

Date: 13 June 2019

To,

The Manager (Corporate Relations),
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra -Kurla Complex, Bandra (E),
Mumbai - 400 051

006715

Sub: Open offer for acquisition of up to 99,42,510 fully paid-up equity shares of face value of INR 10 each ("Equity Shares") from the public shareholders of International Paper APPM Limited ("Target Company"), representing 25.00% (twenty five percent) of the fully diluted voting Equity Share capital of the Target Company by West Coast Paper Mills Limited ("Acquirer") ("Offer") under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")

Dear Sir,

With regard to the captioned Offer, the Acquirer has appointed us as the Manager to the Offer, pursuant to and in accordance with Regulation 12(1) of the SEBI (SAST) Regulations.

Further to the public announcement of the Offer made by the Acquirer on May 29, 2019 and the detailed public statement dated June 5, 2019 ("DPS") which appeared on June 6, 2019 in all the editions of Financial Express (English), all the editions of Jansatta (Hindi), and in the Mumbai edition of Navshakti (Marathi) and Prajasakti (Telugu) edition of Rajahmudry, the Acquirer has filed the draft letter of offer dated June 13, 2019 ("DLOF") for the captioned Offer with the Securities and Exchange Board of India on June 13, 2019.

As required under Regulation 18(1) of the SEBI (SAST) Regulations, 2011, please find enclosed a copy of the DLOF for your record.

Should you require any further information / clarifications on the same, please contact the following persons:

Name	Contact Number	E-mail ID
Rupesh Khant	Tel: +91 22 2288 2460	rupesh.khant@icicisecurities.com
Arjun Mehrotra	Tel: +91 22 2288 2460	arjun.mehrotra@icicisecurities.com

For and on behalf of ICICI Securities Limited



Name: Rupesh Khant
Designation: Vice President

Member of National Stock Exchange of India Ltd, BSE Ltd and Metropolitan Stock Exchange of India Ltd
SEBI Registration : IN2000183631
CIN No.: L67120MH1995PLC086241

ICICI Securities Limited
Registered Office (Institutional):
ICICI Centre, H. T. Parekh Marg,
Churchgate, Mumbai 400 020, India.
Tel (91 22) 2288 2460/70
Fax (91 22) 2288 2455

Corporate Office (Retail):
Shree Sawan Knowledge Park, Plot No. D-507,
T.T.C. Ind. Area, M.I.D.C., Turbhe, Navi Mumbai - 400 705
Tel (91 22) 4070 1000
Fax (91 22) 4070 1022

Name of Compliance Officer (Broking Operations) : Mr. Anoop Goyal
Email Address: complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000
Website Address: www.icicisecurities.com / www.icicidirect.com



DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The letter of offer (“**Letter of Offer**”) will be sent to you as an Eligible Public Shareholder of International Paper APPM Limited (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or investment advisor or consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your Equity Shares (*as defined hereinafter*) in the Target Company, please hand over the Letter of Offer (*as defined hereinafter*) and the accompanying Form of Acceptance cum Acknowledgement (“**Form of Acceptance**”) to the member of the Stock Exchanges (*as defined hereinafter*) through whom the said sale was effected.

OPEN OFFER (“OPEN OFFER” OR “OFFER”) BY

WEST COAST PAPER MILLS LIMITED (hereinafter referred to as the “**Acquirer**”)

Corporate Identity Number: L02101KA1955PLC001936

Registered Office: PB No. 5, Bangur Nagar, Dandeli - 581 325, Karnataka;

Telephone:+91 08284 231391-395; **Facsimile:** 08284-231225; **E-mail:** co.sec@westcoastpaper.com,

brajmohan@westcoastpaper.com

Website:www.westcoastpaper.com

MAKES A CASH OFFER TO ACQUIRE UP TO 99,42,510 (NINETY NINE LAKHS FORTY TWO THOUSAND FIVE HUNDRED AND TEN ONLY) FULLY PAID UP EQUITY SHARES, HAVING FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH (“EQUITY SHARES”), REPRESENTING 25% (TWENTY FIVE PERCENT ONLY) OF THE VOTING SHARE CAPITAL (AS DEFINED HEREINAFTER) OF THE TARGET COMPANY (AS DEFINED HEREINAFTER), FROM THE ELIGIBLE PUBLIC SHAREHOLDERS OF

INTERNATIONAL PAPER APPM LIMITED (hereinafter referred to as the “**Target Company**”)

Corporate Identity Number: L21010AP1964PLC001008

Registered Office: East Godavari District, Rajahmundry- 533 105, Andhra Pradesh, India

Telephone:+91 883 2471831; **Facsimile:** +91 883 2461764; **E-mail:** prabhakar.cherukumudi@ipaper.com /

ashok.yeramaneni@ipaper.com; **Website:** www.ipappm.com

AT A PRICE OF INR 450.63 (INDIAN RUPEES FOUR HUNDRED FIFTY AND SIXTY THREE PAISA ONLY) PER EQUITY SHARE (“OFFER PRICE”), PAYABLE IN CASH, IN ACCORDANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME (“SEBI SAST REGULATIONS”)

- This Offer is being made by the Acquirer pursuant to and in compliance with Regulations 3(1) and 4 and other applicable regulations of the SEBI SAST Regulations.
- There is no person(s) acting in concert with the Acquirer for the purpose of this Offer.
- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI SAST Regulations.
- This Offer is NOT a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.
- Non-Resident Indians (“**NRI**”), Overseas Corporate Bodies (“**OCB**”) or any other non-resident holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the Reserve Bank of India (“**RBI**”) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, and Foreign Portfolio Investors (“**FPIs**”)) had required any approvals (including from the RBI or any other regulatory authority) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves its right to reject such Equity Shares tendered in this Offer.
- The Offer is subject to the compliance of the terms and conditions as set out under the Share Purchase Agreement including the CCI Approval (*as defined hereinafter*). As on date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer, there are no statutory approval(s) required by the Acquirer other than the CCI Approval (*as defined hereinafter*), to complete this Offer. However, in case of any

further statutory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. For more details regarding the statutory and other approvals for the Offer, please see paragraph 7.4 (*Statutory and Other Approvals*) at page 34 of this Draft Letter of Offer.

- The Acquirer may withdraw the Offer in accordance with the conditions specified in paragraph 3.1.9.1 of this Draft Letter of Offer. In the event of a withdrawal of the Offer, the Acquirer (through the Manager to the Offer) shall, within 2 (Two) Working Days (*as defined hereinafter*) of such withdrawal, make a public announcement of such withdrawal, in the same newspapers in which the detailed public statement (“DPS”) had appeared, stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI SAST Regulations.
- Under Regulation 18(4) of the SEBI SAST Regulations, the Acquirer is permitted to revise the Offer Price or the number of Offer Shares at any time prior to the commencement of 1 (One) Working Day before the commencement of the Tendering Period (*as defined hereinafter*) in terms of the SEBI SAST Regulations, the Acquirer shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraph 6.1.7, (b) make a public announcement in the newspapers in which the DPS was published, and (c) simultaneously with the making of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Letter of Offer.
- The Acquirer may acquire Equity Shares pursuant to the Share Purchase Agreement (if not acquired earlier) until the expiry of 26 (twenty six) weeks after the expiry of the Offer Period, or an extended period granted by SEBI, in accordance with Regulation 22(3) of the SEBI SAST Regulations.
- **As per the information available with the Acquirer and the Target Company, there has been no competing offer as on date of this Draft Letter of Offer.**
- **If there are competing offers at any time hereafter, the public offers under all the subsisting bids shall open and close on the same date.**
- Unless otherwise stated, the information set out in this Draft Letter of Offer reflects the position as of the date hereof.
- A copy of the Public Announcement (“PA”), the DPS are available on the website of Securities and Exchange Board of India (“SEBI”) at <http://www.sebi.gov.in> and copies of this Draft Letter of Offer and the Letter of Offer, including Form of Acceptance will be available on website of the SEBI at <http://www.sebi.gov.in>.
- All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the addresses mentioned below:

Manager to the Offer	Registrar to the Offer
 <p>ICICI SECURITIES LIMITED ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020, Maharashtra, India Telephone: +91 22 2288 2460 Facsimile: +91 22 2282 6580 Website: www.icicisecurities.com E-mail ID: ipappm.openoffer@icicisecurities.com Contact Person: Arjun A Mehrotra / Rupesh Khant SEBI Registration No.: INM000011179</p>	 <p>LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400 083, Maharashtra, India Telephone: +91 22 4918 6200 Facsimile: +91 22 4918 6195 Website: www.linkintime.co.in E-mail ID: internationalpaper.offer@linkintime.co.in Contact Person: Sumeet Deshpande SEBI Registration No.: INR000004058</p>

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER IS GIVEN BELOW:

Name of Activity	Day and Date*
Date of Public Announcement (PA)	Wednesday, May 29, 2019
Date of publishing of the DPS in the newspapers	Thursday, June 6, 2019
Last date for filing of the Draft Letter of Offer with SEBI	Thursday, June 13, 2019
Last date for public announcement of the competing offer(s) as per the first detailed public statement	Thursday, June 27, 2019
Last date for receipt of the SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Thursday, July 4, 2019
Identified Date [#]	Monday, July 8, 2019
Last date by which the Letter of Offer is to be dispatched to the Eligible Public Shareholders, whose name appears on the register of members on the Identified Date	Monday, July 15, 2019
Last date for upward revision of the Offer Price and/or Offer Size	Thursday, July 18, 2019
Last Date by which the committee of the Independent Directors of the Target Company shall give its recommendation to the Eligible Public Shareholders of Target Company for this Offer	Thursday, July 18, 2019
Date of publication of Offer Opening Public Announcement in the newspapers in which the DPS was published	Friday, July 19, 2019
Date of Commencement of the Tendering Period (Offer Opening Date)	Monday, July 22, 2019
Date of Closure of the Tendering Period (Offer Closing Date)	Friday, August 2, 2019
Last date of communicating the rejection/ acceptance and completion of payment of consideration for accepted tenders or return of unaccepted/ rejected Equity Shares	Tuesday, August 20, 2019
Last date for filing of final report with SEBI	Tuesday, August 27, 2019

**The above timelines are indicative (prepared on the basis of timelines provided under the SEBI SAST Regulations) and are subject to receipt of relevant approvals from various regulatory authorities. Accordingly, the dates for the above mentioned activities, wherever mentioned in this Draft Letter of Offer, are subject to change.*

#The Identified Date is only for the purpose of determining the names of the Eligible Public Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the Eligible Public Shareholders of the Target Company (registered or unregistered), are eligible to participate in this Offer at any time during the Tendering Period.

RISK FACTORS

THE RISK FACTORS SET FORTH BELOW ARE INDICATIVE ONLY AND ARE NOT INTENDED TO PROVIDE A COMPLETE ANALYSIS OF ALL RISKS AS PERCEIVED IN RELATION TO THE UNDERLYING TRANSACTIONS AND THE OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER. THE RISK FACTORS SET FORTH BELOW DO NOT RELATE TO THE PRESENT OR FUTURE BUSINESS OR OPERATIONS OF THE TARGET COMPANY AND ANY OTHER RELATED MATTERS, AND ARE NEITHER EXHAUSTIVE NOR INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF THE RISKS INVOLVED IN THE PARTICIPATION BY ANY SHAREHOLDER IN THE OFFER. THE SHAREHOLDERS ARE ADVISED TO CONSULT THEIR STOCKBROKER, INVESTMENT CONSULTANT OR TAX ADVISOR FOR AN UNDERSTANDING OF THE FURTHER RISKS ASSOCIATED WITH THEIR PARTICIPATION IN THE OFFER

Relating to underlying transaction:

1. In accordance with the terms and conditions of the SPA, the completion of the Underlying Transaction is subject to the satisfaction or waiver of the conditions precedent as set out in the SPA. Some of these conditions precedent are outlined in paragraph 3.1.9.1 of this Draft Letter of Offer.
2. The completion of the acquisitions under the SPA is subject to completion risks as would be applicable to similar transactions.

Relating to the proposed Offer:

1. The Acquirer may withdraw the Offer in accordance with the conditions specified in paragraph 7.4 of this Draft Letter of Offer. In the event of a withdrawal of the Offer, the Acquirer (through the Manager to the Offer) shall, within 2 (two) Working Days of such withdrawal, make a public announcement of such withdrawal, in the same newspapers in which the DPS had appeared, stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI SAST Regulations.
2. As on the date of this Draft Letter of Offer, to the best of knowledge and belief of the Acquirer, no statutory approvals are required by the Acquirer other than CCI Approval (*as defined hereinafter*), to acquire the Equity Shares that are validly tendered pursuant to this Offer and purchase of Equity Shares pursuant to the SPA. However, in case of any other statutory approvals, if any, are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI SAST Regulations) grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer. Where any statutory approval extends to some but not all of the Eligible Public Shareholders, the Acquirer shall have the option to make payment to such Eligible Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer. Furthermore, in case of delay in receipt of any such statutory approval(s), the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer.
3. In the event that either: (a) there is any order of a governmental authority or litigation leading to a stay or injunction on the Offer or that restricts or restrains the Acquirer from performing its obligations hereunder; or (b) the SEBI instructing the Acquirer not to proceed with this Offer, then this Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Eligible Public Shareholders, whose Equity Shares have been validly accepted in this Offer as well as the return of the Equity Shares not accepted in this Offer, may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer.
4. The Equity Shares tendered in the Offer will be held in trust by the Clearing Corporation, on behalf of the Eligible Public Shareholders who have tendered their Equity Shares until the completion of the formalities of this Offer and the Eligible Public Shareholders who have tendered their Equity Shares will

not be able to trade in such Equity Shares held in trust by the Clearing Corporation during such period, even if the acceptance of the Equity Shares in this Offer and/or dispatch of payment consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares that may adversely impact the Eligible Public Shareholders who have tendered their Equity Shares in this Offer. Accordingly, the Acquirer makes no assurance with respect to the market price of the Equity Shares both during the Tendering Period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Eligible Public Shareholder on whether or not to participate in the Offer. It is understood that the Eligible Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

5. Eligible Public Shareholders who have lodged their acceptance to this Offer shall not be entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.
6. All Eligible Public Shareholders, including non-residents holders of the Equity Shares, must obtain all requisite approvals required, if any, to tender their Equity Shares in the Offer (including without limitation, approval from the RBI) and submit such approvals, along with the other documents required for accepting this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares, along with the other documents required to be submitted to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares. If the Equity Shares are held under general permission of the RBI, the non-resident Eligible Public Shareholder or OCB should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
7. This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements.
8. The Eligible Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
9. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, the DPS, this Draft Letter of Offer, the Letter of Offer, the Offer Opening Public Announcement or in any corrigendum (if issued) or any other materials issued by or at the instance of the Acquirer and the Manager to the Offer in relation to the Offer (excluding all information which has been obtained from publicly available sources), and anyone or any person placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) will be doing so at his/her/its own risk.
10. For the purpose of disclosures in the PA or DPS or this Draft Letter of Offer in relation the Target Company and/or the Sellers, the Acquirer and Manager have relied on the information published or provided by the Target Company and/or the Sellers, as the case may be, or publicly available sources and have not independently verified the accuracy of details of the Target Company and/or the Sellers. The Acquirer do not accept any responsibility with respect to any misstatement by the Target Company and/or the Sellers in relation to such information.
11. This Offer is subject to completion risks as would be applicable to similar transactions.

