.5. The Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company. The Acquirers will acquire all the Equity Shares of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 592,020 (Five Lacs Ninety Two Thousand and Twenty) Equity Shares being 26% of the expanded paid up share capital.
- 3.2.6. On May 18, 2016, the Target Company allotted 1,649,993 Equity Shares representing 72.46% of the expanded paid-up share capital of Rs. 10/- each to the Acquirers under the preferential allotment as was approved by the Board of Directors on March 30, 2016 and by the shareholders on May 09, 2016, i.e. after the date of P.A. i.e. March 30, 2016 and upto the date of this LOO.
- 3.2.7. The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.8. Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirers will hold 2,242,013 (Twenty Two Lacs Forty Two Thousand and Thirteen) Equity Shares constituting 98.46% of the expanded share capital.
- 3.2.9. Pursuant to this Open Offer, assuming full acceptance, the public shareholding in the Target Company will reduce below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the SEBI (LODR) Regulations, 2015, the Acquirers undertakes that he will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities

Contracts (Regulation) Rules, 1957 as amended, the provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and reduce the non-public shareholding within the time period mentioned therein.

3.2.10. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of this draft LOO. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

3.3. Object of the Acquisition/ Offer

3.3.1. The Target Company had one of the largest EOU for latex gloves for medical use, but the said business got closed due to regular losses. For many years the Company is not carrying any major business activities and as on date the Target Company does not have any business operations. The Acquirers want to revive the Target Company by carrying out the business of manufacturing and sale of Safety Syringes, a medical device, as 100% Export Oriented Unit, the Acquirers may also explore the possibilities of introducing high technology health care products like drugs, formulations, etc. including conducting research in the fields of medicines.

3.3.2. The Acquirers does not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. SML's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

4. BACKGROUND OF THE ACQUIRER

4.1. M/S. GREY MAT TECHNO SOLUTIONS LIMITED (“ACQUIRER 1”)

4.1.1 Acquirer 1 is a public limited company incorporated under the provisions of the Companies Act, 1956 (**CIN: U72200TG2000PLC035373**) on September 28, 2000 with the name and style of “Lasex Technosoft Limited” and subsequently on June 21, 2007, the name was changed to Grey Mat Techno Solutions Limited. The registered office of the Acquirer 1 is situated at No. 555, Road No.: 3, Arora Colony, Banjara Hills, Hyderabad – 500034. The Acquirer 1 is a diversified technocrat entity providing customised ERP solutions in the fields of, Health Care, Automobile, Education, Hospitality, Infrastructure Development, Banking & Finance, Media and retail sectors, there offerings begin with conception, designing, structuring, and last till effective running of enterprise applications. The present authorized capital of Acquirer 1 is Rs. 22,500,000

(Rupees Two Crores and Twenty Five Only) constituting 750,000 (Seven Lacs and Fifty Thousand) Equity Shares of Rs. 10/- each and 150,000 (One Lac and Fifty Thousand) Non- Convertible Redeemable Preference Shares of Rs. 100 each. The paid-up share capital of Rs. 17,700,000 (Rupees One Crore and Seventy Seven Lacs Only) constituting 450,000 (Four Lacs Fifty Thousand) Equity shares of Rs. 10/- each and 132,000 (One Lac Thirty Two Thousand) Non- Convertible Redeemable Preference shares of Rs. 100/- each.

4.1.2 The Promoter and key shareholder of the Acquirer 1 are specified below:

S. No.	Name of the Shareholder	Category	No. of Shares held	% of shareholding
1.	Mr. Kishan Prasad Palaypu	Promoter	314,000	69.78
2.	Mrs. Meena Kishan Palaypu	Promoter	115,000	25.56
Total			429,000	95.34

4.1.3 Shareholding pattern is as under of Acquirer 1:

S. No.	Name of the Shareholder	No. of shares	Face Value (Amount in Rupees)	Total Value of Shares
1.	Kishan Prasad Palaypu	314,000	10/-	3,140,000
2.	Meena Kishan Palaypu	115,000	10/-	1,150,000
3.	Gitanjali Singh	1,000	10/-	10,000
4.	S. Venkateshwar Rao	4,000	10/-	40,000
5.	Mrs. Bharati	4,000	10/-	40,000
6.	S. Phanidhar Sangam	3,000	10/-	30,000
7.	Srinath Kishan Palaypu	3,000	10/-	30,000
8.	Deepti Surekha	3,000	10/-	30,000
9.	Abhignya Kishan Palaypu	3,000	10/-	30,000
Total		450,000		4,500,000

