

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of Riddhi Siddhi Gluco Biols Limited (the “**Company**”) as on the Record Date in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the “**Buy Back Regulations**”). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-Back i.e. JM Financial Institutional Securities Limited or the Registrar to the Buy-Back i.e. Link Intime India Private Limited. Please refer to the section on “**Definitions**” for the definition of the capitalized terms used herein.



RIDDHI SIDDHI GLUCO BIOLS LIMITED

CIN: L24110GJ1990PLC013967, **Registered Office and Correspondence Address:** 701, Sakar-1, Opp. Gandhigram Railway Station, Ashram Road, Ahmedabad – 380 009
Tel. No.: +91 79 26581000 ; Fax: +91 79 26580894
E-mail: ahmd@riddhisiddhi.co.in;
Contact Person: Kinjal Shah, Company Secretary & Compliance Officer;
Tel. No.: +91 79 26581000; Fax: +91 79 26580894;
E-mail: kinjal@riddhisiddhi.co.in.

Cash offer to buy back up to 23,69,575 (Twenty Three Lacs Sixty Nine Thousand Five Hundred Seventy Five) fully paid-up equity shares of face value ₹ 10/- each (“**Equity Shares**”), representing 25% of the total number of Equity Shares in the issued, subscribed and paid-up Equity Share capital of the Company, from the fully paid-up equity shareholders/ beneficial owners of the Equity Shares of the Company as on the record date i.e. Friday, August 8, 2014 (“**Record Date**”), other than those who are promoters, members of promoter group, persons in control and persons acting in concert (such shareholders hereinafter referred to collectively as “**Promoter and Promoter Group**”) (it being understood that the “promoter”, “promoter group”, “persons in control” and “persons acting in concert” will be such persons as have been disclosed under the filings made by the Company under the listing agreement and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended), on a proportionate basis, through the “**Tender Offer**” route, at a price of ₹ 450/- (Rupees Four Hundred and Fifty only) per Equity Share for an aggregate amount of ₹ 106,63,08,750 (Rupees One Hundred and Six Crores, Sixty Three Lacs, Eight Thousand Seven Hundred and Fifty Only) (the “**Buy-Back Size**”).

1. The Buy-Back is in accordance with Section 68 and other applicable provisions of the Companies Act, 2013 (the “Companies Act”), the Buy-Back Regulations, Article 41 of the Articles of Association of the Company and is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/ or regulatory authority and which may be agreed to by the Board and/ or any sub-committee thereof.
2. The Buy-Back Size is 10.65 % of the paid-up equity share capital and free reserves (being the net worth of the Company) as per the audited accounts of the Company for the financial year ended March 31, 2014 (the last audited financial statements available

as on the date of the Board meeting recommending the proposal of the Buy-Back) and is within the statutory limits of 25% of the paid-up equity share capital and free reserves as per the last audited financial statements of the Company.

3. This Letter of Offer is sent to the Equity Shareholder of Equity Shares as on the Record Date i.e. Friday, August 8, 2014.
4. The procedure for tendering and settlement is set out in clause 20 on page 33 of this Draft Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “**Tender Form**”) is enclosed together with this Letter of Offer.
5. For mode of payment of consideration to the Equity Shareholders, please refer to clause 20 (ix) on page 34 of Letter of Offer.
6. A copy of the Public Announcement and the Letter of Offer (including the Tender Form) is expected to be available on the website of Securities and Exchange Board of India- <http://www.sebi.gov.in>
7. Equity Shareholders are advised to refer to Details of the Statutory Approvals and Note on Taxation on clause 17 on page 27 and clause 21 on page 38, respectively, of this Letter of Offer, before tendering their Equity Shares in the Buy-Back.

BUY BACK OPENS ON: [●]

BUY BACK CLOSES ON: [●]

LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATION FORMS: [●], [●]

MANAGER TO THE BUY BACK	REGISTRAR TO THE BUY BACK
<p>JM Financial Institutional Securities Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025, Maharashtra, India Tel.: +91 22 6630 3030 Fax: +91 22 6630 3330 Email: grievance.ibd@jmfl.com Website: www.jmfl.com Contact Person: Ms. Lakshmi Lakshmanan SEBI Regn. No.: INM000010361 Validity Period: Permanent Corporate Identity Number: U65192MH1995PLC092522</p>	<p>Link Intime India Private Limited C- 13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078, Maharashtra, India Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 Email: rsgbl.offer@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Pravin Kasare SEBI Regn. No.: INR000004058 Validity Period: Permanent Corporate Identity Number: U67190MH1999PTC118368</p>

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1. SCHEDULE OF ACTIVITIES

Activity	Day and Time
Date of the Board meeting to recommend the proposal for Buy-Back of Equity Shares	Tuesday, May 20, 2014
Date of special resolution by the Equity Shareholders of the Company by way of postal ballot approving the buy back.	Monday, July 21, 2014
Date of publication of Public Announcement for the Buy-Back	Wednesday, July 23, 2014
Record Date for determining the Buy-Back Entitlement and the names of Eligible Persons	Friday, August 8, 2014
Buy-Back opens on / date of opening of Buy-Back	[●]
Buy-Back closes on / date of closing of Buy-Back	[●]
Last date of verification	[●]
Last date of intimation regarding acceptance / non- acceptance of tendered Equity Shares	[●]
Last date of despatch of consideration / share certificate(s) / demat instruction(s)	[●]
Last date of extinguishment of Equity Shares	[●]