Relating to the Acquirer:

1. The Acquirer makes no assurance with respect to its investment or divestment decisions relating to its proposed shareholding in the Target Company.
2. Neither the Manager nor the Acquirer makes any assurance with respect to the continuation of the business of the Target Company or continuation of past trends in the financial performance or of the future performance of the Target Company.
3. Neither the Manager nor the Acquirer can provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Eligible Public Shareholder on whether or not to participate in this Offer.

CURRENCY OF PRESENTATION

1. In this Draft Letter of Offer, all references to 'Rs.' / 'Rupees' / 'INR' / '₹' are references to Indian Rupee(s), the official currency of India. Throughout this Draft Letter of Offer, all figures have been expressed in "million", "thousand", "lakh" or "crore" unless otherwise specifically stated.
2. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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1. ABBREVIATIONS / DEFINITIONS

Term	Definition
Acquirer	West Coast Paper Mills Limited
Board/ Board of Directors	The board of directors of the Target Company
BSE	BSE Limited
Buying Broker	ICICI Securities Limited (Depository ID – INZ000183631), the broker appointed by the Acquirer for the Offer, through whom the purchases and settlement of Offer Shares tendered under the Offer shall be made
CCI Approval	The approval of CCI required under the Competition Act for the purposes of consummation of the Underlying Transaction and the associated Open Offer
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
Closure of the Tendering Period	The last day by which the Eligible Public Shareholders may tender their Equity Shares in acceptance of the Offer
CIN	Corporate Identity Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	The Companies Act, 2013, as amended
Competition Act	Competition Act, 2002, as amended
Depositories	CDSL and NSDL
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
DP	Depository Participant
DPS / Detailed Public Statement	Detailed public statement dated June 5, 2019 issued by the Manager to the Offer, on behalf of the Acquirer in relation to the Offer and published in Newspapers on June 6, 2019 in accordance with Regulations 3(1) and 4 read with Regulations 13(4) and 15(2) of the SEBI SAST Regulations
Draft Letter of Offer/ DLoF	This Draft Letter of Offer dated June 13, 2019, filed with SEBI pursuant to Regulation 16(1) of the SEBI SAST Regulations
Eligible Public Shareholders	All the shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, other than the Promoters (namely, International Paper Investments (Luxembourg) S.A.R.L. and IP International Holdings Inc.), who are parties to the Share Purchase Agreement and persons acting or deemed to be acting in concert with the Promoters in terms of Regulation 7(6) of the SEBI SAST Regulations and other promoters and members of the promoter group of the Target Company
Equity Shares	Fully paid-up equity shares of the Target Company of the face value of INR 10 (Indian Rupees Ten only) each
Equity Shareholders / Shareholders	All the owners of the Equity Shares of the Target Company
Escrow Agreements	Escrow Agreement dated May 29, 2019 entered among the Acquirer, Escrow Bank and Manager to the Offer
Escrow Bank	ICICI Bank Limited, a banking corporation incorporated under the laws of India, acting through its branch office at Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020
FEMA	Foreign Exchange Management Act, 1999, as amended and the rules and regulations thereunder
FI	Financial institutions (as defined under the Companies Act)
FII	Foreign Institutional Investor registered with the SEBI under applicable laws in India
Form of Acceptance / FoA	Form of Acceptance cum Acknowledgement, accompanying with the Letter of Offer
FPI	Foreign Portfolio Investor, as defined under Regulation 2(h) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
FY	Financial Year
Identified Date	The date falling on the 10 th (tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Eligible Public Shareholders to whom the Letter of Offer shall be sent
IFSC	Indian Financial System Code

Term	Definition
Income Tax Act	Income Tax Act, 1961, as amended from time to time
ISIN	International Securities Identification Number
Letter of Offer / LoF	The Letter of Offer to be issued pursuant to the Offer, duly incorporating SEBI's comments on this Draft Letter of Offer, including the Form of Acceptance
LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
Manager to the Offer / Manager	ICICI Securities Limited, having its office at ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020
Maximum Consideration	The total consideration for the Offer of INR 448,03,93,281.30 (Indian Rupees Four Hundred and Forty Eight Crore Three Lakhs Ninety Three Thousand Two Hundred Eighty One and Thirty Paise only) assuming full acceptance of the Offer
NA / N.A.	Not Applicable
Newspapers	All the editions of the Financial Express (English), all the editions of Jansatta (Hindi), and Mumbai edition of Mumbai Lakshadeep (Marathi) and Rajahmundry edition of Prajasakti (Telugu)
Non-Resident Shareholder(s)	Persons resident outside India, as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indians as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
OCBs	Overseas Corporate Bodies as defined under the Foreign Exchange Management (Deposit) Regulations, 2000
Offer/Open Offer	The open offer made by the Acquirer to the Eligible Public Shareholders to acquire up to 99,42,510 (Ninety Nine Lakhs Forty Two Thousand Five Hundred and Ten only) Equity Shares, representing 25% of the Voting Share Capital of the Target Company at a price of INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paise only) per Equity Share
Offer Opening Public Announcement	The announcement of the commencement of the Tendering Period made on behalf of the Acquirer
Offer Period	The period between the date on which the PA was made (i.e. on May 29, 2019) and the date on which the payment of consideration to the Eligible Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paise only) per Equity Share
Offer Shares	99,42,510 (Ninety Nine Lakhs Forty Two Thousand Five Hundred and Ten only) Equity Shares
Offer Size	Up to 99,42,510 (Ninety Nine Lakhs Forty Two Thousand Five Hundred and Ten only) Equity Shares representing 25% of the Voting Share Capital of the Target Company
PA / Public Announcement	The public announcement in connection with the Offer dated May 29, 2019 issued by the Manager to the Offer on behalf of the Acquirer, in relation to the Offer and filed with BSE, NSE, SEBI and the Target Company on May 29, 2019
PAN	Permanent Account Number
Promoter and Promoter Group	Promoters of the Target Company i.e. International Paper Investments (Luxembourg) S.A.R.L. and IP International Holdings Inc.
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Link Intime India Private Limited
INR	Indian Rupees, the legal currency of India
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Sellers	International Paper Investments (Luxembourg) S.A.R.L. and IP International Holdings

Term	Definition
	Inc.
Sellers Broker	The respective stock brokers of the Eligible Public Shareholders through whom Equity Shares shall be tendered under this Offer
Share Purchase Agreement/ SPA / Agreement	Share purchase agreement dated May 29, 2019 entered into amongst the Acquirer, Target Company and the Sellers
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
Target Company	International Paper APPM Limited, a public limited company incorporated under the Companies Act, 1956 with CIN L21010AP1964PLC001008 and having its registered office at East Godavari District, Rajahmundry – 533105, Andhra Pradesh, India
Tendering Period	Period commencing from July 22, 2019 to August 2, 2019, both days inclusive
TRS	Transaction registration slip generated by the Designated Stock Exchange bidding system
Underlying Transaction	Underlying transaction shall have the meaning as stated in paragraph 3.1.8. of this DLoF
Voting Share Capital	The fully diluted equity voting share capital of the Target Company as of the 10 th Working Day from the closure of the tendering period of the Offer
Working Day	A working day of SEBI, as defined under the SEBI SAST Regulations

2. DISCLAIMER CLAUSE

2.1. SEBI Disclaimer

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE 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 SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE THE ELIGIBLE PUBLIC SHAREHOLDERS OF INTERNATIONAL PAPER APPM LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES / 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 ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, ICICI SECURITIES LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE JUNE 13, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

2.2. General disclaimers

- 2.2.1. This Draft Letter of Offer together with the DPS that was published on June 6, 2019 and the PA dated May 29, 2019, in connection with the Offer, have been prepared for the purposes of compliance with the SEBI SAST Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The PA, the DPS, this Draft Letter of Offer, the Letter of Offer and, or, any other advertisement or publication made or delivered in connection with the Offer, under any circumstances, do not create any implication that there has been no change in the affairs of the Target Company and the Acquirer since the date thereof or that the information contained therein is correct as at any time subsequent to the date thereof. Further, it is not implied that the Acquirer is under any obligation to update the information contained therein at any time after the date thereof.
- 2.2.2. No action has been or will be taken to permit this Offer in any jurisdiction where registration, qualification or other action would be required for that purpose. The Letter of Offer shall be dispatched to all Eligible Public Shareholders whose names appear on the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the PA, the DPS, this Draft Letter of Offer, the Letter of Offer or any other advertisement / publications made in connection with the Offer by any Eligible Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the PA, the DPS, this Draft Letter of Offer, the Letter of Offer or any other advertisement / publications made in connection with the Offer under any local securities laws), shall not be treated by such Eligible Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only. Accordingly no Eligible Public Shareholder in such a jurisdiction may tender his / her / its Equity Shares in this Offer.
- 2.2.3. Persons in possession of the PA, the DPS, this Draft Letter of Offer, the Letter of Offer or any other advertisement / publications made in connection with the Offer are required to inform themselves of any relevant legal restrictions. Any Eligible Public Shareholder that tenders its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

3. DETAILS OF THE OFFER

3.1. Background of the Offer

- 3.1.1. This Offer is a mandatory offer, being made by the Acquirer to all the Eligible Public Shareholders, in compliance with Regulations 3(1) & 4 and other applicable provisions of the SEBI SAST Regulations, pursuant to the Share Purchase Agreement dated May 29, 2019 entered into by and amongst the Acquirer, the Target Company and the Sellers, who are the promoters of the Target Company, to acquire a minimum of 2,02,82,720 (Two Crore Two Lakhs Eighty Two Thousand Seven Hundred and Twenty) Equity Shares representing 51% (Fifty One Percent) of the Voting Share Capital and up to a maximum of 2,38,62,023 (Two Crore Thirty Eight Lakhs Sixty Two Thousand and Twenty Three) Equity Shares representing 60% (Sixty Percent) of the Voting Share Capital, depending upon the Equity Shares validly tendered and accepted in the Open Offer.
- 3.1.2. There are no person(s) acting in concert with the Acquirer in this Offer within the meaning of Regulation 2(1)(q) of the SEBI SAST Regulations.
- 3.1.3. This is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.
- 3.1.4. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of the Equity Shares.
- 3.1.5. The Acquirer has agreed to purchase the Equity Shares from the Sellers at a price of INR 275 (Indian Rupees Two Hundred and Seventy Five only) per Equity Share, payable in cash, subject to the terms and conditions as contained in the SPA and provisions of the SEBI SAST Regulations.
- 3.1.6. Pursuant to the SPA and subject to the conditions therein, the Acquirer has agreed to acquire from the Sellers such number of Equity Shares of the Target Company which will represent a minimum of 2,02,82,720 (Two Crore Two Lakhs Eighty Two Thousand Seven Hundred and Twenty) representing 51% (Fifty One Percent) of the Voting Share Capital and up to a maximum of 2,38,62,023 (Two Crore Thirty Eight Lakhs Sixty Two Thousand and Twenty Three) representing 60% (Sixty Percent) of the Voting Share Capital in the following manner:
- 3.1.6.1. where the Equity Shares to be acquired by the Acquirer in the Open Offer represent 5% or more of the Voting Share Capital, the Acquirer will acquire such number of Equity Shares held by the Sellers which will represent a minimum of 51% (or up to a maximum of 55% at the sole discretion of the Acquirer) of the Voting Share Capital; or
- 3.1.6.2. where the Equity Shares to be acquired by the Acquirer in the Open Offer represent less than 5% of the Voting Share Capital, the Acquirer will acquire such number of Equity Shares held by the Sellers which will, including the Equity Shares to be acquired by the Acquirer in the Open Offer, result in a post transaction shareholding of the Acquirer of a minimum of 56% (or up to a maximum of 60% at the sole discretion of the Acquirer) of the Voting Share Capital
- 3.1.7. Depending on the acquisition size, the total consideration for Equity Shares under the SPA, will be for a minimum of INR 557,77,48,000 (Indian Rupees Five Hundred and Fifty Seven Crore Seventy Seven Lakhs and Forty Eight Thousand only) and a maximum of INR 656,20,56,325 (Indian Rupees Six Hundred and Fifty Six Crore Twenty Lakhs Fifty Six Thousand Three Hundred and Twenty Five only).