4.1.4 Acquirer 1 does not holds any shares in the Target Company as on the date of Public Announcement, except the shares proposed to be allotted as approved by the Board of Directors of Target Company vide its meeting dated March 30, 2016 and which were allotted on May 18, 2016. With respect to the Target Company, Acquirer 1 has complied with the provisions of Chapter V of SEBI (SAST) Regulations, 2011. The details of acquisition are provided below:

S. No.	Name of the Acquirer	Shares	Percentage	Compliance
1.	Grey Mat Techno Solutions Limited	749,993	32.94%	Regulation 29(1) of SEBI (SAST) Regulations, 2011 on 20.05.2016

4.1.5 Details of the Board of Directors of Acquirer 1 is provided below:

Name of the Director	Designation (Executive, Non Executive, Independent, etc.)	DIN	Qualification and Experience in No. of years and field of experience	Date of Appointment
Mr. Kishan Prasad Palaypu	Chairman cum Managing Director	01154438	Chartered Accountant and holds experience of 31 years.	25.11.2003
Mr. Srinath Kishan Palaypu	Director	01154374	BE (ECE) with 9 years experience in the field of software development.	12.01.2007
Mr. Sangam Venkateshwar Rao	Director	02945294	Advocate and holds experience of 30 years in civil and corporate matters.	08.08.2007

(*) Amongst the above mentioned Directors of Acquirer 1, on May 18, 2016, Mr. Kishan Prasad Palaypu is appointed on the Board of the Target Company.

4.1.6 The financial information of Acquirer 1 based on the audited standalone financial statements for the financial year ended March 31, 2013, March 31, 2014, March 31 2015 and FY 2015-16 period till 24.03.2016 are as follows:

(Rs. In Lacs)

Profit & Loss Statement	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Period from 01.04.2015 to 24.03.2016 (Unaudited)
Income from	9.17	45.69	44.24	60.74

Operations				
Other Income	0.00	0.00	0.00	0.00
Increase/ (Decrease) in Stock	0.00	0.00	0.00	0.00
Total Income	9.17	45.69	44.24	60.74
Total Expenditure (Excluding Depreciation and Interest)	12.60	33.45	34.91	43.28
Profit Before Depreciation Interest and Tax	(3.42)	12.15	9.33	17.46
Depreciation	0.92	0.58	1.31	1.33
Interest	0.00	0.00	0.00	0.00
Profit/ (Loss) Before Tax	(4.35)	11.57	8.02	16.13
Provision for Tax	(0.18)	3.60	2.48	4.98
Profit/ (Loss) After Tax	(4.17)	7.97	5.54	11.14

Balance Sheet Statement	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Period from 01.04.2015 to 24.03.2016 (Unaudited)
Sources of funds				
Paid up share capital	5.00	5.00	5.00	177.00
Reserves and Surplus (Excl. Revaluation Reserves)	1.13	9.12	14.66	25.80
Secured loans	0.00	0.00	0.00	0.00
Unsecured loans	11.95	12.70	10.50	6.00
Deferred Tax Liability (Net)	0.16	0.20	0.18	0.18
Total	18.24	27.03	30.34	208.98
Uses of funds				

Net fixed assets	2.85	5.59	5.53	5.58
Investments	0.00	0.00	0.00	42.00
Net current assets	15.38	21.44	24.82	86.77
Total miscellaneous expenditure not written off	0.00	0.00	0.00	74.63
Total	18.24	27.03	30.34	208.98

Other Financial Data	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Period from 01.04.2015 to 24.03.2016 (Unaudited)
Dividend (%)	0.00	0.00	0.00	0.00
Earning Per Equity Share (Rs.)	(8.34)	15.99	11.08	0.63
Networth (Rs. In Lacs)	6.13	14.12	19.66	128.17
Return on Networth (%)	(68.04)%	56.62%	28.18%	8.69%
Book Value Per Equity Share (Rs.)	12.25	28.25	39.33	7.24

Source- As certified by Mr. Sunil Parmar (Membership No. 071554), Proprietor of M/s. Sunil Parmar & Co., Chartered Accountants having office at 5/1, 2nd Floor, Lenaine Estate, 5-9-189, Abid Road Hyderabad – 500001; Tel. +91-40-23387581, +91-40-23387656, Email ID: sp.athena@gmail.com vide certificate dated March 30, 2016.

