

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 15(2) READ WITH REGULATION 13(4) AND 14(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

GENUS PRIME INFRA LIMITED

(Registered Office: 9th K.M Jansath Road, Muzaffarnagar, Uttar Pradesh- 251001)
CIN: L24117UP2000PLC032010

Tel No.: +91 -131- 3201231, Fax No.: +91-131-2661378
Website: www.genusprime.com

Open offer ("Offer") for acquisition of upto 36,59,110 fully paid-up equity shares of face value of Rs.2/- each ("Equity Share"), representing 26% of the fully diluted voting equity share capital ("Voting Share Capital") of Genus Prime Infra Limited ("Target Company"), from the public shareholders of the Target Company by Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Amit Agarwal (collectively referred to as the "Acquirers").
This detailed public statement ("DPS") is being issued by Mefcom Capital Markets Limited, the manager to this Offer ("Manager to the Offer"), on behalf of the Acquirers, in compliance with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), pursuant to the public announcement in relation to this Offer dated July 1, 2014 ("PA") made in terms of Regulations 3(1) & 4 of the SEBI (SAST) Regulations and sent on July 1, 2014 to the BSE Limited ("BSE") and filed with the Securities and Exchange Board of India ("SEBI") and sent to the Target Company at its registered office on July 1, 2014.

I. ACQUIRER, TARGET COMPANY AND THE OFFER

A. Information about the Acquirers

1. Mr. Rajendra Kumar Agarwal (Acquirer)

- a) Mr. Rajendra Kumar Agarwal, son of Sri I.C Agarwal, aged 38 years is residing at 12, Dwarkapuri, Jammalal Bajaj Marg, C-Scheme, Jaipur, 302001, Rajasthan. Phone No.: +91-141-7102400. He holds a Bachelors degree and has gained rich experience in Operational Management, Risk Management & Technology Development.
- b) The Net worth of Mr. Rajendra Kumar Agarwal is Rs. 4,51,89,000/- (Rupees Four Crores Fifty One Lakh and Eighty Nine Thousand only), as certified by M/s. D.Khanna & Associates, Chartered Accountants (Firm Registration No. 012971N), having its office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: +91-141-2372701, 2372752, Fax: +91-141-2372702.
- c) Mr. Rajendra Kumar Agarwal does not hold any equity shares in the Target Company as on the date of Public Announcement, however, he is brother of Mr. Amit Agarwal, one of the Directors of the Target Company and also a Co Acquirer. He is also a promoter of Genus Paper & Boards Limited, one of the seller companies. He is director in below mentioned Companies:

Sl.No.	Name of the Company	Current Designation
1.	Genus Power Infrastructures Ltd.	Mg. Director
2.	Hi-Print Electromack Pvt. Ltd	Director

- d) Mr. Rajendra Kumar Agarwal has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the regulations made under the SEBI Act.

2. Mr. Jitendra Kumar Agarwal (Acquirer)

- a) Mr. Jitendra Kumar Agarwal, son of Sri I.C Agarwal, aged 36 years is residing at A-12, Dwarkapuri, Jammalal Bajaj Marg, C-Scheme, Jaipur, 302001, Rajasthan. Phone No.: +91-141-7102400/500. He holds a Masters degree in Business Administration (Marketing) and has wide experience in diversified business activities.
- b) The Net worth of Mr. Jitendra Kumar Agarwal is Rs. 4,03,89,000/- (Rupees Four Crores Three Lakh and Eighty Nine Thousand only), as certified by M/s. D.Khanna & Associates, Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: +91 141-2372701, 2372752, Fax: +91 141-2372702.
- c) Mr. Jitendra Kumar Agarwal does not hold any equity shares in the Target Company as on the date of Public Announcement, however, he is brother of Mr. Amit Agarwal, one of the Directors of the Target Company and also a Co Acquirer. He is also a promoter of Genus Paper & Boards Limited, one of the seller companies. He is director in below mentioned Companies:

Sl.No.	Name of the Company	Current Designation
1.	Genus Power Infrastructures Ltd.	Whole Time Director
2.	Genus International Commodities Ltd.	Director
3.	Indian Electrical & Electronics Manufacturers Association	Director

- d) Jitendra Kumar Agarwal has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the regulations made under the SEBI Act.