2. DEFINITION OF KEY TERMS

Acceptance	Acceptance of fully paid-up Equity Shares tendered by Eligible Persons in the Buy-Back Offer.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Person over and above the Buy-Back Entitlement of such Equity Shareholder
BIFR	Board for Industrial and Financial Reconstruction
Board/Board of Directors	Board of directors of the Company.
BSE	BSE Limited.
Buy-Back/Offer	Offer by Riddhi Siddhi Gluco Biols Limited to buy back up to maximum of 23,69,575 (Twenty Three Lacs Sixty Nine Thousand Five Hundred Seventy Five) fully paid-up Equity Shares of face value of ₹ 10/- each at a price of ₹ 450/- per Equity Share from the fully paid-up equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date, other than those who are part of Promoter and Promoter Group through the Tender Offer route on a proportionate basis
Buy-Back Entitlement	The number of Equity Shares that an Equity Shareholder is entitled to tender in the Buy-Back Offer, based on the number of Equity Shares held by that Equity Shareholder, on the Record Date and the ratio of Buy-Back applicable in the category, to which such Equity Shareholder belongs.
Buy-Back Price	Price at which Equity Shares will be bought back from the Equity Shareholders i.e ₹ 450/- per fully paid up Equity Share, payable in cash.
Buy-Back Regulations	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 including any statutory modifications or re-enactments thereof.
Buy-Back Size	Number of Equity Shares proposed to be bought back (i.e. 23,69,575 Equity Shares) multiplied by the Buy-Back Price (i.e. ₹ 450 per Equity Share) aggregating to ₹ 106,63,08,750 (Rupees One Hundred and Six Crores, Sixty Three Lacs, Eight Thousand, Seven Hundred and Fifty Only).
CDSL	Central Depository Services (India) Limited.

Company	Riddhi Siddhi Gluco Biols Limited.
Companies Act	The Companies Act, 2013, with Rules notified therein as amended.
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Depository Account	A depository account named “[●]” opened by the Registrar with [●].
Directors	Directors of the Company
DP	Depository Participation
Draft Letter of Offer / DLoF	Draft letter of offer, to be filed with SEBI through the Manager to the Buy-Back, containing disclosures in relation to the Buy-Back as specified in SEBI circular CIR/CFD/DCR/2/2012 dated February 9, 2012 of the Buy-Back Regulations.
DTAA	Double taxation avoidance agreement.
Eligible Person(s)	Person(s) eligible to participate in the Buy-Back Offer and would mean all Equity Shareholders other than Promoter and Promoter Group as on the Record Date being August 8, 2014.
Equity Shares	Fully paid up equity shares of face value of ₹ 10/- each of Riddhi Siddhi Gluco Biols Limited
Equity Shareholder	Holders of the fully paid-up Equity Shares and includes beneficial owners thereof.
Escrow Account	The Escrow Account titled “RSGBL-Buy-Back of Equity Shares-Escrow Ac” opened with Yes Bank Limited.
Escrow Agent	Yes Bank Limited.
Escrow Agreement	The escrow agreement dated July 22, 2014 entered into between the Company, Yes Bank Limited and JM Financial Institutional Securities Limited.
FCNR account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, as amended
FERA	Foreign Exchange Regulation Act
FII(s)	Foreign Institutional Investor(s).
GIL	Glaxo India Limited
HUF	Hindu Undivided Family
IT Act / Income Tax Act	Income Tax Act, 1961, as amended.
IDBI	Industrial Development Bank of India
KGGBL	K. G. Gluco Biols Limited
KGGBL Promoters	GIL and KSIIDC
KSIIDC	Karnataka State Industrial Investment and Development Corporation
Letter of Offer	The letter of offer to be filed with SEBI, through the Manager to the Buy-Back, containing disclosures in relation to the Buy-Back as specified in SEBI circular CIR/CFD/DCR/2/2012 dated February 9, 2012 of the Buy-Back Regulations, incorporating any comments that may be received from SEBI on this Draft Letter of Offer.
Manager to the Buy-Back	JM Financial Institutional Securities Limited.
NECs	National Electronic Clearing Services.
Non-Resident	Includes Non-resident Indians (NRI), Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI) and erstwhile Overseas Corporate Bodies

Shareholders	(OCB)
NRE Account	Non-residents external account.
NSDL	National Securities Depository Limited.
Promoter and Promoter Group	promoter, promoter group, persons in control and persons acting in concert with the promoter & promoter group as have been disclosed under the filings made by the Company under the listing agreement and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Public Announcement	Public announcement dated July 22, 2014 regarding the Buy-Back, published on July 23, 2014 in Financial Express (English national daily), Jansatta (Hindi national daily) and Financial Express - Gujarati (regional language daily)
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buy-Back Entitlement and the names of the Eligible Persons to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buy-Back offer in accordance with the Regulations. The Record Date for the Offer is Friday, August 8, 2014.
Registrar to the Buyback	Link Intime India Private Limited.
RF	Roquette Freres
Rules	Rules notified under Companies Act, 2013
SEBI	Securities and Exchange Board of India.
SICA	Sick Industrial Companies Act
Small Shareholder	A shareholder, who holds Equity Shares whose market value, on the basis of closing price on BSE as on the Record Date, is not more than two lakh Rupees.
Stock Exchange	BSE, being the stock exchange where the Equity Shares of the Company are listed.
Sub-Committee of Directors	The Sub Committee comprising Mr. Ganpat L. Chowdhary, Managing Director of the Company, Mr. Sampatraj L. Chowdhary, Whole-time Director of the Company, constituted and authorized for the purposes of the Buy-Back by a resolution dated May 20, 2014 of the Board of Directors.
Tender Form	Form of Acceptance–cum–Acknowledgement
Tender Offer	Method of buy back as defined in Regulation 2(1)(o) of the Buy-Back Regulations.

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-Back commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buy-Back, JM Financial Institutional Securities Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buy-Back Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buy-Back.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buy-Back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, the Manager to the Buy-Back, JM Financial Institutional Securities Limited, has

furnished to SEBI a Due Diligence Certificate dated July 30, 2014 in accordance with Buy-Back Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buy-Back as part of the due diligence carried out by us in connection with the finalization of the public announcement dated July 22, 2014 (the “**Public Announcement**”) and the Draft Letter of Offer dated July 30, 2014 (“**DLoF**”). On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the DLoF are in conformity with the documents, materials and papers relevant to the Buy-Back;
- All the legal requirements connected with the said offer including the SEBI (Buy Back of Securities) Regulations, 1998, as amended, have been duly complied with;
- The disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buy-Back;
- Funds used for Buy-Back shall be as per the provisions of the Companies Act.

The Promoter and Promoter Group of the Company/ Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Persons has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoter and Promoter Group of the Company/Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-Back Regulations.