4.1.7 There are no major contingent liabilities in the Acquirer 1.

4.2. M/S. KRIAN CONSULTANCY SERVICES PRIVATE LIMITED (“ACQUIRER 2”)

4.2.1 Acquirer 2 is a private company incorporated under the provisions of the Companies Act, 1956 on April 15, 2010 with the name and style of “Krian Consultancy Services Private Limited”. The registered office of the Acquirer 2 is situated at No. 555, Road No.: 3, Arora Colony, Banjara Hills, Hyderabad – 500034. The Acquirer 2 is engaged in the business of financial, technical and corporate legal consulting services. The present authorized capital of Acquirer 2 is Rs. 50,000,000/- (Rupees Five Crores Only) divided 500,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 450,000 Non- Convertible Redeemable Preference shares of Rs. 100/- each. The paid-up share capital of Rs.

32,500,000 (Rupees Three Crores Twenty Five Lacs Only) divided into 10,000 (Ten Thousand) Equity shares of Rs. 10/- each and 324,000 (Three Lac and Twenty Four Thousand) Non- Convertible Redeemable Preference shares of Rs. 100/- each.

4.2.2 The Promoter and key shareholder of the Acquirer 2 are specified below:

S. No.	Name of the Shareholder	Category	No. of Shares held	% of shareholding
1.	Mr. Kishan Prasad Palaypu	Promoter	5,000	50.00
2.	Mr. Srinath Kishan Palaypu	Promoter	5,000	50.00
Total			10,000	100.00

4.2.3 Shareholding pattern as under of Acquirer 2:

S. No.	Shareholder's Category	No. and Percentage of shares held
1.	Promoters	10,000 Equity Shares (100%)
2.	FII/ Mutual-Funds/FIs/Banks	-
3.	Public	-
Total Paid Up Capital		10,000 Equity Shares (100%)

4.2.4 Acquirer 2 does not holds any shares in the Target Company as on the date of Public Announcement, except the shares proposed to be allotted as approved by the Board of Directors of Target Company vide its meeting dated March 30, 2016 and which were allotted on May 18, 2016. With respect to the Target Company, Acquirer 2 has complied with the provisions of Chapter V of SEBI (SAST) Regulations, 2011. The details of acquisition are provided below:

S. No.	Name of the Acquirer	Shares	Percentage	Compliance
1.	Krian Consultancy Services Private Limited	900,000	39.53%	Regulation 29(1) of SEBI (SAST) Regulations, 2011 on 20.05.2016

4.2.5 Details of the Board of Directors of Acquirer 2 is provided below:

Name of the Director	Designation (Executive, Non Executive, Independent, etc.)	DIN	Qualification and Experience in years and field of experience	Date of Appointment
Mr. Kishan	Director	01154438	Chartered Accountant	15.04.2010

Prasad Palaypu			and holds experience of 31 years.	
Mr. Srinath Kishan Palaypu	Director	01154374	BE (ECE) with 9 years experience in the field of software development.	15.04.2010
Mr. Vellaboyina Mahesh Kumar	Director	07304691	Engineer with 24 years of experience in computer engineers	09.11.2015

Amongst the above mentioned Directors of Acquirer 2, on May 18, 2016, Mr. Kishan Prasad Palaypu is appointed on the Board of the Target Company.

- 4.2.6** The financial information of Acquirer 2 based on the audited standalone financial statements for the financial year ended March 31, 2013, March 31, 2014, March 31 2015 FY 2015-16 Period till 24.03.2016 are as follows:

(Rs. In Lacs)

Profit & Loss Statement	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Period from 01.04.2015 to 24.03.2016 (Unaudited)
Income from Operations	0.00	0.00	0.00	8.46
Other Income	0.00	0.00	0.00	0.00
Increase/ (Decrease) in Stock	0.00	0.00	0.00	0.00
Total Income	0.00	0.00	0.00	8.46
Total Expenditure (Excluding Depreciation and Interest)	0.00	0.00	0.00	5.34
Profit Before Depreciation Interest and Tax	0.00	0.00	0.00	3.12
Depreciation	0.00	0.00	0.00	0
Interest	0.00	0.00	0.00	0.03
Profit/ (Loss) Before Tax	0.00	0.00	0.00	3.09
Provision for Tax	0.00	0.00	0.00	0.95
Profit/ (Loss) After Tax	0.00	0.00	0.00	2.14