3.1.8. Details of the transaction which has triggered the Offer obligations (Underlying Transaction) are set out below:

Details of Underlying Transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Equity Shares/ Voting rights acquired/ proposed to be acquired		Total Consideration for shares /Voting Rights (VR) acquired through the Underlying Transaction	Mode of payment (Cash/ securities)	Regulation which have triggered
		Number of Equity Shares	% vis a vis total equity / voting capital			
Direct Acquisition	Share purchase agreement dated May 29, 2019 entered into amongst the Acquirer, the Promoters and the Target Company to acquire a minimum of 2,02,82,720 (Two Crore Two Lakhs Eighty Two Thousand Seven Hundred and Twenty) Equity Shares representing 51% (Fifty One Percent) of the Voting Share Capital and up to a maximum of 2,38,62,023 (Two Crore Thirty Eight Lakhs Sixty Two Thousand and Twenty Three) Equity Shares representing 60% (Sixty Percent) of the Voting Share Capital depending upon the Equity Shares validly tendered and accepted in the Open Offer*	The acquisition is proposed to be in the range of a minimum of 2,02,82,720 (Two Crore Two Lakhs Eighty Two Thousand Seven Hundred and Twenty) Equity Shares and up to a maximum of 2,38,62,023 (Two Crore Thirty Eight Lakhs Sixty Two Thousand and Twenty Three) Equity Shares validly tendered and accepted in the Open Offer*	The acquisition is proposed to be in the range of a minimum of 51% (Fifty One Percent) of the Voting Share Capital and up to a maximum of 60% (Sixty Percent) of the Voting Share Capital depending upon the Equity Shares validly tendered and accepted in the Open Offer*	Depending on the acquisition size under the SPA, the total consideration payable will be for a minimum of INR 557,77,48,000 (Indian Rupees Five Hundred and Fifty Seven Crore Seventy Seven Lakhs and Forty Eight Thousand only) and up to a maximum of INR 656,20,56,325 (Indian Rupees Six Hundred and Fifty Six Crore Twenty Lakhs Fifty Six Thousand Three Hundred and Twenty Five only)*	Cash	Regulations 3(1) and 4 of the SEBI SAST Regulations

*Pursuant to the SPA and subject to the conditions therein, the Acquirer has agreed to acquire from the Promoters such number of Equity Shares of the Target Company which will represent a minimum of 2,02,82,720 (Two Crore Two Lakhs Eighty Two Thousand Seven Hundred and Twenty) representing 51% (Fifty One Percent) of the Voting Share Capital and upto a maximum of 2,38,62,023 (Two Crore Thirty Eight Lakhs Sixty Two Thousand and Twenty Three) representing 60% (Sixty Percent) of the Voting Share Capital in the following manner:

- (i) where the Equity Shares to be acquired by the Acquirer in the Open Offer represent 5% or more of the Voting Share Capital, the Acquirer will acquire such number of Equity Shares held by the Promoters which will represent a minimum of 51% (or up to a maximum of 55% at the sole discretion of the Acquirer) of the Voting Share Capital; or
- (ii) where the Equity Shares to be acquired by the Acquirer in the Open Offer represent less than 5% of the Voting Share Capital, the Acquirer will acquire such number of Equity Shares held by the Promoters which will, including the Equity Shares to be acquired by the Acquirer in the Open Offer, result in a post transaction shareholding of the Acquirer of a minimum of 56% (or up to a maximum of 60% at the sole discretion of the Acquirer) of the Voting Share Capital ("Underlying Transaction").

3.1.9. The key terms and conditions of the SPA are as follows:

3.1.9.1. **Conditions Precedent:** The completion of the transaction under the SPA is subject to completion of the 'Conditions Precedent' which include the 'Acquirer's Conditions Precedent' and the Sellers' Conditions Precedent' (collectively, "**SPA Conditions**"):

(a) Sellers' Conditions Precedent:

- The warranties provided by the Sellers being true and accurate as on May 29, 2019 and remaining true and correct as on the Closing Date (as defined below); and
- The Sellers having performed and complied in all material respects with all agreements, obligations and conditions contained in the SPA that are required to be performed or complied with by them on or before the Closing Date.

(b) Acquirer's Condition Precedent:

- The Acquirer having received the approval of the Competition Commission of India as required under the Competition Act, 2002 (the "**CCI Approval**") for the purposes of consummation of the Underlying Transaction and the associated Open Offer;
- The warranties provided by the Acquirer being true and correct as on May 29, 2019 and remaining true and correct as on the Closing Date; and
- The Acquirer having performed and complied in all material respects with all agreements, obligations and conditions contained in the SPA that are required to be performed or complied with by them on or before Closing Date.

3.1.9.2. **Board:** At the closing date, i.e. 2nd (second) business day following completion of the Open Offer or such other date as may be mutually decided by the parties to the SPA ("**Closing Date**"), the Sellers shall cause its directors to resign from the Board of the Target Company and any committee of the Board, with effect from the Closing Date.

3.1.9.3. **De-classification of existing promoters of the Target Company:** The Target Company and the Acquirer have agreed that if the aggregate shareholding of the Sellers reduces below 10% of the Voting Share Capital of the Target Company, the Acquirer and the Target Company will immediately take all necessary steps for de-classifying the Sellers as the promoters of the Target Company in accordance with the provisions of Regulation 31A(5) of the SEBI Listing Regulations. The de-classification of the Sellers as the promoters of the Target Company is subject to the approval of the shareholders of the Target Company in the general meeting in terms of Regulation 31A(5) of the SEBI Listing Regulations and conditions prescribed therein. Notwithstanding the shareholding of the Sellers in the Target Company post-closing of the Underlying Transaction, the management, operations and affairs of the Target Company shall be conducted by the Acquirer, and not the Sellers.

3.1.9.4. **Brand:** The Target Company shall cease to use the trademark "International Paper" on all packaging and products manufactured by the Target Company, after the expiry of 3 (three) months from the Closing Date. Provided that, the Target Company shall be entitled to sell products branded with the trademark "International Paper" within the territorial limits of India and for the purpose of exports outside of India, till the expiry of 3 (three) months from the Closing Date, which products form part of the inventory of the Target Company and/ or are in production as on the Closing Date.

3.1.9.5. **Name change:** After the Closing Date, the Target Company and the Acquirer shall take all necessary steps to cause the name of the Target Company to be changed to such name as may be determined by the Acquirer in its sole discretion (but without any direct or indirect reference to the Sellers and/or their affiliates), as soon as possible and in any event no later than 3 (three) months of the Closing Date. The Acquirer and the Sellers shall exercise all rights and powers available to them to support such change in name of the Target Company. For clarity, the Target Company shall be entitled to use within the territorial limits of India and in connection with export-import transactions, the name 'International Paper' as part of the Target Company's corporate name until the date on which the Target Company receives all necessary statutory approvals in relation to change in name.

3.1.9.6. **Non-compete and Non-solicit restrictions:** Each of the Sellers are subject to certain non-compete and non-solicit restrictions as set out in SPA. No separate consideration is payable for the same.

3.1.9.7. **Indemnities and Warranties:** Each of the Sellers have given indemnities and warranties to the Acquirer as set out in SPA.

3.1.9.8. **Termination:** The SPA will terminate in any of the following circumstances:

- (a) upon mutual written agreement of the Acquirer and the Sellers; or
- (b) in the event the closing of the Underlying Transaction i.e. completion of the sale and purchase of the Equity Shares of the Target Company in accordance with the SPA has not occurred on or before the long stop date i.e. November 15, 2019 or any other date as may be mutually agreed between the parties to the SPA (“**Long Stop Date**”); or
- (c) if the SPA Conditions are not satisfied by the Long Stop Date.

3.1.10. As on the date of this Draft Letter of Offer, the Acquirer and its directors do not hold any Equity Shares.

3.1.11. The Acquirer undertakes that it will not sell the Equity shares held by it, if any, during the Offer Period in terms of Regulation 25(4) of the SEBI SAST Regulations.

3.1.12. Neither the Acquirer nor any of its directors have been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made there under.

3.1.13. The Acquirer does not have any nominee directors or representatives on the Board as on the date of this Draft Letter of Offer. In accordance with the terms and conditions mentioned in the SPA and at the Closing Date, the Sellers shall cause the Target Company to pass the resolution(s) for appointment of the nominee directors on the Board and any committee of the Board of the Target Company. As on the date of this Draft Letter of Offer, the Acquirer has not determined (i) the directors it proposes to appoint on the Board; and (ii) any other manner in which it proposes to re-constitute the Board. In accordance with the terms and conditions mentioned in the SPA and at the Closing Date, the Sellers shall cause the Target Company to pass the resolution(s) for resignation of the directors nominated by the Sellers from the Board of the Target Company.

3.1.14. Based on the shareholding pattern of the Target Company as on March 31, 2019, as available on the website of Stock Exchanges, the Sellers form the Promoter and Promoter Group of the Target Company.

3.1.15. As on the date of this Draft Letter of Offer, the Sellers hold 2,98,27,529 Equity Shares constituting 75.00% of the fully paid-up Equity Share capital of the Target Company.

3.1.16. The shareholding/voting rights of the Sellers in the Target Company before and after the execution of the SPA are as follows:

Name	Details of Equity Shares / voting rights held by the Sellers			
	Pre transaction*		Post transaction**	
	Number of Equity Shares	% of Voting Share Capital	Number of Equity Shares	% of Voting Share Capital
International Paper Investments (Luxembourg) S.A.R.L.	2,18,56,033	54.96	May range between a minimum of 59,65,506 and up to a maximum of 95,44,809	May range between a minimum of 15.00 % and up to a maximum of 24.00 %
IP International Holdings Inc.	79,71,496	20.04	Nil	Nil
Total	2,98,27,529	75.00	May range between a minimum of 59,65,506 and up to a maximum of 95,44,809	May range between a minimum of 15.00 % and up to a maximum of 24.00 %

*Pre-transaction shareholding percentages are calculated after considering the total number of issued and outstanding Equity Shares of the Target Company as on the date of the PA.

*** Post-transaction shareholding percentages are calculated based on the SPA, subject to the conditions therein and on the assumption that the entire equity shareholding of IP International Holdings Inc. in the Target Company would be acquired by the Acquirer initially and the balance Equity Shares of the Target Company would be acquired by the Acquirer from International Paper Investments (Luxembourg) S.A.R.L..*

3.1.17. As per Regulation 26(6) of the SEBI SAST Regulations, the Board is required to constitute a committee of independent directors to provide their reasoned recommendations on this Offer. These reasoned recommendations are required to be published at least 2 (two) Working Days before the commencement of the Tendering Period in the same Newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI SAST Regulations and a copy of same shall also be sent to SEBI, Stock Exchanges and the Manager to the Offer and in case of a competing offer, to the manager(s) of such competing offer(s).

3.2. Details of the proposed Offer

3.2.1. The Public Announcement in connection with the Offer, in accordance with the Regulations 3(1) & 4 read with Regulation 15(1) of the SEBI SAST Regulations was made by the Manager to the Offer on behalf of Acquirer on May 29, 2019 and filed with the Stock Exchanges and with the SEBI and the Target Company at its Registered Office on the same date.

3.2.2. In terms of the proviso to Regulation 13(4) of the SEBI SAST Regulations, the DPS was published on June 6, 2019 i.e. within 5 (five) Working Days of the date of PA, viz. May 29, 2019 in the following newspapers:

Publication	Language	Edition
Financial Express	English	All
Jansatta	Hindi	All
Mumbai Lakshadeep	Marathi	Mumbai
Prajasakti	Telugu	Rajahmundry

Simultaneously, in accordance with the provisions of Regulation 14(3) of the SEBI SAST Regulations, a copy of the DPS was sent through the Manager to the Offer to: (i) SEBI; (ii) Stock Exchanges; and (c) the registered office of the Target Company on June 6, 2019.

3.2.3. A copy of the PA and DPS are available on the SEBI website at <http://www.sebi.gov.in>.

3.2.4. The Offer is being made under Regulations 3(1) and 4 of the SEBI SAST Regulations by the Acquirer to the Eligible Public Shareholders to acquire up to 99,42,510 (Ninety Nine Lakhs Forty Two Thousand Five Hundred and Ten only), representing 25.00% (Twenty five percent only) of the Voting Share Capital, at a price of INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paise only), payable in cash, in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations subject to the terms and conditions mentioned in the PA, DPS, this Draft Letter of Offer and the Letter of Offer, which is proposed to be sent to all the Eligible Public Shareholders in accordance with the provisions of the SEBI SAST Regulations. The Voting Share Capital has been calculated on the basis of publically available data.

3.2.5. As on date of this Draft Letter of Offer, there are no partly paid up Equity Shares in the share capital of the Target Company. Further, there is no differential pricing for the Offer.

3.2.6. As on the date of this Draft Letter of Offer, there are no outstanding convertible securities, depository receipts, warrants or instruments issued by the Target Company convertible into Equity Shares, issued by the Target Company which are convertible into Equity Shares.

3.2.7. This Offer is being made to the Eligible Public Shareholders in terms of Regulation 7(6) of the SEBI SAST Regulations.

3.2.8. This Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations and there has been no competing offer as on the date of this Draft Letter of Offer.

- 3.2.9. This Offer is unconditional and not subject to any minimum level of acceptance from the Eligible Public Shareholders, in terms of Regulation 19(1) of the SEBI SAST Regulations.
- 3.2.10. The Acquirer has made the required escrow arrangement for this Offer in accordance with Regulation 17 of the SEBI SAST Regulations. In accordance with Regulation 25(1) of the SEBI SAST Regulations, the Acquirer has made firm financial arrangements in order to fulfil the payment obligations under this Offer. Please see paragraph 6 (*Offer Price and Financial Arrangements*) below for details.
- 3.2.11. All Equity Shares validly tendered by the Eligible Public Shareholders pursuant to this Offer will be accepted at the Offer Price by the Acquirer, in accordance with the terms and conditions contained in the PA, the DPS, this Draft Letter of Offer and the Letter of Offer. In the event that the Equity Shares tendered in this Offer by the Eligible Public Shareholders are more than the Offer Size, the acquisition of Equity Shares from the Eligible Public Shareholders will be on a proportionate basis, as detailed in paragraph 8.13 of this Draft Letter of Offer.
- 3.2.12. The Eligible Public Shareholders of the Target Company who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances and will be acquired by the Acquirer, in accordance with the terms and conditions set forth in the DPS, this Draft Letter of Offer and the terms and conditions which will be set out in the Letter of Offer to be sent to all the Eligible Public Shareholders in relation to this Offer, the relevant provisions of the SEBI SAST Regulations, and applicable laws. The Acquirer, shall acquire the Equity Shares of the Eligible Public Shareholders of the Target Company who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereof.
- 3.2.13. All Eligible Public Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Equity Shares in the Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares in the Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in the Offer. If the Equity Shares are held under general permission of the RBI, then the non-resident Eligible Public Shareholder must state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable or non-repatriable basis.
- 3.2.14. To the best of the knowledge of the Acquirer, except for the approval from the CCI *inter alia* for purchase of Equity Shares pursuant to the SPA and for the Open Offer, there are no statutory approval(s) required by the Acquirer to complete this Offer. However, in case of any statutory approval(s) being required at a later date, this Offer will be subject to such approval(s) and the necessary applications for such approvals will be made. For more details regarding the statutory and other approvals for the Offer, please see paragraph 7.4 (*Statutory and other approvals*) at page 34 of this Draft Letter of Offer.
- 3.2.15. The Acquirer undertakes that it shall not tender any Equity Shares in this Offer.
- 3.2.16. As on the date of this Draft Letter of Offer, the Acquirer has not acquired any Equity Shares after the date of PA.
- 3.2.17. The Manager to the Offer does not hold any Equity Shares as on the date of this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares during the Offer Period.
- 3.2.18. After the acquisition of the Offer Shares (assuming full acceptance of the Offer), the public shareholding in the Target Company may fall below the minimum level required for continued listing under Regulation 38 of the LODR Regulations and Rule 19A of the SCRR. In the event that the public shareholding in the Target Company falls below 25% (Twenty Five Percent only) of the fully paid-up equity share capital pursuant to this Offer, the Acquirer shall bring down the non-public shareholding in the Target Company

to the level specified within the time frame prescribed under the SCRR and SEBI SAST Regulations and as per applicable laws.