The Promoter and Promoter Group of the Company/ Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-Back.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buy-Back through tender offer has been duly authorised by a resolution passed by the Board of Directors at its meeting held on May 20, 2014. The text of the relevant resolution passed is given below:

“**RESOLVED THAT** pursuant to Section 68 and other applicable provisions of the Companies Act, 2013 (including any applicable sections of the Companies Act, 1956) (the “**Companies Act**”) and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the “**Buy-Back Regulations**” or the “**Regulations**”), and subject to the adoption by the shareholders of the Company of the new Articles of Association of the Company which empowers the Company to buy-back shares or other specified securities of the Company, approval by the equity shareholders of the Company for buy-back of equity shares in general meeting through postal ballot and any other applicable laws and such other permissions and exemptions as may be required from applicable regulatory and statutory authorities, the Board hereby recommends the proposal to buy-back, on a proportionate basis, from the equity shareholders/ beneficial owners of the equity shares of the Company of face value of ₹ 10 each (the “**Equity Shares**”) as on the record date, other than those who are promoters, members of promoter group, persons in control and persons acting in concert (such shareholders hereinafter referred to collectively as “**Persons in Control**”) (it being understood that the “promoter”, “promoter group”, “persons in control” and “persons acting in concert” will be such persons as have been disclosed under the filings made by the Company under the listing agreement and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended) up to 23,69,575 (Twenty Three Lacs Sixty Nine Thousand Five Hundred Seventy Five) equity shares of the face value of ₹ 10 each (the “**Maximum Buy-Back Shares**”) (representing 25% of the total paid-up equity share capital of the Company) at a price not exceeding ₹ 450 (Rupees Four Hundred and Fifty only) per Equity Share (the “**Maximum Buy-Back Price**”) payable in cash

for a total consideration not exceeding ₹ 10,663.09 lacs (Rupees One Hundred and Six Crores Sixty Three Lacs Nine Thousand only) (the “**Maximum Buy-Back Size**”), which is less than 25% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2014, through the “Tender Offer” route as prescribed under the Buy-Back Regulations (the process being referred hereinafter as “**Buy-Back**”).

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company for buy-back of the Equity Shares of the Company through postal ballot, the Board of Directors of the Company or a duly authorised committee thereof shall be authorised to determine subsequently the specific price at which the buy-back may be made.

RESOLVED FURTHER THAT the Buy-Back shall have a reservation for small shareholders in terms of the Buy-Back Regulations.

RESOLVED FURTHER THAT the Buy-Back would be subject to the conditions for continuous listing prescribed in terms of Clause 40A of the listing agreement between the Company and the Stock Exchanges for maintaining a minimum public shareholding of 25% of the total paid-up equity share capital of the Company.

RESOLVED FURTHER THAT the amount required by the Company for the Buy-Back is intended to be met out of current surplus and/ or cash and cash equivalents and/ or internal accruals, and/ or liquid resources of the Company and/ or such other sources as the Board or a duly authorized committee thereof may decide from time to time.

RESOLVED FURTHER THAT the Sub-Committee of Directors be and is authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper with regard to the implementation of the Buy-Back, including inter alia:

- (i) to finalize the terms of the Buy-Back including determining the specific price at which the Equity Shares will be purchased, record date, entitlement ratio etc.;
- (ii) to appoint the representatives, intermediaries, agents and advisors required in relation to the Buy-Back including but not limited to the Compliance Officer, Managers to the Offer, Escrow Banks, Tax Consultant, Legal Advisors and Advertisement Agency.
- (iii) to prepare, date, make alterations, additions, deletions, variations, amendments or corrections to and approve/ file the final public announcement, draft letter of offer and final letter of offer;
- (iv) to accept/ approve transfer/ transmission of Equity Shares received under and in connection with the Buy-Back and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient or proper in this regard.
- (v) to open, operate and close the requisite depository account(s), escrow account(s), special account(s) and any other bank account(s) for the purpose of the Buy-Back and authorize persons to operate the said accounts;
- (vi) to arrange for bank guarantees as may be necessary for the Buy-Back in accordance with applicable law;
- (vii) to decide on the timeline for the Buy-Back including dates for opening and closing of the Buy-Back;
- (viii) to create and maintain requisite statutory registers and records (including but not limited to the ‘Register of Securities Bought Back’) and to furnish requisite returns to appropriate authorities (including but not limited to filing of the ‘Return of Buy-Back’ with the Registrar of Companies);
- (ix) to make and approve appropriate disclosures (including draft letter of offer and letter of offer) pursuant to the provisions of Regulation 8(4) of the Buy-Back Regulations or public announcements, including public announcement to be made pursuant to the provisions of Regulation 8(1) of the Buy-Back Regulations, that may be required

- under the Buy-Back Regulations or any other applicable laws or as required by any regulatory or statutory authority or otherwise;
- (x) to approve, execute and file or issue all necessary applications, intimations, disclosures, announcements, documents, declarations, undertakings, forms and reports with the appropriate authorities or any third parties as may be relevant (including on behalf of the Persons in Control) including but not limited to the declaration of solvency certificate, compliance certificate, certificate of extinguishment and physical destruction of share certificates;
 - (xi) to undertake/ authorize activities relating to extinguishment of Equity Shares;
 - (xii) to approve any further modifications to the postal ballot notice as approved in this board meeting
 - (xiii) to fix record date i.e. 23rd May, 2014 a date for the purpose of identifying shareholders to whom postal ballot notice along with explanatory statement would be sent;
 - (xiv) to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-Back;
 - (xv) to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and
 - (xvi) to delegate all or any of the authorities conferred as above to any Director(s)/ officer(s)/ authorized representative(s) of the Company, as permitted by applicable law.

RESOLVED FURTHER THAT the following confirmation be and is hereby made by the Board:

- (i) that the Company shall not purchase Equity Shares under the Buy-Back from the Persons in Control.
- (ii) that all the Equity Shares of the Company are fully paid-up;
- (iii) that the Company shall not buy-back any locked-in Equity Shares and non transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- (iv) that the Company will not buy-back its Equity Shares from any person through negotiated deals, whether on or off the stock exchange or through spot transactions or through any private arrangement.
- (v) that the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- (vi) that the Company shall not issue any Equity Shares including by way of bonus, conversion of an outstanding convertible instrument, stock options or otherwise till the date of closure of the Buy-Back offer.
- (vii) that the Company shall not raise further capital for a period of one year from the closure of Buy-Back offer.
- (viii) that the Company shall not make any offer of buy-back within a period of one year reckoned from the date of closure of the Buy-Back.
- (ix) that the Buy-Back will not exceed 25% of the total paid-up equity capital of the Company in any financial year.
- (x) that there is no default in compliance of the provisions with Sections 92, 123, 127 and 129 of the Act.
- (xi) that the ratio of the aggregate of secured and unsecured debts owed by the Company after Buy-Back is not more than twice the paid-up capital and free reserves of the Company.
- (xii) that there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act outstanding as on date.