Balance Sheet	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Period from 01.04.2015 to 24.03.2016 (Unaudited)
Sources of funds				
Paid up share capital	1.00	1.00	1.00	325.00
Reserves and Surplus (Excl. Revaluation Reserves)	0.00	0.00	0.00	2.14
Secured loans	0.00	0.00	0.00	0.00
Unsecured loans	0.00	0.45	0.79	60.82
Deferred Tax Liability (Net)	0.00	0.00	0.00	0.00
Total	1.00	1.45	1.79	387.96
Uses of funds				
Net fixed assets	0.00	0.00	0.00	197.76
Investments	0.00	0.00	0.00	0.00
Net current assets	0.27	0.08	(0.10)	152.34
Total miscellaneous expenditure not written off	0.73	1.37	1.89	37.86
Total	1.00	1.45	1.79	387.96

Other Financial Data	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Period from 01.04.2015 to 24.03.2016 (Unaudited)
Dividend (%)	0.00	0.00	0.00	0.00
Earning Per Share (Rs.)	0.00	0.00	0.00	0.07
Networth (Rs. In Lacs)	0.27	(0.37)	(0.89)	298.28
Return on Networth (%)	0.00	0.00	0.00	0.74%
Book Value Per Equity Share (Rs.)	2.66	(3.68)	(8.90)	8.90

Source- As certified by Mr. Sunil Parmar (Membership No. 071554), Proprietor of M/s. Sunil Parmar & Co., Chartered Accountants having office at 5/1, 2nd Floor, Lenaine

Estate, 5-9-189, Abid Road Hyderabad – 500001; Tel. +91-40-23387581, +91-40-23387656, Email ID: sp.athena@gmail.com vide certificate dated March 30, 2016.

4.2.7 There are no major contingent liabilities in the Acquirer 2.

4.3. There is no Person acting in concert (PAC) with the Acquirers in this Takeover Open Offer.

5. BACKGROUND OF THE TARGET COMPANY – SHIVA MEDICARE LIMITED (“SML”)

5.1. SML is a public listed company incorporated under the provisions of Companies Act, 1956, on August 05, 1993 with the name and style of Shiva Medicare Limited. SML was one of the largest Export Oriented Unit for latex gloves for medical use, and was into BIFR since year 2005, further the Target Company was abated from BIFR on June 20, 2005. Presently, the Target Company does not have any business operations. The registered office of SML is situated at Flat No. 4, House No. – 3-6-521A Navneeth Villa Apartements, Himayat Nagar Hyderabad, Telangana – 500029.

5.2. The Equity Shares of Target Company are listed and traded on BSE and are infrequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

5.3. The authorised share capital of the Target Company as on the date is Rs. 100,000,000 (Rupees Ten Crores Only) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. The present paid-up capital of the Company is Rs. 6,270,070 (Rupees Sixty Two Lacs Seventy Thousand and Seventy Only) comprising of 627,007 (Six Lacs Twenty Seven Thousand and Seven) Equity Shares of Rs. 10/- each. Recently, the Company has reduced its paid-up capital from Rs. 62,700,700 (Rupees Six Crores Twenty Seven Lacs and Seven Hundred Only) divided into 6,270,070 (Sixty Two Lacs Seventy Thousand and Seventy Only) of Rs. 10/- each to Rs. 6,270,070 (Rupees Sixty Two Lacs Seventy Thousand and Seventy Only) divided into 627,007 (Six Lacs Twenty Seven Thousand and Seven) Equity Shares of Rs. 10/- each against the past losses, by the order of High Court as per the process of Reduction of Capital under Section 100 to 104 of Companies Act, 1956. The Share capital structure of the TC is provided below:

Paid up Equity Shares of TC	No. of Shares/voting rights	% of shares/voting rights
Fully paid up equity shares	2,277,000 Equity Shares of Rs. 10 each	100.00
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	2,277,000 Equity Shares of Rs. 10 each	100.00
Total voting rights in TC	2,277,000 Equity Shares of Rs. 10 each	100.00

(*) On May 18, 2016, the Target Company allotted 1,649,993 Equity Shares representing 72.46% of the expanded paid-up share capital of Rs. 10/- each to Acquirers, pursuant to which the paid up capital of the Target Company increased from 627,007 Equity Shares to 2,277,000 Equity Shares.