3. Mr. Amit Agarwal (Acquirer)

- a) Mr. Amit Agarwal, son of Sri I.C Agarwal, aged 40 years is residing at 224, Sukhdev Vihar, New Delhi - 110 025 Phone No.: +91 9811189037. He holds a Bachelors degree in Commerce and has more than ten years experience in Apparel business.
- b) The Net worth of Mr. Amit Agarwal is Rs. 3,18,69,840/- (Rupees Three Crore Eighteen Lakhs and Sixty Nine Thousand Eight hundred forty only), as certified by M/s.Pradeep Hari & Co., Chartered Accountants (Firm Registration No. 006542C), having office at Opposite Reserve Police Lines, 10, Civil Lines, Moradabad 244001. Phone: +91-591-3295849, Fax: +91-591-2436415.
- c) Mr. Amit Agarwal does not hold any equity shares in the Target Company as on the date of Public Announcement, however, he is one of the Directors of the Target Company. He is also a promoter of Genus Paper & Boards Limited, one of the seller companies. Besides the Target Company, he is also a director in below mentioned Companies:

Sl.No.	Name of the Company	Current Designation
1.	Genus Apparels Ltd.	Director
2.	Genus International Commodities Ltd.	Director
3.	J C Textiles Pvt. Ltd.	Director
4.	True Home Décor Pvt. Ltd.	Director

- d) Mr. Amit Agarwal has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the regulations made under the SEBI Act.

A.1 Other Information about Acquirer:

- I. There is no agreement amongst the Acquirer and any other persons/ entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired equally by each Acquirer and no other persons/ entities propose to participate in the acquisition.
- II. There are no "Persons Acting in Concert" within the meaning of regulation 2(1) (q) (1) of the Regulations in relation to this Open Offer.

B. Details of selling shareholders, if applicable

I. Details of Sellers are as follows:

S. No.	Name & Address of the Sellers	Nature of Entity	Promoter/ Promoter Group	Listed/ Unlisted*	Shareholding in Target co.	% of paid up and voting capital in T.C.
1.	M/s Genus Paper & Boards Limited, having its Registered office at Kanth Road, Village Aghwanpur, Moradabad, Uttar Pradesh- 244001.	Company	Promoter	Unlisted*	8028826	57.049%
2.	M/s Vivekshil Dealers Private Limited, having its Registered office at Dharam Kanta, Harthala, Moradabad, Uttar Pradesh- 244001.	Company	Promoter	Unlisted	1411405	10.029%
3.	M/s Kailash Industries Limited, having its Registered Office at Opposite Taxi Stand, Rampur Road, Moradabad, Uttar Pradesh, 244001	Company	Promoter Group	Unlisted	7500	0.053%

*Pursuant to the Scheme of Arrangement, which provided for Amalgamation, Demerger and Merger of Genus Power Infrastructure Ltd, Genus Paper Products Ltd and Genus Paper & Boards Limited, as approved by the Hon'ble Court, the shares of Genus Paper & Boards Ltd are to be listed at Bombay Stock Exchange. Permission for listing is awaited.

C. Details of the Target Company

- a. Genus Prime Infra Limited, the Target Company was incorporated with the name 'Gulshan Chemfill Limited' on October 20, 2000, as a public limited company having CIN L24117UP2000PLC032010, under the Companies Act, 1956. Subsequently, the name of the Target Company was changed to its current name, i.e., 'Genus Prime Infra Limited' in the year 2008. The registered office of the Target Company is located at 9TH K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh - 251001. (Source: BSE and MCA websites)
- b. The Equity Shares (ISIN: INE256D01014) are listed on the BSE (Scrip Code: 532425).
- c. The Equity Shares are not traded frequently on the BSE in terms of Regulation 8(2) (e) of the SEBI (SAST) Regulations (further details provided in Part IV below - Offer Price).
- d. The key financial information of the Target Company, as obtained from its audited financial statements for the 12-months period ended March 31, 2014, March 31, 2013 and March 31, 2012. These financial statements have been prepared in accordance with the Indian GAAP.

Particulars	For the 12-months period ended March 31,		
	2014	2013	2012
Total Revenue	0.00	0.00	0.00
Net Income (Net Profit)	(4.72)	(5.39)	(5.07)
Earnings Per Share (EPS) Basic & Diluted	(0.03)	(0.04)	-
Net worth/ Shareholders' Fund	312.51	317.22	322.61

Note: All amounts are in Rs. in Lakh, except per share data which is in Rs. per share.
Source: Annual Reports of the Target Company and financial information filed with the BSE (www.bseindia.com)

- e. The acquirer Mr. Amit Agarwal is a whole time director of the Target Company. He has given an undertaking that pursuant to Regulation 24(4) of the SEBI (SAST) Regulations; he will not participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Offer.