RESOLVED FURTHER THAT the Declaration of Solvency certificate indicating that the Company is capable of meeting its liabilities and will not be rendered insolvent within a period of one year from the date of adoption of such certificate shall be taken on record by the Board of Directors before making the public announcement for the Buy-Back.

RESOLVED FURTHER THAT the approval of the shareholders by Postal Ballot for the Buy-Back be obtained and the Sub-Committee of Directors be and is hereby authorized to carry out all incidental activities in connection with the obtaining approval of shareholders by a Special Resolution through Postal Ballot.

RESOLVED FURTHER THAT Mr. Kinjal Shah, Company Secretary be and is hereby appointed as Compliance Officer under the Regulations who shall co-ordinate the activities for the Buy-Back with the Merchant Banker, Escrow Bank, Registrar, Advertising Agency, Tax Advisor, SEBI, Stock Exchanges, Registrar of Companies, shareholders of the Company, and other connected intermediaries, agencies and regulatory authorities, as may be required under the Regulations.

RESOLVED FURTHER THAT, subject to the authorities conferred/delegated above, Mr. Ganpat L. Chowdhary, Mr. Sampatraj L. Chowdhary, Mr. Mukesh Jain and Mr. Kinjal Shah be and are hereby severally authorised to do all such acts and deeds, matters and things that may be required in connection with the Buy-Back or for matters incidental thereto, filing all such documents, declarations and undertakings with appropriate authorities and completing such other formalities as may be required for the Buy-Back.

RESOLVED FURTHER THAT the Common Seal of the Company, if necessary, may be affixed in terms of its Articles of Association to such documents as are required to be so affixed for the purpose of this Buy-Back arrangement in the presence of anyone of Mr. Ganpat L. Chowdhary, Mr. Sampatraj L. Chowdhary or Mr. Mukesh Jain / Mr. Kinjal Shah who shall sign the same as token of his presence.”

RESOLVED THAT the Board of Directors of the Company has made full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- i. immediately following the date of convening of the meeting of the Board at which the buy-back of the Company's equity shares is approved (“**Board Meeting**”) and the date on which the results of the postal ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- ii. as regards the Company's prospects for the year immediately following the date of Board Meeting and the year immediately following the date on which the results of the postal ballot will be declared that, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board of Directors (the “**Board**”), be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year of the Board Meeting approving the Buy-Back or within one year from the date on which the results of the postal ballot will be declared, as the case may be;
- iii. In forming its opinion for the above purposes, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 2013(including prospective and contingent liabilities)

RESOLVED FURTHER THAT in terms of Section 68(6) of the Act read with Regulation 8(7) of the Buy-Back Regulations, the Board do adopt the Statement of Assets and Liabilities as required under Form No. SH.9 as at March 31, 2014 as per the draft placed before the Board and that the same be signed by Mr. Ganpat L. Chowdhary and Mr. Sampatraj L. Chowdhary, and the said Statement of Assets and Liabilities be appended to the Declaration of Solvency

to be filed with the Registrar of Companies, the Securities and Exchange Board of India and any other authority as maybe required.

RESOLVED FURTHER THAT the above said signatories to the Declaration of Solvency do swear to an affidavit as required under Section 68(6) of the Act.

RESOLVED FURTHER THAT in accordance with the provision of Section 68(6) of the Act such Declaration of Solvency along with annexures thereof including an Affidavit, as placed before the Board, be and hereby approved, and Mr. Ganpat L. Chowdhary and Mr. Sampatraj L. Chowdhary be and are hereby authorized to sign and execute the same and any one of them or Mr. Kinjal Shah, Company Secretary is authorized to deliver the same to the appropriate authorities and arrange to file the same with the Registrar of Companies, the Securities and Exchange Board of India and any other authority as may be required.

RESOLVED FURTHER THAT in terms of provisions of section 68 of the Companies Act the Company shall buy back fully paid up shares only.

RESOLVED FURTHER THAT Buy Back from shareholders who are persons resident outside India including the Foreign Institutional Investors/ Foreign Portfolio Investors, Overseas Corporate Bodies, if any shall be subject to such approvals, if and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 and Rules and Regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board confirms that there are no defaults made by the Company in the repayment of deposits accepted, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institutions or banks.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the buy back.

RESOLVED FURTHER THAT Mr. Ganpatraj L. Chowdhary and Mr. Sampatraj L. Chowdhary be and is hereby appointed to constitute a Sub-Committee of the Board of Directors named as "Sub-Committee of Directors" for the purpose of Buy-Back of Equity Shares of the Company."

The text of the resolution of the Sub-Committee passed on July 22, 2014 to fix the price of Buy-Back is given below:

RESOLVED THAT pursuant to the authority granted by the Board in their meeting held on 20th May, 2014 in relation to the Buy-Back up to 23,69,575 equity shares from the equity shareholders/ beneficial owners of fully paid Equity Shares of the Company, on a proportionate basis, through the tender offer, the Sub-Committee hereby fixes the price of ₹ 450/- per Equity Share (Rupees Four Hundred Fifty) for the said equity shares, payable in cash which is equal to the maximum buy-back price approved by the Equity Shareholders, aggregating to a maximum amount of ₹ 106,63,08,750/- (Rupees One Hundred and Six Crores Sixty Three Lacs Eight Thousand Seven Hundred Fifty Only).

RESOLVED FURTHER THAT any one of the Directors or Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be required in this matter on behalf of the Company."

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

As per Regulation 8(1) of the Buy-Back Regulations, the Company has made a Public Announcement dated July 22, 2014 for the Buy-Back of Equity Shares published on July 23, 2014 in the following newspapers, which is within two working days from the date of passing the special resolution by the Equity Shareholders of the Company approving the Buy-Back through postal ballot, the result of which was declared on July 21, 2014.