- 5.4. The shares of the Target Company were suspended since year 2002 and now the suspension has been revoked on May 31, 2013.
- 5.5. There are currently no outstanding partly paid up shares or any other instruments convertible into equity shares of the Target Company at a future date.
- 5.6. During the present offer, it has come to the notice that there were a few instances of non-compliance/ delayed compliances by Promoter Group and the Target Company of Chapter II/ Chapter V of SEBI (SAST) Regulations, 1997/2011, for which SEBI may initiate appropriate action against the Promoters and the Target Company in terms of SEBI (SAST) Regulations, 1997/2011.
- 5.7. As on the date of letter of offer, the composition of the Board of Directors of SML is as under:

Name of the Director	Designation (Executive, Non Executive, Independent, etc.)	DIN	Qualification and Experience in No. of years and field of experience	Date of Appointment
Mr. Kishan Prasad Palaypu	Director	01154438	Chartered Accountant and holds experience of 31 years.	18.05.2016
Mr. John Wilson Babu Chebrolu	Additional Director	05160184	Graduate and holds experience of more than 15 years in corporate communication and marketing.	24.03.2012
Mr. Srinivasulu Vuppala	Director	05351230	Commerce graduate and holds experience of more than 23 years in	28.09.2015

			accounts and tax.	
Ms. Seema Jha Manoj	Director	06970544	Graduate and hold experience of more than 2 to 3 years in social service.	28.09.2015

Amongst the above mentioned Directors, On May 18, 2016, Mr. Kishan Prasad Palaypu is representative of the Acquirers has been appointed as an Additional Director in the Target Company and Mr. Amit Jain and Mr. Gagan Lamba resigned from the Board of Target Company.

- 5.8.** The financial information of Target Company based on the audited standalone financial statements for the financial year ended March 31, 2015, March 31, 2014, March 31, 2013 and for nine months ended December 31, 2015 (Unaudited) are as follows:

(Rs. In Lacs)

Profit & Loss Statement	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Nine Months Ended December 31, 2015 (Unaudited)
Income from Operations	0.00	0.00	0.00	0.00
Other Income	0.00	0.00	0.00	0.00
Increase/(Decrease) in Stock	0.00	0.00	0.00	0.00
Total Income	0.00	0.00	1.45	0.00
Total Expenditure (Excluding Depreciation and Interest)	13.95	2.42	1.25	2.84
Profit Before Depreciation, Interest and Tax	(13.95)	(2.42)	0.20	(2.84)
Exceptional Items	4.50	0.00	0.00	0.00
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00
Profit / (Loss) Before Tax	(9.45)	(2.42)	0.20	(2.84)

Provision for Tax	0.00	0.00	0.00	0.00
Profit/ (Loss) After Tax	(9.45)	(2.42)	0.20	(2.84)

Balance Sheet	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Nine Months Ended December 31, 2015 (Unaudited)
Sources of Funds				
Paid up share capital	627.00	627.00	627.00	62.70
Reserves and Surplus (excluding revaluation reserves)	(737.91)	(740.33)	(740.13)	(175.83)
Other Long Term Liabilities	17.13	17.13	17.13	17.13
Unsecured loans	105.20	107.48	107.48	150.48
Other Current Liabilities	8.27	8.27	8.27	8.27
Total	19.69	19.55	19.75	62.75
Uses of funds				
Long-term Loan and Advances	19.54	19.54	19.54	62.34
Trade Receivables	0.00	0.00	0.20	0.20
Net Current Assets	0.15	0.01	0.01	0.21
Total Miscellaneous expenses not written off	0.00	0.00	0.00	0.00
Total	19.69	19.55	19.75	62.75

Other Financial Data	Year Ended 31.03.2013 (Audited)	Year Ended 31.03.2014 (Audited)	Year Ended 31.03.2015 (Audited)	Nine Months Ended December 31, 2015 (Unaudited)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (In Rs)	0.00	0.00	0.00	0.00

Networth (Rs. In Lacs)	(110.91)	(113.33)	(113.13)	(113.13)
Return on Networth (%)	0.00	0.00	0.00	0.00
Book Value Per Share	10.00	10.00	10.00`	10.00

Source- As certified by Mr. V. Ramachandra Rao (Membership No. 203292), Partner of V. Ramachandra Rao, Chartered Accountants having office at H. No. 1-2-56/55, Plot No. 1039, Ground Floor, Street No. 5, Advocates Colony, Himayathnagar, Hyderabad-29; Tel. +91-9949057690, Email ID: raoramchander@gmail.com, raoramchander@yahoo.com vide certificate dated March 29, 2016.