D. Details of the Offer

1. This Offer is being made by the Acquirers to all the public shareholders of the Target Company, to acquire up to 36,59,110 Equity Shares, representing 26% of the Voting Share Capital, as of the 10th working day (with "Working Day" as defined under the SEBI (SAST) Regulations, 2011) from the closure of the tendering period ("Offer Size").
2. This Offer is being made at a price of Rs. 5.50/- (Rupees Five and fifty paise only) ("Offer Price") per Equity Share.
3. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
4. If the aggregate valid responses to this Offer by the public shareholders of the Target Company are more than the Offer Size, then the offers received from the public shareholders of the Target Company will be accepted on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner. The Acquirers will acquire all the Equity Shares validly accepted in this Offer.

5. To the best of the knowledge of the Acquirers, there are no other statutory or other approvals required to complete the acquisition of the Offer Shares as on the date of this DPS except as set out in VI (Statutory and Other Approvals) below. If, however, any statutory or other approval becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s).
6. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 (1) of SEBI (SAST) Regulations.

7. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
8. If the holders of the Equity Shares who are not persons resident in India (including non-resident Indians ("NRIs"), overseas corporate body ("OCB"), and foreign institutional investors ("FIIs") had required any approvals (including from the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB") or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.

9. The Manager to the Offer, Mefcom Capital Markets Limited, does not hold any equity shares in the Target Company as on the date of DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

10. The Acquirers may dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring (including but not limited to amalgamation and/or demerger with its group companies) and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalizing the assets, investments or liabilities of the Target Company and/or its subsidiaries, to improve operational efficiencies and for other commercial reasons. The board of directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company.

11. The Acquirers have given an undertaking that if pursuant to the closure of the Open Offer, the Public Shareholding in the Target falls below 25% of the voting rights/ paid up equity share capital, they shall bring down the non public shareholding to the level specified (i.e. 75% of the paid up equity capital/voting rights) within a period of 12 months from the date of completion of Open Offer as specified under the Securities Contract (Regulation) Rules, 1957 and in accordance with such directions as may be issued by the Stock Exchange on which the shares of the Company are listed (BSE).

II. BACKGROUND TO THE OFFER

1. Pursuant to the SPA, this Open Offer is being made by the Acquirer in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, wherein the Acquirer has agreed to acquire Equity Shares and voting rights in and control over the Target Company.

2. The Acquirers have entered into a Share Purchase Agreement ("SPA") on July 1, 2014 (Tuesday), for acquisition of 94,47,731 fully paid up equity shares of Rs. 2/- each ("Sale Shares"), constituting 67.13% of the total paid-up equity share capital of the Target Company at a price of Rs. 4/- (Rupees Four only) per fully paid-up equity share ("Negotiated Price"), aggregating to Rs 3,77,90,924/- (Rupees Three crore seventy seven lacs ninety thousand nine hundred twenty four only) (Purchase Consideration) payable in cash.

3. The prime object of the Offer is to acquire substantial acquisition of shares, voting rights and control of the Target Company.

4. After the completion of this Offer and pursuant to the transfer of the shares so acquired, the Acquirers will hold the majority of the Equity Shares by virtue of which they will be in a position to exercise effective management and control over the Target Company.

5. The Acquirers propose to continue the existing business of the Target Company in future. The Acquirers intend to expand the Target Company's business activities in same line through exercising the effective management and control over the Target Company. However, no firm plan in this regard has been taken or proposed so far.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirers in the Target Company and the details of its acquisitions are as follows:

S.No	Acquirer	Share holding as on the date of the PA	Equity Shares acquired between the date of the PA and the date of this DPS	Post Offer shareholding		
				Through SPA	Through Offer*	Total
1	Mr. Rajendra Kr. Agarwal	-	-	37,79,731	12,19,704	49,99,435
2	Mr. Jitendra Kr. Agarwal	-	-	28,34,000	12,19,703	40,53,703
3	Mr. Amit Agarwal	-	-	28,34,000	12,19,703	40,53,703
	Total			94,47,731	36,59,110	1,31,06,841

* The number of Equity Shares is to be acquired equally by each Acquirer on the basis of the final number of shares offered in the Offer.