3.3. Object of the acquisition/Offer

- 3.3.1. The business of the Acquirer and the Target Company are in the same line. The acquisition of Equity Shares will give synergies to both the Acquirer and the Target Company by optimum utilisation of their resources.
- 3.3.2. In terms of Regulation 25(2) of the SEBI SAST Regulations, other than as stated in this Draft Letter of Offer, as at the date of this Draft Letter of Offer, the Acquirer does not have any intention to dispose or otherwise encumber any material assets of the Target Company or any of its subsidiaries for the succeeding 2 (two) years from the date of closure of this Offer, except (i) in the ordinary course of business (including for the disposal of assets and creating encumbrances in accordance with business or financing requirements); or (ii) with the prior approval of the shareholders; or (iii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or business of the Target Company and in compliance with all the applicable laws; or (iv) for alienation of assets of the Target Company that are determined by the board of directors of the Target Company as being surplus and/or non-core, or on account of any approval of or conditions specified by any regulatory or statutory authorities, Indian or foreign, or for the purpose of compliance with any law that is binding on or applicable to the operations of the Target Company. It will be the responsibility of the board of directors of the Target Company to make appropriate decisions in these matters in accordance with the requirements of the business of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws and legislation at the relevant time.
- 3.3.3. The Acquirer reserves the right to streamline/ restructure, pledge/ encumber its holding in the Target Company and/ or the operations, assets, liabilities and/ or businesses of the Target Company through arrangements, reconstructions, restructurings, mergers (including but not limited to merger with or between its subsidiary), demergers, sale of assets or undertakings and/ or re-negotiation or termination of existing contractual/ operating arrangements, at a later date in accordance with applicable laws. Such decisions will be taken in accordance with procedures set out under applicable law, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.

4. BACKGROUND OF THE ACQUIRER

- 4.1. The Acquirer is a public limited company which was incorporated in India under the Companies Act, 1913 on March 25, 1955. Pursuant to a special resolution passed by the shareholders of the Acquirer on August 31, 2016 and a fresh certificate of incorporation dated September 22, 2016 issued by the Registrar of Companies, Bangalore, the name of the Acquirer has undergone a change from “The West Coast Paper Mills Limited” to “West Coast Paper Mills Limited”.
- 4.2. The Corporate Identity Number (CIN) of the Acquirer is L02101KA1955PLC001936.
- 4.3. The registered office of the Acquirer is situated at Post Box Number 5, Bangur Nagar, Dandeli - 581 325, Karnataka.
- 4.4. The Acquirer is part of the S. K. Bangur Group
- 4.5. The equity shares of the Acquirer are presently listed on the BSE (Scrip Code: 500444) and on the NSE (Scrip Code: WSTCSTPAPR). The ISIN of the equity shares of the Acquirer is INE976A01021.
- 4.6. The Acquirer is *inter alia* engaged in the business of manufacturing of paper and paper board and optical fibre cable.
- 4.7. As on the date of this Draft Letter of Offer, the authorised share capital of the Acquirer comprises 15,00,00,000 (Fifteen Crore only) equity shares of INR 2 (Indian Rupees Two only) each aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crore only) and 65,00,000 (Sixty Five Lakh only) cumulative redeemable non-convertible preference shares of INR 100 (Indian Rupees Hundred only) each aggregating to INR 65,00,00,000 (Indian Rupees Sixty Five Crore only). The issued, subscribed and fully paid-up equity share capital of the Acquirer is INR 13,20,97,816 (Indian Rupees Thirteen Crores Twenty

Lakhs Ninety Seven Thousand Eight Hundred and Sixteen only) comprising 6,60,48,908 (Six Crores Sixty Lakhs Forty Eight Thousand Nine Hundred and Eight only) equity shares of INR 2 (Indian Rupees Two only) each. As on the date of this Draft Letter of Offer, there are no outstanding convertible instruments (warrants/fully convertible debentures/partly convertible debentures/ convertible preference shares) issued by the Acquirer.

- 4.8. The persons in control or promoter group of the Acquirer and their respective shareholding as of March 31, 2019 is given below:

Sr No	Name of Shareholder	Number of equity shares	% Holding
1	Veer Enterprises Limited	10,629,054	16.09%
2	Shree Satyanarayan Investments Company Limited	10,362,973	15.69%
3	Shree Kumar Bangur	2,729,179	4.13%
4	Orbit Udyog Private Limited	2,409,855	3.65%
5	Shashi Bangur	2,220,915	3.36%
6	Saumya Trade And Fiscal Services Private Limited	2,106,309	3.19%
7	The Diamond Company Limited	1,983,197	3.00%
8	Saurabh Bangur	1,621,228	2.45%
9	Virendraa Bangur	1,090,273	1.65%
10	Gold Mohore Investment Company Limited	647,545	0.98%
11	Rangnath Shree Kumar (HUF)	613,063	0.93%
12	Kilkotagiri and Thirumbadi Plantations Limited	464,200	0.70%
13	Shree Kumar Virendra Kumar (HUF)	155,000	0.23%
14	Bharti Bangur	122,300	0.19%
15	Mothola Company Limited	77,700	0.12%
16	Aaryan Bangur	62,300	0.09%
17	Ankit Bangur	62,300	0.09%
18	Shrivatsa Bangur	62,300	0.09%
19	The Indra Company Limited	25,750	0.04%
20	Amrit- Villa Investments Limited	11,500	0.02%
21	Union Company Limited	4,450	0.01%
	Grand Total	37,461,391	56.72%

- 4.9. The Acquirer is neither the promoter nor a part of the promoter group of the Target Company as on the date of this Draft Letter of Offer. Further, the Acquirer is not related to the directors, key employees and promoters of the Target Company in any manner whatsoever.
- 4.10. As on the date of this Draft Letter of Offer, the Acquirer does not holds any Equity Shares in the Target Company.
- 4.11. Shareholding Pattern of the Acquirer as on March 31, 2019:

Sr. No.	Shareholder's Category	No. of shares held	% of total paid-up equity share capital
1.	Promoters	3,74,61,391	56.72
2.	Institutions (FIIs / Mutual-Funds / FIs / Banks/ICs and others)	1,07,56,747	16.29
3.	Other Public	1,78,30,770	27.00
4.	Total Paid-Up Capital	6,60,48,908	100.00

4.12. Names and details of the Acquirer's Directors:

Sr. No.	Name and DIN	Designation	Details of experience and qualifications	Date of appointment
1.	Premal Narendra Kapadia, DIN: 00042090	Independent Non-Executive Director	<p>Qualification: Bachelor of engineering</p> <p>Experience: He is a chemical engineer and an industrialist. He is on the board of directors of the following companies:</p> <ul style="list-style-type: none"> • Harshadray Private Limited; • TUV India Private Limited; • Thyssenkrupp Industries India Private Limited; • Protos Engineering Company Private Limited; • Providian Global Solutions Private Limited; • Nimco Rata Iron Ore & Minerals Exports Private Limited; • Sujata Resources Private Limited; • Sujata Commodities Services DMCC; • Sukripa Internatioal Services DMCC; • Disrptiv Solutions (India) Private Limited; • Harshadray International FZE, UAE; • Lucror Analytics Pte. Ltd.; • Disrptiv Exchange Pte. Ltd.; • Clarsity Solutions Private Limited; • Alkyl Amines Chemicals Limited; and • Kaira Can Company Limited 	07/08/1992
2.	Shree Kumar Bangur DIN: 00053237	Chairman & Managing Director	<p>Qualification: Bachelor of commerce</p> <p>Experience: He is the Chairman of the following companies:</p> <ul style="list-style-type: none"> • Jayashree Chemicals Limited; • The Diamond Company Limited; • Kilkotagiri and Thirumbadi Plantations Limited; and • Shree Satyanarayan Investments Company Limited and Union Company Limited <p>He is on the board of directors of the following companies:</p> <ul style="list-style-type: none"> • Fort Gloster Electric Limited; • The Marwar Textiles (Agency) Private Limited; • Shree Satyanarayan Properties Private Limited; and • Madhu Corporate Park Limited <p>He is a committee member of the Federation of Indian Chamber of Commerce & Industry (FICCI), and Bharat Chamber of Commerce.</p>	01/12/1998

Sr. No.	Name and DIN	Designation	Details of experience and qualifications	Date of appointment
			<p>He is currently associated with a number of philanthropic and charitable organizations.</p> <p>He has previously served as the president of the Indian Chamber of Commerce and the Indian Paper Manufacturers Association.</p>	
3.	Rajendra Jain DIN: 07250797	Executive Director	<p>Qualification: Bachelor of commerce, qualified chartered accountant from the Institute of Chartered Accountants of India and qualified company secretary from The Institute of Company Secretaries of India</p> <p>Experience: He has experience in strategic planning & management, manufacturing / plant operations, business process re-engineering, quality assurance, cost optimization, maintenance, project management, customer satisfaction, safety, continuous improvement & adoption of best practices, commercial operations, procurements, accounting & financial management, resource development & management, industrial relations, corporate social responsibility, people development, liaison & networking and sustainability.</p> <p>He has been also honoured with “Chairman’s Award of Exceptional Contributor” by Shri. K M Birla, chairman, Aditya Birla Group in 2006</p>	01/12/2015
4.	Shashi Bangur DIN: 00053300	Non-Executive Director	<p>Qualification: Bachelor of commerce</p> <p>Experience: She is on the board of directors of following companies:</p> <ul style="list-style-type: none"> • Kilkotagiri and Thirumbadi Plantations Limited; • The Diamond Company Limited; • West Bengal properties Limited; • Saumya Trade & Fiscal Services Private Limited; • Six O Tu Investments and Traders Private Limited; and • Precious Tools Private Limited 	30/05/1994
5.	Mahavirprasad Surajmal Taparia DIN: 00112461	Independent Non-Executive Director	<p>Qualification: Bachelor of arts</p> <p>Experience: He is a well-known industrialist who has served as the president of Organization of Plastics Processors of India. He is the managing director of The Supreme Industries Limited & the chairman of Supreme Petrochem Ltd. He is on the board of</p>	11/11/2010

Sr. No.	Name and DIN	Designation	Details of experience and qualifications	Date of appointment
			<p>directors of various companies that include:</p> <ul style="list-style-type: none"> • Jagatguru Investment & Trading Co. Private Limited; • SPL Industries Support Services Limited; and • Jovial Investment & Trading Company Private Limited. <p>He was a committee member of Chemicals & Petrochemicals Manufacturer's Association (CPMA), New Delhi. He has served as a chairman of:</p> <ul style="list-style-type: none"> • National Executive Council, PlastiIndia 94; and • Polystyrene Producers Association <p>He was in the executive committee, Indian Center for Plastics in Environment National Advisory Board (NAB) PlastiIndia 2006. He has also served as a member of the National Advisory Board Polymertech World Expo 2005</p>	
6.	<p>Sudarshan Vijaynarain Somani</p> <p>DIN: 00137568</p>	<p>Independent Non-Executive Director</p>	<p>Qualification: Bachelor of commerce</p> <p>Experience: He has been involved with international commodity trading since the past 30 odd years. During this period he has worked out of London & Dubai actively trading both in India as well as other countries. He has dealt in both soft & hard commodities specializing in nonferrous metals & ores, agricultural products and waste papers. He has a good domain knowledge of dealing in international terminal markets such as the London Metal Exchange. He is on the board of directors of:</p> <ul style="list-style-type: none"> • Starteck Finance Limited; • Sudershan Investments and Exports Company Private Limited; • Satyanarayan Traders & Investors Private Limited; and • Amigo Mercantile Private Limited 	10/11/2017
7.	<p>Krishna Kumar Karwa</p> <p>DIN: 00181055</p>	<p>Independent Non-Executive Director</p>	<p>Qualification: Qualified chartered accountant (rank holder) from The Institute of Chartered Accountants of India</p> <p>Experience: He is the promoter & managing director of Emkay Global Financial Services Limited. He has a varied experience of 30 years in all aspects of the equity capital markets. He is on the board of directors of the following companies:</p> <ul style="list-style-type: none"> • Emkay Commotrade Limited; 	30/10/2009