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

Sr. No.	Shareholder Category	Shareholding & Voting rights prior to the Agreement/ acquisition and Offer (A)		Shares/voting rights agreed to be acquired Which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance) (C)		Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C)=(D)	
		No.	%	No.	%	No.	%	No.	%
1.	Promoter Group								
	a. Parties to agreement, if any	Nil	NA	Nil	NA	Nil	NA	Nil	NA
	b. Promoters other than (a) above (*)	161,714*	25.79**	Nil	NA	Nil	NA	Nil*	NA
	Total 1 (a+b)	161,714*	25.79**	Nil	NA	Nil	NA	Nil	NA
2.	Acquirers								
	M/s.Grey Mat Techno Solutions Limited	Nil	NA	749,993	32.94	592,020	26.00	2,242,013	98.46 [#]
	M/s. Krian Consultancy Services Private	Nil	NA	900,000	39.53				

	Limited								
	Total 2	Nil	NA	1,649,993	72.46	592,020	26.00	2,242,013	98.46
3.	Parties to the agreement other than 1(a) & 2	Nil	NA	Nil	NA	Nil	NA	Nil	NA
4.	Public (other than parties to agreement, Acquirer)								
a.	FIs / MFs / FIIIs / Banks, SFIs	Nil	NA	Nil	NA	Nil	NA	Nil	NA
b.	Others	465,293	74.21**	Nil	NA	(592,020)	(26.00)	34,987	1.54 [#]
	Total (4) (a+b)	465,293	74.21**	NA	NA	(592,020)	(26.00)	349,87	1.54
	Total (1+2+3+4)	627,007 (**)	100.00	NA	NA	NA	NA	2,277,000	100.00

(*) The shareholding of existing promoter will be shifted into Public Category subject to compliance of SEBI (LODR) Regulations.

(**)This percentage is calculated on the basis of the share capital prior to the preferential allotment of shares to the Acquirers.

([#])This percentage is calculated on the basis of the share capital post to the preferential allotment of shares to the Acquirers.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. The Offer is made pursuant to proposed allotment of 1,649,993 Equity Shares of the Target Company to the Acquirers. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

6.1.2. The Equity Shares of the Target Company are listed and traded on BSE and are infrequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations.

6.1.3. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (March 2015 to February 2016) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of PA	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	200	6,270,070 (Prior to reduction)	0.00
	-	627,007 (Post to Reduction)	Nil
Total			0.00

(Source: www.bseindia.com)

6.1.4. The Offer Price of Rs. 10.00/- per equity share is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Price
(a)	The price at which the equity shares will be allotted to the Acquirers pursuant to the preferential issue approved by the Board of Directors in the meeting held on March 30, 2016	Rs. 10.00
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers, during 26 weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not Applicable

Other Parameters [#]	Based on the unaudited financial data for the Nine months ended December 31, 2015
Return on Net Worth (%)	-
Book Value per Share (Rs.)	Negative
Earnings Per Share (Rs.)	-

Source- As certified by Mr. V. Ramachandra Rao (Membership No. 203292), Partner of V. Ramachandra Rao, Chartered Accountants having office at H. No. 1-2-56/55, Plot No.

1039, Ground Floor, Street No. 5, Advocates Colony, Himayathnagar, Hyderabad-29; Tel. +91-9949057690, Email ID: raoramchander@gmail.com, raoramchander@yahoo.com vide certificate dated March 29, 2016.

In view of the parameters considered and presented in table and paragraph above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 10.00/-(Rupees Ten Only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

- 6.1.5. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.6. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the acquirer shall not be acquiring any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.7. If the Acquirers acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.8. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.9. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to the shareholders.

6.2. Financial Arrangement

- 6.2.1. The total fund requirement for the Offer (assuming full acceptance) i.e. for the acquisition upto 592,020 (Five Lacs Ninety Two Thousand and Twenty) Equity Shares of a face value of Rs. 10/- each from the public shareholders of the Target Company at an Offer Price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share is Rs. 5,920,200

(Rupees Fifty Nine Lacs Twenty Thousand and Two Hundred Only) (the “**Maximum Consideration**”).