Name of the Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Financial Express	Gujarati	Ahmedabad

(A copy of the Public Announcement is to be available on the SEBI website at www.sebi.gov.in)

6. DETAILS OF THE BUY BACK

- I. Riddhi Siddhi Gluco Biols Limited has announced the buyback of up to 23,69,575 (Twenty Three Lacs Sixty Nine Thousand Five Hundred Seventy Five) fully paid-up Equity Shares of face value of ₹ 10/- each from all the Equity Shareholders of the Company other than those who are part of Promoter and Promoter Group as on the Record Date, on a proportionate basis, through the Tender Offer route, subject to compliance with the provisions of Section 68 and other applicable provisions of the Companies Act, 2013 (including any applicable sections of the Companies Act, 1956) (the "Companies Act"), the Buy-Back Regulations, the listing agreement entered by the Company with the BSE, other applicable rules and regulations, at the Buy-Back Price payable in cash, for an aggregate maximum amount of ₹ 106,63,08,750 (Rupees One Hundred and Six Crores, Sixty Three Lacs, Eight Thousand, Seven Hundred and Fifty Only), which amounts to 10.65% of the paid-up equity share capital and free reserves of the Company as at March 31, 2014 (the last audited financial statements of the Company available as on the date of the Board meeting recommending the proposal of the Buy-Back) and is within the statutory limit of 25% of the paid-up equity share capital and free reserves as per the last audited financial statements of the Company. The maximum number of Equity Shares proposed to be bought back represents 25% of the total paid-up equity share capital of the Company. The Buy-Back Size does not include any expenses incurred or to be incurred for the Buy-Back like SEBI filing fees, advisors fees, Public Announcement publication expenses, printing & dispatch expenses and other incidental and related expenses.

The Buy-Back is proposed to be implemented by the Company through Tender Offer route from the Equity Shareholders on a proportionate basis; provided, however, 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per their shareholding, whichever is higher, shall be reserved for Small Shareholders. (As per Buy-Back Regulations, small shareholder means a shareholder who holds equity shares having market value, on the basis of closing price on BSE as on Record Date, of not more than Two Lac Rupees)

- II. The aggregate shareholding of the Promoter and Promoter Group in the Company as on the date of Public Announcement i.e. July 22, 2014 is as under:

Sr. No.	Name of Shareholders	No. of equity shares	% of equity shares
1	Rajuldevi Chowdhary	3,98,620	4.21%
2	Shrenikkumar S Chowdhary	25,000	0.26%
3	Safari Biotech Pvt.Ltd.	2,00,000	2.11%
4	Telecon Infotech Pvt.Ltd.	2,00,000	2.11%

Sr. No.	Name of Shareholders	No. of equity shares	% of equity shares
5	Ganpatraj L. Chowdhary	25,010	0.26%
6	Vicas Vehicles Pvt. Ltd.	10,21,943	10.78%
7	Creelotex Engineers Pvt. Ltd.	11,05,748	11.67%
8	Ganpatraj L. Chawdhary-HUF	4,15,808	4.39%
9	Vascroft Design Private Limited	5,00,000	5.28%
10	Ganpatraj L. Chowdhary	1,95,000	2.06%
11	Sampatraj L. Chowdhary	1,85,000	1.95%
12	Shankarlal L. Chowdhary	1,44,800	1.53%
13	Pushpadevi S. Chowdhary	69,900	0.74%
14	Parvatiben S. Chowdhary	65,000	0.69%
15	Shankarlal L. Chowdhary	50,000	0.53%
16	Pushpadevi S. Chowdhary	35,000	0.37%
17	Mukesh S. Chowdhary	25,000	0.26%
18	Shankarlal L. Chowdhary	24,900	0.26%
19	Shripalkumar S. Chowdhary	20,000	0.21%
20	Siddharth G. Chowdhary	20,000	0.21%
21	Mukesh S. Chowdhary	17,903	0.19%
22	Sampatraj L. Chowdhary	15,000	0.16%
23	Mukesh S. Chowdhary	10,000	0.11%
24	Parvatiben S. Chowdhary	10,000	0.11%
25	Shrenikkumar S. Chowdhary	10,000	0.11%
TOTAL		47,89,632	50.53%

III. Aggregate shareholding of the directors of the Promoter and Promoter Group companies in the Company as on the date of Public Announcement i.e. July 22, 2014 is as under:

a) Shareholding of Directors of Safari Biotech Private Limited

Sr. No.	Name	Equity Shares	% of Shareholding
1	Shripalkumar S. Chowdhary	20,000	0.21%
2	Siddharth G. Chowdhary	20,000	0.21%
Total		40,000	0.42%

b) Shareholding of Directors of Telecon Infotech Private Limited

Sr. No.	Name	Equity Shares	% of Shareholding
1	Shripalkumar S. Chowdhary	20,000	0.21%
2	Siddharth G. Chowdhary	20,000	0.21%
Total		40,000	0.42%

c) Shareholding of Directors of Vicas Vehicles Private Limited

Sr. No.	Name	Equity Shares	% of Shareholding
1	Ganpatraj L. Chowdhary	2,20,010	2.32%
2	Rajuldevi G. Chowdhary	3,98,620	4.21%
Total		6,18,630	6.53%

d) Shareholding of Directors of Creelotex Engineers Private Limited

Sr. No.	Name	Equity Shares	% of Shareholding
1	Ganpatraj L. Chowdhary	2,20,010	2.32%
2	Rajuldevi G. Chowdhary	3,98,620	4.21%
Total		6,18,630	6.53%

e) Shareholding of Directors of Vascroft Design Private Limited

Sr. No.	Name	Equity Shares	% of Shareholding
1	Ganpatraj L. Chowdhary	2,20,010	2.32%
2	Sampatraj L. Chowdhary	2,00,000	2.11%
3	Mukesh S. Chowdhary	52,903	0.56%
Total		4,72,913	4.99%

- IV. The Promoter and Promoter Group vide their letter dated July 22, 2014 confirmed that they will not tender their shares in the Buy-Back
- V. Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buy-Back Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buy-Back will increase to 67.38% of the post Buy-Back Equity Share capital of the Company. Post Buy-Back non-Promoter and Promoter Group Shareholding of the Company shall not fall below the minimum level required as per the listing conditions/agreement

7. AUTHORITY FOR THE BUY BACK

Pursuant to the provisions of Section 68 and all other applicable provisions, if any, of the Companies Act, and in accordance with Article 41 of the Articles of Association of and subject to the provisions of the Buy-Back Regulations, and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof, the Buy-Back through a tender offer has been duly authorised by:

- (i) Resolution passed by the Board of Directors at its meeting held on May 20, 2014.
- (ii) A special resolution passed by the members of the Company. The notice dated May 20, 2014 along with the explanatory statement in terms of section 102 of the Companies Act for the special resolution in respect of the Buy-Back containing the disclosures as required under Part A of Schedule II of the Buy-Back Regulations was sent to all members of the Company. The result of the postal ballot was announced on July 21, 2014, which is the date when the special resolution is deemed to have been passed by the members of the Company.