Sr. No.	Name and DIN	Designation	Details of experience and qualifications	Date of appointment
			<ul style="list-style-type: none"> • Emkay Fincap Limited; • Emkay Corporate Services Private Limited; • Emkay Global Financial Services IFSC Private Limited; and • Emkay Insurance Brokers Limited; <p>He is also partner in Seven Hills Capital, trustee of Gangabishan Madangopal Karwa Charitable Trust and Rajasthani Sammelan Trust</p>	
8.	Saurabh Bangur DIN: 00236894	Vice Chairman -	<p>Qualification: Bachelor of commerce</p> <p>Experience: He is a chairman of Amrit-Villa Investments Limited. He is on the board of directors of following companies:</p> <ul style="list-style-type: none"> • Shree Satyanarayan Investments Company Limited; • Gloster Cables Limited; • Shree Satyanarayan Properties Private Limited; • Lecbns Investments and Trading Company Private Limited; and • Paramount Pratishthan Private Limited. <p>He has previously served as the president of the Indian Paper Manufacturer's Association (IPMA). He is also a committee member of Bharat Chamber of Commerce</p>	28/06/2004
9.	Amitav Kothari DIN: 01097705	Independent Non-Executive Director	<p>Qualification: Master of commerce, bachelor of law, certificate for Finance and Contract Accounts (FICA), qualified chartered accountant from The Institute of Chartered Accountants of India ("ICAI"),</p> <p>Experience: He is a lifetime member of the Indian Council of Arbitration, New Delhi, and a fellow of British Institute of Management (U.K). He is on the panel of Arbitration of Indian Chamber Council of Arbitration, Kolkata, and is also on the panel of reviewers maintained by the peer review Board of ICAI.</p> <p>He is the managing partner of Kothari & Company, Chartered Accountant, Kolkata. He is on the board of directors of the following companies:</p> <ul style="list-style-type: none"> • Kanoria Chemicals & Industries Limited; and • Maharaja Shree Umaid Mills Limited; <p>He has served as director of following companies:</p>	12/02/2016

Sr. No.	Name and DIN	Designation	Details of experience and qualifications	Date of appointment
			<ul style="list-style-type: none"> National Insurance Company Limited; South Eastern Coal Fields Limited; LICI; Allahabad Bank; and Rajasthan Spinning & Weaving Mills Limited. <p>He has served as the president of Merchants Chamber of Commerce and is an executive committee member of FICCI & ASSOCHAM. He has held various memberships and committee positions in various distinguished institutions and organizations. He is also conferred with many honors, awards and recognitions.</p>	
10	Utpal Bhattacharyya DIN: 02665807	Independent Non-Executive Director	<p>Qualification: Bachelor of science (honors), bachelor of technology (honors) from Indian Institute of Technology Kharagpur, master of science (defence studies) and master of management studies.</p> <p>Experience: He has earlier served as senior vice president in JP group. He is on the board of directors of Prasar Bharati and International Broadcaster on Doordarshan & AIR. He has been honoured with distinguished service awards viz., Ati Vishisht Seva Medal, Chief of Army Staff Commendation, and Param Vishisht Seva Medal.</p>	27/05/2009

- 4.13. Brief financial details of the Acquirer, based on the audited consolidated financial statements for the financial years ended March 31, 2018, March 31, 2019 and the audited standalone financial statements for the financial year ended March 31, 2017, March 31, 2018 and March 31, 2019 are as follows:

Profit & Loss Statements

(INR in lakhs, except per share data)

Particulars	Financial Year ended March 31, 2019		Financial Year ended March 31, 2018		Financial Year ended March 31, 2017
	Consolidated	Standalone	Consolidated	Standalone	Standalone
Income from Operations	1,97,719.02	197,735.70	173,199.62	173,199.62	1,87,671.32
Income from trading operations	215.16	215.18	192.41	192.41	-
Other Income	1,954.14	2,025.48	1,822.87	1,829.28	237.11
Total Income	1,99,888.34	1,99,976.36	175,214.90	1,75,221.29	1,87,908.43
Total Expenditure	1,67,322.98	1,67,434.64	1,52,966.51	1,52,965.67	1,70,120.57
Profit before Depreciation Interest and Tax	53,065.17	52,963.89	38,036.24	38,043.47	34,021.98
Depreciation	17,602.20	17,526.11	11,622.45	11,622.45	11,076.87
Interest	2,897.61	2,897.06	4,165.40	4,165.40	5,157.25
Profit/(loss) before Tax	32,565.36	32,541.72	22,248.39	22,255.62	17,787.86
Provision for Tax	2,964.87	2,936.15	(66.99)	(66.99)	4,937.68
Profit/ (Loss) after Tax	29,600.49	29,605.57	22,315.38	22,322.61	12,850.18

Balance Sheet Statement

(INR in lakhs, except per share data)

Particulars	As at Financial Year ended March 31, 2019		As at Financial Year ended March 31, 2018		As at Financial Year ended March 31, 2017
	Consolidated	Standalone	Consolidated	Standalone	Standalone
Sources of fund					
Paid-up share capital	1,320.98	1,320.98	1,320.98	1,320.98	1,320.98
Non-Controlling Interest	0.01	-	0.01	-	-
Reserves & Surplus (excluding revaluation reserves)	1,09,018.52	1,09,030.83	82,572.51	82,579.73	62,594.04
Net Worth	1,10,339.51	1,10,351.81	83,893.50	83,900.71	63,915.02
Secured loans	22,258.68	21,921.18	16,463.31	16,463.31	23,530.04
Unsecured loans	9,039.52	9,039.52	8,984.68	8,984.68	8,574.47
Other Financial Liabilities	7,709.16	7,709.16	7,487.08	7,487.08	8,128.86
Deferred Tax Liabilities	-	-	1,415.40	1,415.40	5,652.84
Other Non-Current Liabilities	6,833.56	6,833.56	6,471.30	6,471.30	6,127.69
Provisions	376.30	374.50	370.68	370.68	328.00
Current Liabilities	35,429.40	35,310.99	33,963.61	33,955.52	36,830.53
Total	1,91,986.14	1,91,540.73	1,59,049.56	1,59,048.68	1,53,087.45
Uses of funds					
Net fixed assets	99,037.65	98,423.34	1,03,319.22	1,03,319.22	99,811.07
Other Assets	3,793.60	3,788.58	547.45	530.88	896.61
Investments (Non-Current)	74.60	76.59	100.41	102.40	288.30
Other Non-Current Assets	4,833.29	4,862.00	4,521.60	4,521.60	3,986.98
Net current Assets	84,246.99	84,390.22	50,560.88	50,560.88	4,8104.49
Total miscellaneous expenditure not written off	-	-	-	-	-
Total	1,91,986.14	1,91,540.73	1,59,049.56	1,59,048.68	1,53,087.45
Other Financial Data					
Dividend (%)	250	250	200	200	125
Earnings Per Share (₹) (Basic and Diluted)	44.82	44.82	33.79	33.80	19.46

(Source: The financial information set forth above has been extracted from the Acquirer's, annual results/annual reports for the financial years ended March 31, 2019, March 31, 2018 and March 31, 2017, as available on www.bseindia.com and www.nseindia.com)

- 4.14. The major contingent liabilities of the Acquirer on a consolidated basis as on March 31, 2019 (as disclosed in the audited consolidated financial statements for the financial year ended March 31, 2019) are set out below:

(INR in lakhs)

Particulars		As at March 31, 2019
Contingent Liabilities & Commitments		
a.	Contingent Liabilities :	
I.	Claims against the Acquirer not acknowledged as debts in respect of	
a.	Income tax matters, pending decisions on various appeals made by the Acquirer and by the Department (refer Note I below) (refund adjusted against demand Rs. 1,958.00 Lakhs)	1,551.00
b.	Excise matters & Service Tax under dispute (paid under protest nil)	71.18

	c.	Custom matter under dispute (paid under protest nil, previous year Rs. 71.48 Lakhs)	540.27
	d.	Sales Tax matter under dispute	30.66
	e.	Other matters under dispute	2,446.64
II. Other money for which the company is contingently liable :			
	a.	Corporate Guarantee given to subsidiary's bankers (at the close of the year)	450.00
	b.	ICICI Bank Ltd (refer Note II below)	4,000.00
b.	Commitments :		
I.		Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance of Rs. 285.28 lakhs)	2,609.34
Notes :			
I	Income Tax		
	a.	The Income Tax assessments of the Acquirer have been completed up to AY 2015-16.	
	b.	In the Books of Accounts, the Acquirer has accounted Income tax refunds after adjustment of tax demand, if any done by the Income Tax authorities. The matters are pending before High Court and ITAT for various issues. Based on legal opinion the Acquirer is contesting those tax demands/ disallowances at appropriate level. The Acquirer has therefore not adjusted tax provision in the Books.	
	c.	MATERIAL DEMANDS AND DISPUTES CONSIDERED AS “ REMOTE ” BY THE COMPANY: The Acquirer claimed deduction under Section 80 IA of the Income Tax Act 1961 in its return of income for Power undertaking for financial year 1998-99 to 2017-18 and for Effluent (Water) treatment for financial year 2016-17 to 2017-18. The assessing officer disallowed the benefit of deduction at assessment stage. The Acquirer had preferred appeals with Commissioner Appeals and / or ITAT. The ITAT partly allowed the appeals of the Acquirer. Department / Acquirer have preferred appeal against the order of ITAT. As advised by legal advisors, the Acquirer has a strong case / merit for claiming the deduction and thus expects a favourable outcome.	
	d.	The total demand outstanding as on 31.03.2019 on account of income tax dues is Rs. 1,551 Lakhs, net of tax paid/adjusted under protest Rs. 1,958 Lakhs	
II	Loan Purchase Agreement		
	The Acquirer had entered into a share purchase agreement with Riddhi Siddhi Gluco Biols Ltd., (RSGBL) on 21.05.2015 for sale of its long term investments of 2,11,24,791 equity shares of Shree Rama Newsprint Ltd. (“SRNL”). The loan purchase agreement was executed for Rs. 40 Crores between the Acquirer and ICICI Bank Ltd stipulating that in case SRNL defaults in payment of its debts obligation towards ICICI Bank Ltd, then the Acquirer will have to purchase loan on notice from ICICI Bank Ltd and in such case security of the underlying agreement will be transferred to the Acquirer.		

4.15. The Acquirer has confirmed that it has not been categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI SAST Regulations and has not been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

4.16. The closing market price on June 12, 2019 of the equity shares of the Acquirer having face value of INR 2 (Rupees Two Only) each, on the Stock Exchanges is given below:

Stock Exchange	Closing Price on June 12, 2019 (INR)
BSE Limited	246.25
National Stock Exchange of India Limited	245.75

- 4.17. Status of corporate governance of the Acquirer: The Acquirer has received a certificate dated May 29, 2019 from Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), wherein it has been confirmed that the Acquirer has complied with the conditions of corporate governance stipulated in the LODR Regulations during the year ended March 31, 2019. Further, the Acquirer has submitted the quarterly compliance report (in the format prescribed as per the SEBI circular CIR/CFD/CMD/5/2015 dated September 24, 2015) on corporate governance wherein it has confirmed compliance, as of March 31, 2019, with corporate governance norms relating to the composition of board of directors and various committees (such as audit committee, nomination and remuneration committee etc.) and that meetings of the board of directors and the relevant committees have been conducted in the manner specified in LODR Regulations.
- 4.18. Name and details of the compliance officer of the Acquirer: Brajmohan Prasad, Company Secretary & Compliance Officer, Email ID: brajmohan@westcoastpaper.com

5. BACKGROUND OF TARGET COMPANY

- 5.1 The Target Company is a public limited company which was incorporated on June 29, 1964 in India under the Companies Act, 1956. The name of the Target Company has not undergone any change in the last 3 years.
- 5.2 The registered office of the Target Company is situated at East Godavari District, Rajahmundry – 533 105, Andhra Pradesh, India. The Corporate Identity Number (CIN) of the Target Company is L21010AP1964PLC001008.
- 5.3 The Equity Shares are presently listed on BSE (Scrip Code: 502330) and on NSE (Scrip Code: IPAPPM). The ISIN of the Equity Shares of the Target Company is INE435A01028.
- 5.4 The Equity Shares are frequently traded on BSE and NSE within the meaning of the explanation provided to Regulation 2(1) (j) of the SEBI SAST Regulations.
- 5.5 The Target Company is *inter alia* engaged in the business of manufacturing and sale of pulp, paper and paper boards.
- 5.6 As on the date of this Draft Letter of Offer, the authorised share capital of the Target Company is INR 45,00,00,000 (Indian Rupees forty five crores only) comprising 4,00,00,000 (four crore) equity shares of INR 10 (Indian Rupees ten only) each and 5,00,000 (five lakh) redeemable cumulative preference shares of INR 100 (Indian Rupees one hundred only) each. The issued, subscribed and fully paid-up Equity Share capital of the Target Company is INR 39,77,00,390 (Indian Rupees thirty nine crores seventy seven lakhs three hundred and ninety only) comprising 3,97,70,039 (three crore ninety seven lakh seventy thousand and thirty nine) Equity Shares of INR 10 (Indian Rupees ten only) each.
- 5.7 As on the date of this Draft Letter of Offer, there are no outstanding convertible instruments (warrants/fully convertible debentures/partly convertible debentures/ convertible preference shares) issued by the Target Company. All the outstanding Equity Shares of the Target Company are admitted for trading on Stock Exchanges.
- 5.8 The Target Company has no Equity Shares that are locked-in as of the date of this Draft Letter of Offer.
- 5.9 There has been no merger / de-merger/ spin-off involving the Target Company in the last 3 years, preceding the date of this Draft Letter of Offer.
- 5.10 The details of the financials of the Target Company, based on the audited financial statements for the financial year ended on March 31, 2019, March 31, 2018 and March 31, 2017 are as follows:

Profit & Loss Statement

(INR in lakhs, except per share data)

Particulars	Financial Year ended March 31, 2019	Financial Year ended March 31, 2018	Financial Year ended March 31, 2017
Income from Operations	1,42,733.32	1,27,980.22	1,23,093.86

Particulars	Financial Year ended March 31, 2019	Financial Year ended March 31, 2018	Financial Year ended March 31, 2017
Other Income	1,458.84	529.4	596.12
Total Income	144,192.16	128,509.62	123,689.98
Total Expenditure	1,12,516.38	1,15,027.39	1,16,448.34
Profit before Depreciation Interest and Tax	39,316.53	22,672.56	17,603.50
Depreciation	6,786.64	6,581.34	7,002.79
Interest	854.11	2,608.99	3,359.07
Exceptional items	(542.61)	(836.56)	(2,818.59)
Profit/(loss) before Tax	31,133.17	12,645.67	4,423.05
Provision for Tax	11,125.51	4,338.96	1,183.49
Profit/ (Loss) after Tax	20,007.66	8,306.71	3,239.56

Balance Sheet Statement

(INR in lakhs, except per share data)

Particulars	As at Financial Year ended March 31, 2019	As at Financial Year ended March 31, 2018	As at Financial Year ended March 31, 2017
Sources of fund			
Paid-up share capital	3,977.00	3,977.00	3,977.00
Reserves & Surplus (excluding revaluation reserves)	72,403.61	52,423.53	43,817.84
Net Worth	76,380.61	56,400.53	47,794.84
Secured loans			
Unsecured loans	1,254.08	6,479.58	14,427.62
Deferred Tax Liabilities and Provisions	14,611.05	10,780.51	9,332.24
Total	92,245.74	73,660.62	71,554.70
Uses of funds			
Net fixed assets	71,588.28	74,585.43	80,079.56
Investments and Advances	7,006.65	6,284.82	6,122.95
Net current Assets	13,650.81	(7,209.63)	(14,647.81)
Total miscellaneous expenditure not written off	-	-	-
Total	92,245.74	73,660.62	71,554.70
Other Financial Data			
Dividend (%)	NA	NA	NA
Earnings Per Share (₹) (Basic and Diluted)	50.31	20.89	8.15

Note:- Secured loans, unsecured loans, Provisions, investments and advances includes only Non-current portion. Net Current assets is arrived as "(Total Current assets – Total Current liabilities)".