- 6.2.2. The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of its branch offices at D-12, South Extension Part – II, New Delhi – 110 049, have entered into an Escrow Agreement dated April 02, 2016 for the purpose of the Offer (the “Escrow Agreement”) in accordance with Regulation 17 of the SEBI (SAST) Regulations and Acquirers have deposited cash of Rs. 1,500,000 (Rupees Fifteen Lacs Only) being more than 25% of the Maximum Consideration in an Escrow Account bearing name and style as “**CPCPL-SML-Open Offer Escrow Account**”, (the “**Escrow Account**”) opened with YES Bank Limited.
- 6.2.3. The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account and Bank Guarantee in terms of the SEBI (SAST) Regulations.
- 6.2.4. Mr. Sunil Parmar (Membership No. 071554), Proprietor of M/s. Sunil Parmar & Co., Chartered Accountants having office at 5/1, 2nd Floor, Lenaine Estate, 5-9-189, Abid Road Hyderabad – 500001; Tel. +91-40-23387581, +91-40-23387656, Email ID: sp.athena@gmail.com vide certificate dated March 30, 2016 certified that the Acquirers have sufficient resources to meet the fund requirement for the Takeover of Target Company.
- 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 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. LOO will be dispatched to all the equity shareholders of SML, whose names appear in its Register of Members on May 31, 2016, Tuesday, the Identified Date.
- 7.1.3. The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4. The LOO 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. This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4. of this draft LOO. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6. While it would be ensured that the Letter of Offer is despatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.7. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8. Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

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

7.3. Persons eligible to participate in the Offer

Registered shareholders of SML and unregistered shareholders who own the Equity Shares of SML any time prior to the Closure of Offer, including the beneficial owners of the shares held in dematerialised form, except the Acquirers and except the persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company.

7.4. Statutory and other Approvals:

- 7.4.1. Shareholder of the Target Company who are either Non-Resident Indians (“NRIs”) or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.
- 7.4.2. As of the date of this Offer, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI

(SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

- 7.4.3. No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.4. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- 7.4.5. The Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.
- 8.2. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.
- 8.3. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window ("**Acquisition Window**").
- 8.4. The Acquirers have **M/s. Saaketa Finstock Private Limited ("Buying Broker")** for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period.

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

Name: M/s. Saaketa Finstock Private Limited;

Communication Address: 3-4-616/1, 2nd Floor, Narayanguda, Narayanguda, Hyderabad, Telangana 500029;

Contact Person: Mr. Naveena Chandra;

Telephone: 040-27568107;

Email ID: naveenachandra@rediffmail.com;

- 8.5. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period.
- 8.6. Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.

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

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

8.9. Procedure for tendering Equity Shares held in dematerialised Form:

- a) 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 indicating to their broker the details of Equity Shares they intend to tender in Open Offer.
- b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.
- c) For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- e) Upon placing the order, the Selling Broker(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 Equity Shares tendered etc.
- f) The Shareholders will have to ensure that they keep the depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

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

- a) Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
 - i. The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;

- ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
 - iv. Self-attested copy of the Shareholder's PAN Card;
 - v. Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
 - vi. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- b) Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- c) After placement of order, as mentioned in paragraph 10(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 8.10(a)) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “**SHIVA MEDICARE LIMITED – OPEN OFFER**”. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- d) 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 Equity Shares by the Acquirer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to

the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as “unconfirmed physical bids”. Once, Registrar to the Offer confirms the orders it will be treated as “Confirmed Bids”.

- e) In case any person has submitted Equity Shares in physical form for dematerialisation, such 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 Offer Closing Date.

8.11. Modification / Cancellation of orders will not be allowed during the period the Offer is open.

8.12. The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.

8.13. 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. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement. The Letter of Offer along with Form of Acceptance cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.corporateprofessionals.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

8.14. Accidental omission of non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, shall not invalidate the Offer in any way.

8.15. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents

during transit and the Shareholders are advised to adequately safeguard their interest in this regard.

8.16. Acceptance of Equity Shares

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

8.17. Settlement Process

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 Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

8.18. The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer through Registered Post.

8.19. Settlement of Funds / Payment Consideration

The settlements of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost,

charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

NOTE ON TAXATION

1. Capital gain: Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.
2. **SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.**
3. Tax deduction at source
 - a) In case of resident Shareholders, in absence of any specific provision under the Income Tax Act, 1961 ("Income Tax Act") the Acquirer shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer.
 - b) In the case of non-resident Shareholders, since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident Shareholder. It is therefore recommended that the non-resident Shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.
4. Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