8. NECESSITY OF THE BUY BACK

The objective of the Buy-Back is to return surplus cash to the Equity Shareholders of the Company. The Buy-Back through Tender Offer route as specified under the Buy-Back

Regulations gives an option to all the Equity Shareholders to receive the surplus cash by participating in the Buy-Back.

With an objective to reduce outstanding number of shares and return surplus funds to the Equity Shareholders of the Company in an efficient and investor friendly manner, the Board of Directors of the Company has decided to recommend Buy-Back of fully paid-up Equity Shares. The Buy-Back is a more efficient form of distributing surplus cash to the Equity Shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

- (i) The Buy-Back gives an option to the Equity Shareholders to either participate in the Buy-Back and receive cash in lieu of Equity Shares accepted under the Buy-Back or not participate in the Buy-Back and enjoy a resultant increase in their percentage shareholding in the Company post the Buy-Back;
- (ii) The Buy-Back would help in improving certain key financial ratios of the Company;
- (iii) The Buy-Back, which is being implemented through the Tender Offer route as prescribed under the Buy-Back Regulations, would involve a reservation for small shareholders as defined in the Buy-Back Regulations.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY BACK ON THE COMPANY

- (i) The Buy-Back is not likely to cause any material impact on the profitability/earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buy-Back Entitlement, the funds deployed by the Company towards the Buy-Back would be ₹ 106,63,08,750 (Rupees One Hundred and Six Crores, Sixty Three Lacs, Eight Thousand, Seven Hundred and Fifty Only).
- (ii) In terms of the Buy-Back Regulations, under the tender offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buy-Back. However, the members of the Promoter and Promoter Group have confirmed vide their letter dated July 22, 2014, that they will not tender their shares in the Buy-Back.
- (iii) Furthermore, as confirmed in the scrutinizer's report, none of the members of the Promoter and Promoter Group have voted in the postal ballot process for the Buy-Back.
- (iv) Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buy-Back Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buy-Back will increase to 67.38% from pre Buy-Back shareholding of 50.53%.
- (v) Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buy-Back Entitlement, the aggregate shareholding of the public post Buy-Back shall decrease to 32.62% from 49.47% of pre Buy-Back shareholding.
- (vi) The Buy-Back of Equity Shares shall not result in a change in control or otherwise affect the existing management structure of the Company.
- (vii) Consequent to the Buy-Back and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.
- (viii) The debt-equity ratio post Buy-Back shall be compliant with the permissible limit of 2:1 prescribed by the Companies Act even if the response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buy-Back Entitlement.

- (ix) The Buy-Back is not expected to impact growth opportunities for the Company.
- (x) The Promoter and Promoter Group of the Company shall not deal in the Equity Shares of the Company on BSE or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoter and Promoter Group during the period from the date of passing the special resolution through postal ballot till the closing of the Offer.
- (xi) The Company shall not raise further capital for a period of one year from the closure of the Buy-Back except in discharge of its subsisting obligations.
- (xii) The Company shall not issue bonus shares during the period of the Buy-Back.
- (xiii) Salient financial parameters consequent to the Buy-Back based on the latest audited results as on March 31, 2014 are as under:

Parameters (based upon audited results for the year ended on 31 st March, 2014)	Pre Buy-Back	Post Buy-Back ^(f)
Net Worth (₹ in lacs) ^{(a) to (e)}	101,084.14	90,421.05
Return on Net Worth (%)	0.46%	0.52%
Earnings Per Share (in ₹)	4.45	5.94
Book Value per Equity Share (in ₹)	1,061.20	1,264.94
P/E as per latest audited financial results	54.79	41.09
Total Debt/Equity Ratio	0.14	0.15

- (a) Net Worth is as per Section 2(57) of the Companies Act. It does not include the following:

Particulars	Year ended on 31 st March, 2014
Capital Reserve created from amalgamation	₹ 574.05 lacs
Cancellation of Equity shares as per scheme of arrangement	₹ 166.31 lacs
Revaluation reserves not created out of profit	Nil
Miscellaneous expenditure to the extent not written off	Nil
Government Capital Subsidy	₹ 568.10 lacs

- (b) The Company has commodity trade receivables amounting to ₹ 7,623.55 lacs as on March 31, 2014 pertaining to various commodities contracts executed through brokers on the National Spot Exchange Limited (NSEL). Over past few months, NSEL is unable to fulfill its scheduled payment obligations as agreed by them. Consequently, the Company has pursued a legal action against NSEL through NSEL Investor Forum which has also filed complaint in Economic Offences Wing of Mumbai (EOW). Considering the recent development and action taken by EOW against various borrowers of NSEL, the Company believes that it shall recover the outstanding dues over a period of time and therefore, the management believes that no provision is required to be made as of March 31, 2014. The Company has received ₹ 5.79 lacs between year ending March 31, 2014 and date of adoption of results by the Board of Directors.

The Statutory Auditors have qualified their Audit Report regarding inability to determine the amount of provision for doubtful receivable on the above matter for the year ended on 31st March 2014.

- (c) The Company's fixed assets include windmills having generating capacity of 33.15 MW and carrying amount of ₹ 13,384.43 lacs as at 31st March, 2014. The Company has entered into long term Power Purchase Agreement (PPA) in 2012 with State Distribution Corporations (Discoms) for a period ranging from 13-25 years based on a substantially fixed tariff per unit.