5.11 Share Capital Structure:

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

Paid-up Equity Shares	No. of Equity Shares/Voting Rights	% Equity Shares/Voting Rights
Fully paid-up Equity Shares	3,97,70,039	100%
Partly paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	3,97,70,039	100%
Total Equity Shares/Voting Rights in Target Company	3,97,70,039	100%

5.12 **Details of the Board of Directors of Target Company:**

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

Name of Director	Designation	Director Identification Number(DIN)
Donald Paul Devlin	Chairman & Managing Director	07728231
Praveen Purushottam Kadle	Independent Director	00016814
Milind Shripad Sarwate,	Independent Director	00109854
Adhiraj Amar Sarin	Independent Director	00140989
Madras Seshamani Ramachandran	Independent Director	00943629
William Michael Amick JR	Non Executive Director	05321907
Russell Vance Harris	Non Executive Director	07863226
Megan Ann Fitz Patrick Bula	Non Executive Director	08042068

5.13 None of the Directors mentioned in table of paragraph 5.12 above are representatives of the Acquirer.

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

Shareholders' category	Shareholding & voting rights prior to the SPA/ acquisition and Offer		Shares and voting rights acquired pursuant to the SPA (Assuming minimum acquisition of 2,02,82,720 Equity Shares i.e. 51% of the Voting Share Capital)		Shares and voting rights acquired pursuant to the SPA (Assuming acquisition of 2,18,73,521 Equity Shares i.e. 55% of the Voting Share Capital)		Shares and voting rights to be acquired in the Offer (assuming full acceptance)		Shareholding / voting rights after the acquisition and Offer (Assuming minimum acquisition of 2,02,82,720 Equity Shares i.e. 51% of the Voting Share Capital)		Shareholding / voting rights after the acquisition and Offer (Assuming acquisition of 2,18,73,521 Equity Shares i.e. 55% of the Voting Share Capital)	
	(A)	(B)	(C)	(D)	(A)+(B)+(D)	(A)+(B)+(C)						
	No.	%	No.	%	No.	%	No.	%	No.	%	=(E)	=(F)
(1) Promoter group												
a. Parties to agreement, if any												
International Paper Investments (Luxembourg) S.A.R.L.	2,18,56,033	54.96	-	-	-	-	-	-	95,44,809	24.00	79,54,008	20.00
IP International Holdings Inc.	79,71,496	20.04	-	-	-	-	-	-	-	-	-	-
b. Promoters other than (a) above	-	-	-	-	-	-	-	-	-	-	-	-
Total 1(a+b)	2,98,27,529	75.00	-	-	-	-	-	-	95,44,809	24.00	79,54,008	20.00
(2) Acquirer and PAC												
a. Acquirer – West Coast Paper Mills Limited	-	-	20,282,720*	51.00*	2,18,73,521*	55.00*	99,42,510	25.00	3,02,24,230*	76.00	3,18,16,031*	80.00
b. PACs#	-	-	-	-	-	-	-	-	-	-	-	-
Total 2(a+b)	-	-	20,282,720	51.00	23,862,023	55.00	99,42,510	25.00	3,02,24,230	76.00	3,18,16,031	80.00
(3) Parties to agreement other than(1) (a) & (2)	-	-	20,282,720	51.00	23,862,023	55.00	99,42,510	25.00	3,02,24,230	76.00	3,18,16,031	80.00
(4) Public (other than parties to SPA, Acquirer and PAC)												
a. FIs/ MFs/ FII/ FI/ Banks, ICs	18,29,616	4.60	-	-	-	-	-	-	-	-	-	-
b. Others	81,12,894	20.40	-	-	-	-	-	-	-	-	-	-
Total (4)(a+b)	99,42,510	25.00	-	-	-	-	-	-	-	-	-	-
GRAND TOTAL (1+2+3+4)	3,97,70,039	100.00	20,282,720	51.00	23,862,023	55.00	99,42,510	25.00	3,97,70,039	100.00	3,97,70,039	100.00

There are no person(s) acting in concert with the Acquirer in this Offer

*Pursuant to the SPA and subject to the conditions therein, the Acquirer has agreed to acquire from the Promoters such number of Equity Shares of the Target Company which will represent a minimum of 2,02,82,720 (Two Crore Two Lakhs Eighty Two Thousand Seven Hundred and Twenty) representing 51% (Fifty One Percent) of the Voting Share Capital and up to a maximum of

2,38,62,023 (Two Crore Thirty Eight Lakhs Sixty Two Thousand and Twenty Three) representing 60% (Sixty Percent) of the Voting Share Capital in the following manner:

- (i) where the Equity Shares to be acquired by the Acquirer in the Open Offer represent 5% or more of the Voting Share Capital, the Acquirer will acquire such number of Equity Shares held by the Promoters which will represent a minimum of 51% (or up to a maximum of 55% at the sole discretion of the Acquirer) of the Voting Share Capital; or
- (ii) where the Equity Shares to be acquired by the Acquirer in the Open Offer represent less than 5% of the Voting Share Capital, the Acquirer will acquire such number of Equity Shares held by the Promoters which will, including the Equity Shares to be acquired by the Acquirer in the Open Offer, result in a post transaction shareholding of the Acquirer of a minimum of 56% (or up to a maximum of 60% at the sole discretion of the Acquirer) of the Voting Share Capital.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 JUSTIFICATION OF OFFER PRICE

- 6.1.1 The Offer is made pursuant to the execution of the SPA for the acquisition of more than 25% (Twenty Five percent only) of the Equity Shares and voting rights, accompanied with a change in control of the Target Company.
- 6.1.2 The Equity Shares of the Target Company are presently listed and permitted to trade on BSE (Scrip Code: 502330) and on NSE (Scrip Code: IPAPPM). The International Securities Identification Number ('ISIN') of the Equity Shares of the Target Company is INE435A01028.
- 6.1.3 The trading turnover of the Equity Shares traded on the BSE and the NSE for a period of 12 (twelve) calendar months preceding the calendar month in which the PA was made (from i.e. from May 01, 2018 to April 30, 2019, both days included), is set forth below:

Name of Stock Exchange	No. of Equity Shares Traded during the twelve calendar months prior to PA (A)	Total number of listed Equity Shares of the Target Company during this period (B)	Trading Turnover (in terms of % of total listed Equity Shares) (A/B)
BSE	40,57,272	3,97,70,039	10.20%
NSE	2,59,75,208	3,97,70,039	65.31%

(Source: www.bseindia.com and www.nseindia.com)

Based on the above, the Equity Shares are frequently traded on the Stock Exchanges, in terms of Regulation 2(1)(j) of the SEBI SAST Regulations, 2011.

- 6.1.4 The Offer Price of INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paise only) per Equity Share is determined in terms of Regulation 8(1) and 8(2) of the SEBI SAST Regulations, being the highest of the following parameters:

S. No.	Particulars	INR per Equity Share
1.	Highest negotiated price per Equity Share for any acquisition in terms of the SPA attracting the obligation to make the PA	275.00
2.	The volume-weighted average price paid or payable for acquisitions by the Acquirer or by any person acting in concert with it, during 52 weeks immediately preceding the date of PA	Not Applicable
3.	The highest price paid or payable for acquisitions by the Acquirer or by any person acting in concert with it, during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The volume-weighted average market price per equity share for a period of sixty trading days immediately preceding the date of the PA as traded on the stock exchange where the maximum volume of trading in the Equity Share are recorded during such period, i.e. NSE	450.63
5.	Where the shares are not frequently traded, the price determined by Acquirer and the Manager taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies	Not Applicable
6.	The per share value computed under Regulation 8(5) of the SEBI SAST Regulations, if applicable.	Not Applicable*

Source: Certificate dated May 29, 2019 issued by Batliboi & Purohit, Chartered Accountants (Firm Registration Number: 101048W)

**Not applicable since this is not an indirect acquisition.*

- 6.1.5 In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paise only) per Equity Share is justified in terms of Regulation 8 of the SEBI SAST Regulations.
- 6.1.6 There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI SAST Regulations (*Source: Based on the filings available on the websites of BSE and NSE*). The Offer Price may be revised in the event of any corporate actions like bonus, rights, split etc. where the record date for effecting such corporate actions falls within 3 (Three) Working Days prior to the commencement of Tendering Period of the Offer.
- 6.1.7 As on date of this Draft Letter of Offer, there is no revision in Offer Price or Offer Size. If there is any revision in the Offer Price on account of future purchases or competing offers, such revision will be done at any time prior to the commencement of the last 1 (One) Working Day before the commencement of the Tendering Period of this Offer in accordance with Regulations 18(4) and 18(5) of the SEBI SAST Regulations. In the event of such revision, the Acquirer shall make corresponding increases to the escrow amounts in accordance with Regulation 18(5) of the SEBI SAST Regulations and the Acquirer shall (i) make a public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously with the issue of such public announcement, inform SEBI, BSE, NSE and the Target Company at its registered office of such revision. The revised Offer Price would be paid to all the Eligible Public Shareholders who's Equity Shares are accepted under the Offer.
- 6.1.8 If the Acquirer acquires or agrees to acquire any Equity Shares or voting rights in the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of the SEBI SAST Regulations. However, no such acquisition would be made by the Acquirer after 3 (Three) Working Days prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer.
- 6.1.9 If the Acquirer acquires Equity Shares of the Target Company during the period of twenty six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all the Eligible Public Shareholders whose shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI SAST Regulations, or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009, as amended, or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of shares of the Target Company whether by way of bulk deals, block deals or in any form.

6.2 DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- 6.2.1 The total consideration for the Offer, assuming full acceptance of the Offer i.e. for the acquisition of up to 99,42,510 (Ninety Nine Lakhs Forty Two Thousand Five Hundred and Ten only) Equity Shares at the Offer Price of INR 450.63 (Indian Rupees Four Hundred Fifty and Sixty Three Paise only) per Equity Share, is INR 448,03,93,281.30 (Indian Rupees Four Hundred and Forty Eight Crore Three Lakhs Ninety Three Thousand Two Hundred Eighty One and Thirty Paise only) ("**Maximum Consideration**").
- 6.2.2 In terms of Regulation 25(1) of the SEBI SAST Regulations, the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full.
- 6.2.3 The Acquirer has confirmed that it has adequate financial resources to meet the obligations under the Offer. The Acquirer, the Manager and ICICI Bank Limited, a banking corporation

incorporated under the laws of India, acting through its branch office at Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai (“**Escrow Bank**”), have entered into an escrow agreement dated May 29, 2019 for the purpose of the Offer (“**Escrow Agreement**”). Pursuant to the Escrow Agreement and in compliance with Regulation 17(1) of the SEBI SAST Regulations the Acquirer has opened an escrow account named “WCPML-IPAPPML-OPEN OFFER ESCROW ACCOUNT” (the “**Open Offer Escrow Account**”) bearing account number 000405119526. The Acquirer has on May 31, 2019 made a cash deposit of a sum of INR 112,00,98,321 (Indian Rupees One Hundred and Twelve Crore Ninety Eight Thousand Three Hundred and Twenty One only) in the Offer Escrow Account (“**Cash Escrow**”) which is an equivalent to 25% (Twenty Five percentage) of the value of the Maximum Consideration. The cash deposit has been confirmed *vide* a confirmation letter dated May 31, 2019 issued by the Escrow Bank. The Manager is duly authorised by the Acquirer to realise the value of the Escrow Account and operate the Escrow Account in terms of the SEBI SAST Regulations.

- 6.2.4 The Acquirer confirms that the funds lying in the Escrow Account will be utilized exclusively for the purposes of this Offer. Further, the Acquirer has solely authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI SAST Regulations.
- 6.2.5 Batliboi & Purohit, Chartered Accountants (Firm Registration Number: 101048W) having office at National Insurance Building, 204, Dadabhoy Naoroji Road, Fort, Mumbai - 400 001, *vide* certificate dated May 29, 2019, has certified that the Acquirer has adequate and firm financial resources through verifiable means available for fulfilling the obligations under this Offer.
- 6.2.6 Based on the above and the certificate provided by Batliboi & Purohit, the Manager is satisfied that firm arrangements have been put in place by the Acquirer to fulfil its obligations in relation to this Offer through verifiable means in accordance with the SEBI SAST Regulations.
- 6.2.7 In case of an upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit the appropriate additional amount into the Escrow Account to ensure compliance with the SEBI SAST Regulations, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational Terms and Conditions

- 7.1.1 In terms of the schedule of activities, the Tendering Period will commence on July 22, 2019 and will close on August 2, 2019 (both days inclusive).
- 7.1.2 The Eligible Public Shareholders of the Target Company who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances and will be acquired by the Acquirer, in accordance with the terms and conditions set forth in the DPS, this Draft Letter of Offer and the terms and conditions which will be set out in the Letter of Offer to be sent to all the Eligible Public Shareholders in relation to this Offer, the relevant provisions of the SEBI SAST Regulations, and applicable laws. The Acquirer, shall acquire the Equity Shares of the Eligible Public Shareholders of the Target Company who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereof.
- 7.1.3 The Identified Date for this Offer as per the tentative schedule of activity is July 8, 2019.
- 7.1.4 The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 Equity Share.
- 7.1.5 This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
- 7.1.6 In terms of Regulation 20(8) of the SEBI SAST Regulations, if there is a competing offer, the schedule of activities and the Tendering Period for all competing offers, shall be carried out with identical timelines and the last date for tendering shares in acceptance of the every competing

offer shall stand revised to the last date for tendering shares in acceptance of the competing offer last made.