9. DOCUMENTS FOR INSPECTION

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

- 9.1. Certificate of Incorporation, Certificate of Commencement of Business, Memorandum & Articles of Association of SML.
- 9.2. Certificate of Incorporation, Memorandum & Articles of Association of Acquirers and audited Annual Reports for the years ended March 31, 2015, March 31, 2014, and March 31, 2013.
- 9.3. Mr. V. Ramachandra Rao (Membership No. 203292), Partner of V. Ramachandra Rao, Chartered Accountants having office at H. No. 1-2-56/55, Plot No. 1039, Ground Floor, Street No. 5, Advocates Colony, Himayathnagar, Hyderabad-29; Tel. +91-9949057690, Email ID: raoramchander@gmail.com, raoramchander@yahoo.com vide certificate dated March 29, 2016 certified the Financial Statements of the Target Company.
- 9.4. Mr. Sunil Parmar (Membership No. 071554), Proprietor of M/s. Sunil Parmar & Co., Chartered Accountants having office at 5/1, 2nd Floor, Lenaine Estate, 5-9-189, Abid Road Hyderabad – 500001; Tel. +91-40-23387581, +91-40-23387656, Email ID: sp.athena@gmail.com vide certificate dated March 30, 2016 certified that the Acquirers have sufficient resources to meet the fund requirement for the Takeover of Target Company.
- 9.5. Audited Annual Reports of SML for the years ended March 31, 2015, March 31, 2014, and March 31, 2013.
- 9.6. Escrow Agreement between the Acquirers, YES Bank Limited and Manager to the Offer.
- 9.7. Confirmation from YES Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 2011.
- 9.8. Copy of Public Announcement filed on March 30, 2016, Published copy of the Detailed Public Statement, which appeared in the Newspapers on April 06, 2016, Issue Opening PA and any corrigendum to these.
- 9.9. A copy of the recommendation made by the Board of SML.
- 9.10. A copy of the comments letter from SEBI, as may be received.
- 9.11. Copy of agreement between the Acquirer, and the Registrar to the issue.

10. DECLARATION BY THE ACQUIRER

The Acquirers along with its directors accepts full responsibility for the information contained in this LOO and also for the obligations of the Acquirers as laid down in the SEBI (SAST)

Regulations, 2011 and subsequent amendments made thereof. The Acquirers would be severally and jointly responsible for ensuring compliance with the concerned Regulations.

On behalf of Acquirers

**For M/s. Grey Mat Techno Solutions
Limited**

**For M/s. Krian Consultancy Services Private
Limited**

(Authorised Signatory)

(Authorised Signatory)

Place: New Delhi

Date: May 28, 2016

11. ENCLOSURES

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

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(For physical shares being tendered)

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)	
OFFER OPENS ON	: JUNE 14, 2016, TUESDAY
OFFER CLOSES ON	: JUNE 27, 2016, MONDAY
Please read the Instructions overleaf before filling-in this Form of Acceptance	

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

From:

Tel. No.: Fax No.: E-mail:

To,

The Acquirer C/O Cameo Corporate Services Limited

Dear Sir/s,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF M/S. SHIVA MEDICARE LIMITED (“SML”/ “TARGET COMPANY”) BY M/S. GREY MAT TECHNO SOLUTIONS LIMITED (“ACQUIRER 1”) AND M/S. KRIAN CONSULTANCY SERVICES PRIVATE LIMITED (“ACQUIRER 2”) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

I / we, refer to the Letter of Offer dated _____ for acquiring the equity shares held by me / us in **M/s. Shiva Medicare Limited**.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to the Acquirer the following equity shares in SML held by me/ us at a price of Rs. 10.00/- (Rupees Ten Only) per fully paid-up equity share.

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

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

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
Total No. of Equity Shares				

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

8. I / We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with SML:

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

Place: ----- **Date:** -----

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

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

Bank Account No.: ----- Type of Account: -----

(Savings /Current /Other (please specify))

Name of the Bank: -----

Name of the Branch and Address: -----

MICR Code of Bank-----

IFCS Code of Bank-----

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

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

Yours faithfully,

Signed and Delivered:

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

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

INSTRUCTIONS

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

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S. SHIVA MEDICARE LIMITED (“SML”/ “TARGET COMPANY”) BY M/S. GREY MAT TECHNO SOLUTIONS LIMITED (“ACQUIRER 1”) AND M/S. KRIAN CONSULTANCY SERVICES PRIVATE LIMITED (“ACQUIRER 2”) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Received from Mr. / Ms.....

Ledger Folio No/ -----Number of certificates enclosed..... under the Letter of Offer dated _____, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

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

Stamp

Authorised Signatory

Date

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

M/s. Cameo Corporate Services Limited

Subramanian Building No 1, Club House Road, Chennai, Tamil Nadu – 600002;

Contact Person: D. Ramaswamy;

Ph.: 040-28460425;