An incessantly lower Plant Load Factor (PLF) of windmills than expected over last few years of operations due to non-availability of grid and land related issues has triggered assessment of recoverable amount of the windmills in terms of Accounting Standard (AS) 28, Impairment of Assets. For the purpose of said assessment, windmills considered as a cash generating unit. For the purpose of cash generating unit management has concluded that each of the windmill cannot be a cash generating unit, windmill farm at each location would be an appropriate cash generating unit. The 'Recoverable Amount' of windmills measured on the basis of its Value in Use by estimating the future cash inflows over the estimated useful life of the windmills. The cash flow projections are based on estimates and assumptions relating to tariff, operational performance of the windmills, recovery of damages from supplier for under performance of the windmills, inflation, terminal value etc., which are considered reasonable by the management.

On a careful evaluation of the aforesaid factors, the management has concluded that the Recoverable Amounts of the windmills are higher than their carrying amounts as at 31st March, 2014. In case, these estimates and assumptions change in future, there could be a corresponding impact on the Recoverable Amounts of the windmills.

The Statutory Auditors have invited attention to this note in their Audit Report for the year ended on 31st March 2014.

- (d) On September 22 and 23, 2011, the Company was subjected to Search, Survey and Seizure operation by the Income Tax Department under section 132 and 133 of the Income Tax Act, 1961 ("the Act"). Subsequent to the above, during the year ended on March 31, 2012, the Company had made disclosure of an unaccounted income of ₹ 1,609.75 lacs under section 132(4) of the Act and the same had been shown as "exceptional item" under Discontinuing Operations in the Statement of Profit and Loss and the unaccounted income of ₹ 1,609.75 lacs had been accounted as utilized towards land development at Gokak factory premises during the year ended on March 31, 2012. The return of Income for the Assessment Year 2012-13 has been filed accordingly and the Company has provided for the resultant tax liability. In March 2014, the assessment is completed and there are no significant adverse findings during assessment.

Based on the decision of Appellate authorities and the interpretation of relevant provision, the Management of the Company has assessed that the demand is likely to be either deleted or substantially reduced and accordingly no provision is required to be made in the books of accounts.

The Statutory auditors have qualified their audit report for the year ended 31st March 2012 and 31st March 2013 respectively.

- (e) Balance in Reserves and Surplus include the amount of ₹ 63,635.75 lacs towards profit on sale of corn processing business. The Company has transferred the same into General Reserve pursuant to the scheme of demerger based upon the order of High Court.
- (f) Post buy back numbers are derived after adjusting the 2,369,575 number of equity shares, being the maximum number of equity shares proposed for buy back and ₹ 106,63,08,750 being the maximum amount proposed for buy back of equity shares by the board of directors in their board meeting dated 20th May 2014.
- (xiv) Company in its Board Meeting dated May 20, 2014 has recommended divided of ₹ 3/- each per Equity Share subject to shareholder approval. Company has announced August 8, 2014

as the record date for the same. Net worth and cash resources of the Company will reduce to the extent dividend is paid out by the Company.

10. BASIS OF CALCULATING THE BUY-BACK PRICE

- (i) The Equity Shares of the Company are proposed to be bought back at a price of ₹ 450 per share (“**Buy-Back Price**”)
- (ii) The Buy-Back Price has been arrived at after considering various factors such as average closing prices of the equity shares of the Company on BSE Limited where the equity shares of the Company are listed. The Buy-Back Price of ₹ 450 per equity share represents a premium of 73.26% over the average closing prices of the Company’s equity shares on BSE Limited for 3 months preceding the date of the Board Meeting and 42.42% over the average closing prices of the Company’s equity shares on BSE Limited for 2 weeks preceding the date of the Board Meeting to consider the proposal of the Buy-Back.

11. SOURCES OF FUNDS FOR THE BUY BACK

- (i) Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy-Back would be ₹ 106,63,08,750 (Rupees One Hundred and Six Crores, Sixty Three Lacs, Eight Thousand, Seven Hundred and Fifty Only).
- (ii) The funds for the Buy-Back will be sourced from cash balances available with the Company and/or liquidation of financial instruments held by the Company. The Company does not intend to raise additional debt for the explicit purposes of the Buy-Back. Thus, borrowed funds will not be used for the Buy-Back.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- (i) In accordance with Regulation 10 of the Buy-Back Regulations, the Company has opened the Escrow Account as per the terms of Escrow Agreement. In terms of the Buy-Back Regulations, the Manager to the Buy-Back has been empowered to operate the said Escrow Account.
- (ii) The Company has adequate and firm financial resources to fulfill the obligations under the Buy-Back and the same has been certified by M/s. Deopura & Kabra, independent chartered accountants, having its office at 302, 3rd Floor, Haash Complex, Nr. Police Line, Nagri Hospital – Law Garden Road, Ellisbridge, Ahmedabad – 380 006. Telephone: +91 79 2644 5905; Membership No.:120315 Firm Registration No.: 127163W *vide* a certificate dated July 20, 2014.
- (iii) Based on the aforementioned certificate, the Manager to the Buy-Back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-Back are in place and that the Company has the ability to implement the Buy-Back in accordance with the Buy-Back Regulations.
- (iv) Further, the Company shall deposit the applicable amount as specified in Regulation 10(2) of the Buy-Back Regulations in the Escrow Account before opening of the Buy-Back.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- (i) The present capital structure of the Company is as follows :

(₹ In Lacs)	
Parameters	Pre-Buy-Back
Authorized Share Capital	
14,000,000 Equity shares of ₹ 10/- each	1,400.00

12,000,000 Preference Shares of ₹ 10/- each	1,200.00
Issued, Subscribed and Paid-up Share Capital	
94,78,300 Equity Shares of ₹10/- each	947.83
Less: Calls in arrears- other than directors	0.35
	947.48
5,000,000 8% Non Cumulative Redeemable Preference Share of ₹ 10/- each fully paid up	500.00

- (ii) Assuming full acceptance in the Buy-Back, the capital structure of the Company post Buy-Back would be as follows :

(₹ In Lacs)