IV. OFFER PRICE

1. The Equity Shares are listed on the BSE.
2. The equity shares of GPIL are not frequently traded shares within the meaning of In terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations and therefore the offer price has been determined taking into account the parameters as set out under regulation 8 (2) (e) of the SEBI (SAST) Regulation. As per the data maintained on the website of the BSE i.e. www.bseindia.com during Twelve (12) calendar months preceding the month in which the PA was made, total annual turnover is less than the prescribed limits, as shown below:

Sl.No	Trading turnover for Preceding 12 months	Turnover / % turnover
1.	Prescribed Turnover for frequently traded shares	1407350 (10% of Total Shares)
2.	Actual Turnover of the Company's Shares	1070350 (7.61% of Total Shares)

3. The Offer Price of Rs. 5.50/- (Rupees five and fifty paise only) per Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

Parameters prescribed under the SEBI (SAST) Regulations for the determining the offer price in case of direct acquisitions, where the equity shares of the Target Company are not frequently traded	Price in Rs
(a) Highest negotiated price per Equity Share under the Share Purchase Agreement.	4.00
(b) Volume- Weighted average price paid by the Acquirers during 52 weeks immediately preceding the date of PA	Not applicable
(c) Highest price paid or payable for any acquisition, whether by the Acquirers during 26 weeks immediately preceding the date of the PA	Not applicable
(d) Volume- weighted average Market Price of the Equity Shares for a period of 60 days immediately preceding the date of the PA as traded on the Stock Exchange where the Maximum volume of trading in Equity shares are recorded during such period.	Not Applicable
(e) The price determined by taking into account valuation parameters including book value, comparable trading multiple, and such other parameters as are customary for valuation of shares of such Co.s.	5.20

In view of the above, in the opinion of the Acquirers and Manager to the Offer, the Offer price of Rs. 5.50/- per equity share being the highest of the prices mentioned above is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations.

(Source: CA certificate dated July 1, 2014 issued by D. Khanna & Associates, Chartered Accountants, firm registration number 012971N)

4. 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: BSE websites)

5. There has been no revision in the Offer Price or to the Offer Size as on the date of this DPS.

6. In the event of acquisition of the Equity Shares by the Acquirers during the Offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers shall not acquire any Equity Shares after the 3rd working day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer.

7. If the Acquirer acquires Equity Shares during the period of twenty six weeks after the closure of 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 Public Shareholders whose Equity Shares have been accepted in this Open Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares in any form.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for this Offer is Rs. 2,01,25,105 /-, assuming full acceptance of this Offer ("Maximum Consideration").

2. The Acquirers have made firm financial arrangements for fulfilling the payment obligations under this Offer and the Acquirers will be able to implement this Offer. The Acquirers have adequate resources to meet the financial requirements of the Offer. The Acquirers have made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 2011. The acquisition will be financed through Internal / personal resources and no borrowings from banks / FIs etc., is being made.

3. D.Khanna & Associates, Chartered Accountants (Firm Registration No. 012971N), having office at G-6, Royal Sundram, Plot No.: 1, Vivekanand Marg, C-Scheme, Jaipur-01. Phone: 141-2372701, 2372752, Fax: 141-2372702; have certified vide their certificate dated July 1, 2014 that Mr. Rajendra Kumar Agarwal & Mr. Jitendra Kumar Agarwal have firm and adequate financial arrangements through cash and cash equivalents to meet the payment obligations under the Offer and will be able to implement the Offer. Also, M/s.Pradeep Hari & Co., Chartered Accountants (Firm Registration No. 006542C), having office at Opposite Reserve Police Lines, 10, Civil Lines, Moradabad 244001, Phone: +91-591-3295849, Fax: +91-591-2436415 certify that Mr. Amit Agarwal has sufficient resources for fulfilling the obligations under this Offer in full.

4. The Acquirers have entered into an escrow agreement (the "Escrow Agreement") with DCB Bank Limited having its registered office at DCB Bank Limited, 601 & 602, Peninsula Business Park, 6th floor, Tower A, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 and acting through its branch at S-484, GK II, New Delhi 110048, ("Escrow Bank") and the Manager to the Offer on July 04, 2014. Pursuant to the Escrow

Agreement, the Acquirers have established an escrow account under the name and title of "MCMC-RKAO-Open Offer Escrow Account" ("Offer Escrow Account") with the Escrow Bank and has made a cash deposit of Rs.50,31,500/- (Rupees fifty lacs thirty one thousand five hundred only) in the Offer Escrow Account which is more than 25% of the Maximum Consideration. The Manager to the Offer has been duly authorized to realize the monies lying to the credit of the Escrow Account in terms of the SEBI (SAST) Regulations.