- 7.1.7 In terms of Regulation 20(9) of the SEBI SAST Regulations, upon the public announcement of a competing offer, an acquirer who had made a preceding competing offer shall be entitled to revise the terms of its Offer provided the revised terms are more favorable to the Eligible Public Shareholders of the Target Company. However, the acquirer making the competing offers shall be entitled to make upward revisions of the offer price at any time up to 1 (one) Working Day prior to the commencement of the Tendering Period.
- 7.1.8 In terms of Regulation 18(9) of the SEBI SAST Regulations, the Eligible Public Shareholders who have accepted this Offer by tendering their Equity Shares and requisite documents in terms of the PA, the DPS and the Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Offer.
- 7.1.9 Accidental omission to dispatch this Draft Letter of Offer or the Letter of Offer to any Eligible Public Shareholder to whom this Offer has been made or non-receipt of this Draft Letter of Offer or the Letter of Offer by any such Eligible Public Shareholder shall not invalidate this Offer in any way.
- 7.1.10 There has been no revision in the Offer Price or Offer Size as on the date of this Draft Letter of Offer.

7.2 **Locked-In Shares**

To the best of the knowledge of the Acquirer, as on date of this Draft Letter of Offer, the Target Company's Equity Shares are not locked-in.

7.3 **Eligibility For Accepting The Offer**

- 7.3.1 This Offer is being made by the Acquirer to:
- i. all the Eligible Public Shareholders, whose name appear in the register of members of the Target Company as of the close of business on July 8, 2019, i.e. the Identified Date;
 - ii. the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on July 8, 2019, i.e. the Identified Date; and
 - iii. those persons who acquire the Equity Shares any time prior to the date of the Closure of the Tendering Period for this Offer, i.e. July 8, 2019 but who are not the registered Eligible Public Shareholder.
- 7.3.2 The Letter of Offer shall be sent to the shareholders of the Target Company whose names appear in register of members of the Target Company as on the Identified Date.
- 7.3.3 This Offer is also open to persons who own Equity Shares but are not registered Eligible Public Shareholders as on the Identified Date.
- 7.3.4 Each Eligible Public Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer.
- 7.3.5 The PA, the DPS, this Draft Letter of Offer, the Letter of Offer and the Form of Acceptance will also be available on the website of the SEBI (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, all Eligible Public Shareholder including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer and, or, the Form of Acceptance from SEBI's website for applying in this Offer.
- 7.3.6 NRI, erstwhile OCBs or any other non-resident holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer

(including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, and FPIs) had required any approvals (including from the RBI or any other regulatory authority) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves its right to reject such Equity Shares tendered in this Offer

- 7.3.7 The acceptance of this Offer is entirely at the discretion of the Eligible Public Shareholder. The Acquirer, the Manager to the Offer and the Registrar to the Offer shall not be responsible for any loss of the Offer acceptance documents including Form of Acceptance during transit and the Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.
- 7.3.8 Those Eligible Public Shareholders who have not received this Draft Letter of Offer and those who apply in plain paper will not be required to provide any indemnity. They must follow the same procedure mentioned above for registered Eligible Public Shareholders.
- 7.3.9 The Form of Acceptance and other documents required to be submitted, herewith, will be accepted by Link Intime India Private Limited, the Registrar to the Offer, between 10:00 hours to 16:00 hours on Working Days during the period the Offer is open or should be received by the Registrar to the Offer at the address below on or before 17:00 hours on August 2, 2019, i.e. Closure of the Tendering Period.
- 7.3.10 The acceptance of this Offer must be unconditional, absolute and unqualified and should be sent with the attached Form of Acceptance duly filled in, signed by the applicant Eligible Public Shareholder(s). In the event any change or modification is made to the Form of Acceptance or if any condition is inserted therein by the Eligible Public Shareholder, the Manager to the Offer and the Acquirer reserve the right to reject the acceptance of this Offer by such Eligible Public Shareholder.
- 7.3.11 The acceptance of Equity Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.3.12 The instructions, authorizations and provisions contained in the Form of Acceptance constitute an integral part of the terms of this Offer. The Eligible Public Shareholders can write to the Registrar to the Offer / Manager to the Offer requesting for the Letter of Offer along with Form of Acceptance and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the date of closing of Tendering Period.
- 7.3.13 There shall be no discrimination in the acceptance of lock-in and non-lock in Equity Shares in the Offer. Locked-in Equity Shares, if any, can be tendered in the Offer subject to applicable laws including the continuation of the lock-in in the hands of the Acquirer. The Equity Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.
- 7.3.14 Any Equity Shares that are subject matter of litigation or are held in abeyance, subject to pending court cases, attachment orders or restriction from other statutory authorities wherein the Eligible Public Shareholder may be precluded from transferring the Equity Shares during pendency of such proceedings, orders or restrictions, may be rejected if directions or orders are passed regarding the free transferability of such Equity Shares tendered under the Open Offer prior to the Closure of the Tendering Period.

7.4 **Statutory and other approvals**

- 7.4.1 Unless waived in writing by the Acquirer, the acquisition of Equity Shares pursuant to the SPA and the Equity Shares pursuant to this Offer are also subject to the satisfaction of the conditions precedent as set forth in clause 5 of the SPA.

- 7.4.2 As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer, there are no statutory approvals required by the Acquirer to complete this Offer other than the CCI Approval. For more details regarding the statutory and other approvals for the Offer, please see paragraph 3.1.9 (*The key terms and conditions of the SPA*) at page 14 of this Draft Letter of Offer. However, in case of any other statutory approvals being required by the Acquirer at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In the event the statutory approvals set out in this paragraph (the grant or satisfaction of which are considered to be outside the reasonable control of the Acquirer) are not granted or satisfied, the Acquirer shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI SAST Regulations.
- 7.4.3 In case of delay in receipt or non-receipt of any statutory approvals disclosed in paragraph 7 of this Draft Letter of Offer above or which may be required by the Acquirer at a later date, as per Regulation 18(11) of the SEBI SAST Regulations, the SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer subject to the Acquirer agreeing to pay interest to the Eligible Public Shareholders for the delay. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirer has the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.4.4 The Acquirer will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI SAST Regulations, in the event the statutory approvals are refused.
- 7.4.5 In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which the DPS is published and such public announcement will also be sent to Stock Exchanges, the SEBI and the Target Company at its registered office.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

- 8.1. The 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 the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by the SEBI as amended *via* SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on the Stock Exchanges in the form of the Acquisition Window.
- 8.2. BSE shall be the ‘Designated Stock Exchange’ for the purpose of tendering Equity Shares in the Offer.
- 8.3. The Acquirer has appointed ICICI Securities Limited (“**Buying Broker**”) for the Offer through whom the purchases and settlement of the Offer shall be made during the Tendering Period. The Contact details of the Buying Broker is as mentioned below:

Name: ICICI Securities Limited

Address: ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020, Maharashtra, India

Telephone: +91 22 2288 2460

Facsimile: +91 22 2282 6580

Contact Person: Allwyn Cardoza

SEBI Registration No.: INZ000183631

- 8.4. All Eligible Public Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stock brokers (“**Seller Broker(s)**”), during the normal trading hours of the secondary market during the Tendering Period. The Acquisition Window will be provided by the Stock Exchanges to facilitate placing of sell orders.

- 8.5. The Seller Brokers can enter orders for dematerialised Equity Shares only. The cumulative quantity of Equity Shares tendered shall be displayed on the Stock Exchange website throughout the trading session at specific intervals by the Stock Exchanges during the Tendering Period.
- 8.6. Modification / cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 8.7. The Eligible Public Shareholders can tender their Equity Shares only through Seller Broker(s) with whom such shareholder is registered as client (and has complied with the relevant 'Know Your Client' procedures and guidelines).
- 8.8. In the event the Seller Broker(s) are not registered with BSE or NSE or if the Eligible Public Shareholder does not have any stock broker then that Eligible Public Shareholder can approach any BSE or NSE registered stock broker and can tender the Equity Shares by using quick unique client code ("UCC") facility through that BSE or NSE registered stock broker after submitting the details as may be required by such stock broker for compliance with the applicable regulations. In case a Eligible Public Shareholder is not able to bid using the quick UCC facility through any BSE or NSE registered stock broker then the Eligible Public Shareholder may approach the Buying Broker, to tender Equity Shares by using the quick UCC facility. The Eligible Public Shareholder approaching a BSE or NSE registered stock broker (with whom he does not already have an account) may have to submit following details:

8.8.1. In case of the Eligible Public Shareholder being an individual

- a) If the Eligible Public Shareholder is already registered with a KYC Registration Agency ("KRA"), the following documents will be required to be submitted (duly filled and completed):
- i. Central Know Your Client ("CKYC") form including FATCA, IPV, OSV if applicable;
 - ii. Know Your Client ("KYC") form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque);
 - iii. DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.
- b) If the Eligible Public Shareholder is not already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- i. CKYC form including FATCA, IPV, OSV if applicable;
 - ii. KRA form;
 - iii. KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy, address proof, and bank account details (cancelled cheque);
 - iv. DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.

It may be noted that other than submission of above forms and documents, in person verification may be required.

8.8.2. In case of the Eligible Public Shareholder being a hindu undivided family ("HUF")

- a) If the Eligible Public Shareholder is already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- i. CKYC form of the 'karta' including FATCA, IPV, OSV if applicable;

- ii. KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque);
 - iii. DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.
- b) If the Shareholder is not already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- i. CKYC form of the 'karta' including FATCA, IPV, OSV if applicable;
 - ii. KRA form;
 - iii. KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of HUF and karta, address proof of HUF and karta, HUF declaration and bank account details (cancelled cheque);
 - iv. DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.

It may be noted that other than submission of above forms and documents in person verification may be required.

8.8.3. In case of the Eligible Public Shareholder being other than an individual and HUF

- a) If the Eligible Public Shareholder is already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- i. KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque);
 - ii. DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode;
 - iii. FATCA, IPV, OSV if applicable;
 - iv. Latest list of directors / authorised signatories / partners / trustees;
 - v. Latest shareholding pattern;
 - vi. Board resolution;
 - vii. Details of ultimate beneficial owner along with PAN card and address proof;
 - viii. Last 2 years' financial statements.
- b) If the Eligible Public Shareholder is not already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- i. KRA form;
 - ii. KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of the company / firm / trust, address proof of the company / firm / trust and bank account details (cancelled cheque);
 - iii. DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode;
 - iv. FATCA, IPV, OSV if applicable;

- v. Latest list of directors / authorised signatories / partners / trustees;
- vi. PAN card copies and address proof of directors / authorised signatories / partners / trustees;
- vii. Latest shareholding pattern;
- viii. Board resolution / partnership declaration;
- ix. Details of ultimate beneficial owner along with PAN card and address proof;
- x. Last 2 years' financial statements;
- xi. Memorandum of association / partnership deed / trust deed.

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

- 8.9.1. Eligible Public Shareholders who desire to tender their Equity Shares in the electronic / dematerialized form under the Offer would have to do so through their respective Seller Broker by giving the details of Equity Shares they intend to tender under the Offer.
- 8.9.2. Eligible Public Shareholders shall submit delivery instruction slip (“**DIS**”) duly filled-in specifying the appropriate market type in relation to the “Open Offer” and execution date along with all other details to their respective Seller Broker so that the shares can be tendered in the Offer.
- 8.9.3. The Seller Broker would be required to place an order / bid on behalf of the Eligible Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the BSE or the NSE. Before placing the order / bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay-in mechanism as prescribed by the BSE or the NSE or the Clearing Corporation, prior to placing the order / bid by the Seller Broker. Upon placing the order, the Seller Broker shall provide TRS generated by the stock exchange bidding system to the holder of the Equity Shares. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 8.9.4. Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 8.9.5. 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 the time provided by the Stock Exchange on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 8.9.6. 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.
- 8.9.7. The Eligible Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Offer.
- 8.9.8. The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.
- 8.9.9. The Shareholders holding shares in demat mode are not required to fill any Form of Acceptance unless required by their respective Selling Broker.

8.10. Procedure for tendering the Equity Shares held in physical form:

As per the proviso to Regulation 40(1) of the LODR Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with the press release dated December 3, 2018 and March 27, 2019 issued by SEBI, effective

from April 1, 2019, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form with a Depository. Accordingly, the Eligible Public Shareholders desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized and are advised to approach the concerned DP to have their Equity Shares dematerialized.

8.11. Acceptance of Equity Shares

8.11.1.Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

8.12. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:

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

8.12.2.A Eligible Public Shareholder may participate in the Offer by approaching their broker / Seller Broker and tender the Equity Shares in the Offer as per the procedure mentioned in this Draft Letter of Offer or in the relevant Form of Acceptance.

8.12.3.The Letter of Offer along with Form of Acceptance will be dispatched to all the Eligible Public Shareholders of the Target Company, as appearing in the list of members of the Target Company as on the Identified Date. In case of non-receipt of the Letter of Offer along with Form of Acceptance, such Eligible Public 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.

8.12.4.Alternatively, in case of non-receipt of the Letter of Offer, the Eligible Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in paragraph 8. Such Eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE or NSE which will be made available by BSE and NSE before the closure of the Tendering Period.

8.13. Settlement Process

8.13.1.On closure of the Tendering Period, 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 the Equity Shares transferred to the Clearing Corporation.

8.13.2.The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Seller Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of Clearing Corporation.