5. Based on the above, the Manager to the Offer is satisfied that firm financial arrangements for funds and money for payment through verifiable means are in place to fulfill the obligations of the Acquirers under this Offer.

VI. STATUTORY AND OTHER APPROVALS

1. As on the date of this DPS, the Acquirers are not aware of any statutory approvals required by the Acquirers to complete this Offer. However, in case of any statutory approvals being required by the Acquirers at a later date, this Offer shall be subject to such approvals.

2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.

3. In case of delay in receipt of any statutory approvals which may be required by the Acquirers and at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirers agreeing to pay interest to the public shareholders of the Target Company for delay beyond 10 working days at such rate as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers and the PAC have 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.

4. The Acquirers will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory approvals that may become applicable in future for completing this Offer are refused or not obtained. In the event of withdrawal of this Offer, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to the BSE, the SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Nature of Activity	Day & Date
Issue of PA	Tuesday, July 1, 2014
Publication of this DPS in newspapers	Tuesday, July 8, 2014
Last date for filing of the draft Letter of Offer with SEBI	Tuesday, July 15, 2014
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, August 6, 2014
Identified Date*	Friday, August 8, 2014
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company	Thursday, August 14, 2014
Last date for upward revision of the Offer Price and/or the Offer Size	Wednesday, August 20, 2014
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the public shareholders of the Target Company for this Offer	Thursday, August 21, 2014
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where this DPS was published and notification to the SEBI, the BSE and the Target Company at its registered office	Friday, August 22, 2014
Commencement of tendering period	Monday, August 25, 2014
Closure of tendering period	Monday, September 8, 2014
Last date of payment of consideration to the public shareholders of the Target Company whose Equity Shares have been accepted in this Offer	Monday, September 22, 2014
Last date for issue of post-offer advertisement	Monday, September 29, 2014

(*) Date falling on the 10th working day prior to the commencement of the tendering period, for the purposes of determining the public shareholders of the Target Company to whom the Letter of Offer shall be sent. It is clarified that subject to paragraph VI (Statutory and Other Approvals) above, all the public shareholders (registered or unregistered) of the Target Company are eligible to participate in this Offer at any time on or prior to the closure of the tendering period.

VIII. PROCEDURE OF TENDERING THE EQUITY SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

1. All public shareholders holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.

2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company as on the Identified Date or unregistered owners or those who have not received the Letter of Offer, may participate in this Offer by submitting an application on a plain paper giving details set out below and in the Letter of Offer. In the alternate, such holders of the Equity Shares may apply in the form of acceptance-cum-acknowledgement in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (<http://www.sebi.gov.in/>) and Bigshare Services Pvt Limited ("Registrar to the Offer"). The application is to be sent to the Registrar to the Offer at any of the collection centers that shall be mentioned in the Letter of Offer, so as to reach the Registrar to the Offer during business hours on or before 5:00 pm on the date of closure of the tendering period of this Offer, together with:

- (a) In the case of the Equity Shares held in physical form, the name, address, number of the Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original Equity Share certificate(s) and valid transfer deed(s), the original contract note issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents, as may be specified in the Letter of Offer; or

- (b) In the case of the Equity Shares held in dematerialized form, the depository participant ("DP") name, DP ID, account number together with a photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares to the special depository account ("Escrow Demat Account"), as per the details given below:

Depository Participant Name	HDFC Bank Limited
DP ID	IN301549
Client ID	50024183
Account Name	BSPL Escrow A/c - GPIL Open Offer
Depository Name	National Securities Depository Limited (NSDL)

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

IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION

1. The Acquirers accept 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 DPS. All information pertaining to the Target Company has been obtained from publicly available sources.

2. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Mefcom Capital Markets Limited as the Manager to the Offer.

3. Bigshare Services Pvt Limited has been appointed as the Registrar to the Offer, whose details are set out below:

BIGSHARE SERVICES PRIVATE LIMITED
SEBI Reg. No.: INR000001385
E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072.
Tel: +91-22-404 30 200
Fax: +91-22-2847 5207
Website: www.bigshareonline.com
E-Mail: openoffer@bigshareonline.com
Contact Person: Mr. Ashok Shetye

4. This DPS and the PA will also be available on the SEBI website (<http://www.sebi.gov.in/>).

5. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

6. In this DPS, all references to "Rs." are references to the Indian Rupee.

Issued by the Manager to the Offer
For and on behalf of Acquirers:
Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Amit Agarwal, as the Acquirers,