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

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

- 8.13.5. The Eligible Public 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 non-acceptance of the Equity Shares under the Offer. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Public Shareholders would be returned to them by the Clearing Corporation.
- 8.13.6. Eligible Public Shareholders who intend to participate in the Offer should consult their respective Seller Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Eligible Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Public Shareholders.
- 8.13.7. Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Offer.
- 8.13.8. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 8.13.9. In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI SAST Regulations) grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

9. COMPLIANCE WITH TAX REQUIREMENTS

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN

OPEN OFFER ON THE RECOGNISED STOCK EXCHANGES IN INDIA, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

9.1 General:

- (a) The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e. income which accrues or arises or deemed to accrue or arise in India) as also income received by such persons in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- (b) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act.
- (c) Further, the non-resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.
- (d) The Income Tax Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- (e) The summary of income-tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

9.2 Classification of Shareholders: Shareholders can be classified under the following categories:

- (a) Resident Shareholders being:
 - i. Individuals, Hindu Undivided Family (**HUF**), Association of Persons ("**AOP**") and Body of Individuals ("**BOI**")
 - ii. Others
- (b) Non-Resident Shareholders being:
 - i. Non-Resident Indians (NRIs)
 - ii. Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - iii. Others:
 - Company
 - Other than company

9.3 Classification of Income: Shares can be classified under the following two categories

- (a) Shares held as investment (Income from transfer taxable under the head "**Capital Gains**")
- (b) Shares held as stock-in-trade (Income from transfer taxable under the head "**Profits and Gains from Business or Profession**")

Gains arising from the transfer of shares may be treated either as "capital gains" or as "business income" for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

9.4 Shares held as investment: As per the provisions of the Income Tax Act, where the shares are held as investments (i.e. capital asset), **income** arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains in the hands of shareholders will be computed as per provisions of Section 48 of the Income Tax Act.

9.5 Period of holding: Depending on the period for which the shares are held, the gains will be taxable as “short-term capital gain” or “long-term capital gain”:

- (a) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“**STCG**”).
- (b) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“**LTCG**”).

9.6 Tendering of Shares in the Offer through a Recognized Stock Exchange in India: Where a transaction for transfer of such equity shares (i.e. acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to Securities Transaction Tax (“**STT**”), then the taxability will be as under (for all categories of shareholders):

- (a) The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after 1 April 2018. Section 112A of the Income Tax Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- (b) The gain accrued on such equity shares till 31 January 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before 1 February 2018 shall be the higher of the following:
 - i. Actual cost of acquisition; or
 - ii. Lower of: (A) fair market value, and (B) full value of consideration received or accruing as a result of the transfer of the shares.

Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on 31 January 2018.

- (c) After taking into account the exemption provided above, LTCG arising from transfer of equity shares, exceeding Rs. 100,000, will be taxable at 10% without allowing the benefit of indexation.
- (d) However, section 112A of the Income Tax Act shall not apply if such equity shares were acquired on or after 1 October 2004 and securities transaction tax (“STT under Chapter VII of the Finance (No. 2) Act, 2004”) was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated 1st October, 2018, providing certain situations wherein section 112A of the Income Tax Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:
 - i. Where acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
 - ii. Where transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions;
 - iii. Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

The notification *inter alia* provides certain exceptions to the above situations where the provisions of Section 112A will not apply.

- (e) Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20%. However, for a resident shareholder, an option is available to pay tax on such LTCG under section 112 at either 20% with indexation or 10% without indexation.
- (f) STCG arising from such transaction will be subject to tax @ 15% under Section 111A of the Income Tax Act.
- (g) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the Income Tax Act. In addition to the above LTCG or STCG tax, applicable Surcharge, Health and Education Cess are leviable (Please refer to Paragraph 9.9 for rate of surcharge and cess).
- (h) Minimum alternate tax (“MAT”) implications will get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.
- (i) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income Tax Act.

9.7 Shares held as Stock-in-Trade: If the shares are held as stock-in-trade by any of the eligible Shareholders of the Target Company, then the gains will be characterized as business income and taxable under the head “Profits and Gains from Business or Profession”.

(a) Resident Shareholders:

Profits of:

- A. Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- B. Domestic companies having turnover or gross receipts not exceeding Rs. 250 crore in the relevant financial year as prescribed will be taxable @ 25%.
- C. For persons other than stated in (A) and (B) above, profits will be taxable @ 30%.

No benefit of indexation by virtue of period of holding will be available in any case.

(b) Non Resident Shareholders

- A. Non-resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant shareholder country but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the Income Tax Act.
- B. Where DTAA provisions are not applicable:
 - For non-resident individuals, HUF, AOP and BOI, profits will be taxable at slab rates
 - For foreign companies, profits will be taxed in India @ 40%
 - For other non-resident Shareholders, such as foreign firms, profits will be taxed in India @ 30%.

In addition to the above, applicable Surcharge, Health and Education Cess are leviable for Resident and Non Resident Shareholders.

9.8 Tax Deduction at Source

(a) In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Acquirer is not required to deduct tax on the consideration payable to resident Shareholders pursuant to the said offer.

(b) *In case of Non-resident Shareholders*

- i. In case of FIIs: Section 196D of the Income Tax Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs.
- ii. In case of other non-resident Shareholders (other than FIIs) holding Equity Shares of the Target Company: Section 195(1) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Shareholders provide a specific mandate in this regard.

Since the Offer is through the stock exchange, the responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Shareholder. The non-resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident Shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

The non-resident Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of gains arising to the non-resident Shareholders pursuant to this Offer. The non-resident Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.9 Rate of Surcharge and Cess

In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under:

(a) *Surcharge*

- i. In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- ii. In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore and @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- iii. In case of individuals, HUF, AOP, BOI: Surcharge @15% is leviable where the total income exceeds Rs. 1 crore and @10% where the total income exceeds Rs. 50 lac but less than Rs. 1 crore.
- iv. In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.

(b) *Cess*

Health and Education Cess @ 4% is currently leviable in all cases

THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES

10. DOCUMENTS FOR INSPECTION

The following documents shall be available for inspection to the Eligible Public Shareholders at the office of the Manager to the Offer situated at ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020. The documents can be inspected during normal business hours (11:00 hours to 17:00 hours) on all working days (except Saturdays, Sundays and bank holidays) during the period from the date of this Draft Letter of Offer, till the closure of the Tendering Period, i.e. Friday, August 2, 2019:

- i. Certified true copies of certificate of incorporation, memorandum and articles of association of the Acquirer;
- ii. Copy of certificate from Batliboi & Purohit, Chartered Accountants (Firm Registration Number: 101048W), having office at National Insurance Building, 204, Dadabhoy Naoroji Road, Fort, Mumbai - 400 001 dated May 29, 2019 certifying that the Acquirer has adequate financial resources for fulfilling the obligations under this Offer;
- iii. Copy of annual reports of the Acquirer for the financial years ending March 31, 2018, March 31, 2017 and March 31, 2016 and audited consolidated financial statements for financial year ended March 31, 2019;
- iv. Copy of annual reports of the Target Company for the financial years ending March 31, 2018, March 31, 2017 and March 31, 2016 and audited financial statements for financial year ended March 31, 2019;
- v. Escrow Agreement between the Acquirer, Manager to the Offer and the Escrow Bank dated May 29, 2019;
- vi. Copy of letter dated May 31, 2019 from Escrow Bank confirming the amount deposited in the Escrow Account;
- vii. Copy of the share purchase agreement dated May 29, 2019 executed by and between the Acquirer, Target Company and the Sellers;
- viii. Copy of Public Announcement dated May 29, 2019;
- ix. Published copy of DPS dated June 5, 2019, published on behalf of the Acquirer on June 6, 2019;
- x. Offer Opening Public Announcement to be published by the Manager to the Offer on behalf of the Acquirer, along with corrigendum (if any);
- xi. Copy of the recommendation to be made by the committee of independent directors of the Target Company, in relation to this Offer; and
- xii. Copy of observation letter no. [●] dated [●] issued by the SEBI containing its comments on this Draft Letter of Offer.

11. DECLARATION BY THE ACQUIRER

- 11.1. The Acquirer accepts full responsibility for the obligations of the Acquirer, as laid down in terms of the SEBI SAST Regulations and for the information contained in this Draft Letter of Offer including the attached Form of Acceptance other than such information as has been obtained from publicly available sources or provided or confirmed by the Target Company.
- 11.2. The Acquirer shall be responsible for fulfilment of its obligations under the Offer and ensuring compliance with the SEBI SAST Regulations in respect of the Offer.
- 11.3. The information contained in this Draft Letter of Offer is as of the date of this Draft Letter of Offer, unless expressly stated otherwise.
- 11.4. The person signing this Draft Letter of Offer on behalf of the board of directors of the Acquirer has been duly and legally authorized by the Acquirer to sign this Draft Letter of Offer.

ISSUED BY THE MANAGER TO THE OFFER

For and on behalf of the Acquirer

Sd/-
Shree Kumar Bangur
Chairman and Managing Director
Place: Mumbai
Date: June 13, 2019

FORM OF ACCEPTANCE CUM ACKNOWLEDGMENT - INTERNATIONAL PAPER APPM LIMITED

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

(Please send this Form of Acceptance with TRS generated by Seller Broker and enclosures to the Registrar to the Offer - Link Intime India Private Limited, at their registered office address provided in the Letter of Offer)

From		
Name:		
Address:		
Tel. No.:	Fax No.:	E-mail:

TENDERING PERIOD FOR THIS OFFER

Opens on: [●]

Closes on: [●]

To,
West Coast Paper Mills Limited
 C/o Link Intime India Private Limited
 Unit - International Paper APPM Limited – Open Offer
 C-101, 247 Park, Lal Bahadur Shastri Marg,
 Vikhroli (West), Mumbai – 400 083
 Tel: + 91 22 49186200
 E-mail ID: internationalpaper.offer@linkintime.co.in
 Contact Person: Sumeet Deshpande
 SEBI Registration No.: INR000004058

Sub: Open offer for acquisition of up to 99,42,510 (ninety nine lakhs forty two thousand five hundred and ten only) fully paid up Equity Shares having a face value Rs. 10/- each, representing 25% of the Voting Share Capital of International Paper APPM Limited (the "Target Company"), from the Eligible Public Shareholders of the Target Company by West Coast Paper Mills Limited ("Acquirer") ("Offer").

Dear Sir,

I / We refer to the Letter of Offer dated June 13, 2019 for acquiring Equity Shares held by me / us in International Paper APPM Limited.

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

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

Name <i>(in BLOCK LETTERS)</i>	Holder	Name of the shareholder(s)	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole / First		
	Second		
	Third		
Contact number(s) of the first holder	Tel No. (with STD Code): Fax No. (with STD Code):		Mobile No.:
Full address of the first holder (with pin code)			
Email address of the first holder			
Date of and place of incorporation (if applicable)			

I / We, the undersigned, have read the Public Announcement, the Detailed Public Statement and the Letter of Offer and understood its contents, terms and conditions, and unconditionally accept it.

For all Eligible Public Shareholders

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

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

I / We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the certification, documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to Acquirer any Offer Price that may be wrongfully received by me/us.

I / We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I / We am / are not debarred from dealing in Equity Shares.

I / We also note and understand that the obligation on the Acquirer to pay the Offer Price arises only after verification of the certification, documents and signatures submitted along with this Form. I / We undertake to return to the Acquirer any Offer Price wrongfully received by me / us.

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

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

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

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

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

Status of shareholders (✓ whichever is applicable):

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

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

FDI route

PIS route

Any other – please specify _____

In case of non-resident Eligible Public Shareholders, I / We confirm that the Equity Shares tendered by me / us are held on

(√ whichever is applicable):

Repatriable basis

Non-repatriable basis

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

No RBI or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI

Copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith

Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

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

No RBI or other regulatory approval is required by me for tendering the Equity Shares in this Offer

Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith

Additional confirmations and enclosures for all shareholders, as applicable

I / We, have enclosed the following documents:

Self-attested copy of PAN card

Self-declaration form in Form 15G / Form 15H, in duplicate copy

Certificate from Income-tax Authorities for deduction of tax at lower or nil rate

For Mutual funds / Banks / Notified Institutions under Section 194A (3)(iii) of the Income Tax Act, copy of relevant registration or notification

'Tax Residency Certificate' issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.

SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

Bank Details

Name of Bank	
Branch Address and PIN Code	
Type of Account	Savings / Current / NRE / NRO / Others (<i>circle whichever is applicable</i>)
Account Number	
9 digit MICR code	
IFS Code (for RTGS / NEFT transfers)	

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

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

Yours faithfully,

Signed and Delivered	Full Name	PAN No.	Signature
1 st Eligible Public Shareholder			
2 nd Eligible Public Shareholder			
3 rd Eligible Public Shareholder			

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

Place:

Date:

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

Acknowledgement Receipt – International Paper APPM Limited - Offer

Received from Mr./Ms./M/s. _____
Form of Acceptance-cum-Acknowledgement for International Paper APPM Limited Offer as per details below: <i>(Delete whichever is not applicable)</i>
Folio No. _____ No. of Equity Share certificates _____ for _____ Equity Shares
Copy of delivery instruction to depository participant of Client ID for _____ Equity Shares

INSTRUCTIONS:

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT TO THE ACQUIRER, THE MANAGER TO THE OFFER OR TO THE TARGET COMPANY.

1. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
2. The Form of Acceptance should be filled up only in English.
3. In case of Equity Shares held in joint names, names should be filled in the same order in this Form of Acceptance as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
4. If non-resident Eligible Public Shareholders had required any approval from the RBI or the Department of Industrial Policy & Promotion, or any other regulatory body in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer. Further, non-resident Eligible Public Shareholders must obtain all approvals required, if any, to tender the Equity Shares in this Offer (including without limitation, the approval from the RBI and the Department of Industrial Policy & Promotion) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable Acquirer to purchase the Equity Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole / first named Eligible Public Shareholder(s) along with all the documents received from them at the time of submission.
6. All the Eligible Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents / remittances sent by or to Eligible Public Shareholders will be at their own risk. Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.
8. All documents/remittances sent by or to the Eligible Public Shareholders will be at their own risk. Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.
9. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Eligible Public Shareholder 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 close of Tendering Period.
10. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:
Shareholders 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, the DPS and the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance in relation to this Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.
11. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8.
12. The Letter of Offer along with the Form of Acceptance 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.
13. The Letter of Offer along with Form of Acceptance will be dispatched/ sent through electronic mail to all the Eligible Public Shareholders. In case of non-receipt of the Letter of Offer, such Eligible Public 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.
14. 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.

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

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



LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West)

Mumbai – 400 083, Maharashtra, India

Telephone: +91 22 4918 6200; Facsimile: +91 22 4918 6195

Website: www.linkintime.co.in

E-mail ID: internationalpaper.offer@linkintime.co.in

Contact Person: Sumeet Deshpande

SEBI Registration No.: INR000004058