Parameters	Post-Buy-Back
Authorized Share Capital	
14,000,000 Equity shares of ₹ 10/- each	1,400.00
12,000,000 Preference Shares of ₹ 10/- each	1,200.00
Issued, Subscribed and Paid-up Share Capital	
71,08,725 Equity Shares of ₹10/- each	710.87
Less: Calls in arrears- other than directors	0.35
	710.52
5,000,000 8% Non Cumulative Redeemable Preference Share of ₹ 10/- each fully paid up	500.00

- (iii) The Company did not implement any buy-back programme in the last three years.
- (iv) There are no partly paid up equity shares except as provided in 13 (v) below or outstanding convertible instruments.
- (v) As of March 31, 2014, Company has an amount of ₹ 0.35 lacs outstanding under calls in arrears. These calls in arrears pertain to 7,000 shares held by shareholders other than the Directors, Officers and Promoter and Promoter Group of the Company. Letter of Offer will be sent to shareholders of fully paid up Equity Shares only. Accordingly, these shareholders of 7,000 shares will not be eligible to participate in the Buy-Back.
- (vi) The shareholding pattern of the Company pre-Buy-Back as on August 8, 2014 (the Record Date) as well as the post Buy-Back shareholding are as follows:

Category of Shareholder	Pre Buy-Back		Post Buy-Back #	
	No. of Shares	% to the existing Equity Share capital	No. of Shares	% to post Buy-Back Equity Share capital
Promoter and Promoter Group	[•]	[•]	[•]	[•]
Foreign Investors (Including Non-Resident Indians, FIIs and Foreign Mutual Funds)	[•]	[•]		
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions	[•]	[•]	[•]	[•]
Others (Public, Public Bodies Corporate etc.)	[•]	[•]		
Total	[•]	100.00	[•]	100.00

Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders of the Equity Shares up to their Buy-Back Entitlement.

- (vii) There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- (viii) Assuming response to the Buy-Back is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buy-Back Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buy-Back will increase to 67.38% from pre Buy-Back shareholding of 50.53%.
- (ix) No Equity Shares were either purchased or sold by the Promoter and/or Promoter Group, the directors of the Promoter and/or Promoter Group where the Promoter/ Promoter Group is a company, and/or persons who are in control of the Company from a period of six months preceding the date of the Board meeting i.e. May 20, 2014 at which the Board recommended the proposal for Buy-Back till the date of postal ballot notice

14. BRIEF INFORMATION OF THE COMPANY

- (i) The Company was originally incorporated as Riddhi Siddhi Chemicals Private Limited on July 2, 1990 under the Companies Act, 1956 with the Registrar of Companies, Gujarat Dadra & Nagar Haveli as a private limited company. Pursuant to special resolution by the shareholders of the Company on March 4, 1992, name of Company was changed from Riddhi Siddhi Chemicals Private Limited to Riddhi Siddhi Chemicals Limited. Subsequently, name of the Company was changed to Riddhi Siddhi Starch and Chemicals Limited pursuant to passing of the special resolution by the shareholders of the Company on April 10, 1992. Further, pursuant to special resolution by the shareholders of the Company on May 4, 2000, name of Company was changed from Riddhi Siddhi Starch and Chemicals Limited to Riddhi Siddhi Gluco Biols Limited.

- (ii) Business Restructuring:

a. Amalgamation of K. G. Gluco Biols Limited through BIFR order (1995):

KGGBL was promoted by GIL and KSIIDC for setting up an integrated maize processing complex to produce liquid glucose syrup and other derivatives at Belgaum, Karnataka. Due to inadequacies in project planning and implementation, project suffered time and cost overrun. In addition, the capacity utilisation of the plant was below break-even level which resulted in recurring cash losses. 50% of KGGBL shareholding was held by KGGBL Promoters and balance was held by public and institutions. As a result of the ongoing financial crisis, KGGBL became sick and was referred to BIFR under SICA. Pursuant to the scheme of amalgamation sanctioned by BIFR vide its order dated December 15, 1995, KGGBL was amalgamated with the Company. Under the said scheme, the entire undertaking of KGGBL was transferred to the Company and the Company issued and allotted 23,47,733 fresh fully paid-up Equity Shares to creditors and existing shareholders of KGGBL in the ratio as prescribed in the BIFR order.

b. Demerger of Corn Wet Milling Business through Court approved scheme (2012):

Before the operation of the aforementioned scheme, the Company operated maize processing plants to produce liquid glucose syrup and other derivatives at Ahemdabad, Gujarat, Belgaum, Karnataka and Rudrapur, Uttrakhand (together referred as "**Corn Wet Milling Business**"). In accordance with the scheme of arrangement approved by the Hon'ble High Court of Gujarat, vide its order dated February 7, 2012, the Company's Corn Wet Milling business along with its assets and liabilities were demerged to Riddhi Siddhi Corn Processing Private Limited ("**Resulting Company**"), a subsidiary of the Company at that time. RF held 16,63,100 equity shares in the Company before operation of the scheme. These RF shares in the Company were cancelled pursuant to the scheme in May 2012. Based on the terms of the scheme and subsequent arrangement between Company and RF, the Company received a cash consideration of ₹ 104,789.04 lacs and

20,00,000 equity shares in the Resulting Company. Further, these 20,00,000 shares were also sold by Company to RF pursuant to which Resulting Company ceased to be a subsidiary of the Company.

- (iii) The Company is presently engaged in the business of possessing wind farms and power generation, and trading and investment in securities. In relation to the wind energy business, as at March 31, 2014, the Company has operations with total generating capacity of wind mills of 33.15MW (Tirunelveli in Tamil Nadu – 28.5MW, Satara in Maharashtra – 3MW and Kutch in Gujarat – 1.65MW).
- (iv) For the financial years ended March 31, 2014, 2013, 2012 and 2011, the Company recorded revenue from continuing operations of ₹ 52,156.12 lacs, ₹ 52,349.37 lacs, ₹ 2,369.90 lacs and ₹ 691.46 lacs respectively, and profit/ (loss) after tax from continuing operations of ₹ 468.47 lacs, ₹ 2,271.00 lacs, ₹ (5,258.49 lacs) and ₹ (293.58 lacs) respectively. Further, Company recorded profit after tax from discontinuing operations amounting to ₹ 11,020.59 lacs and ₹ 16,742.42 lacs for the financial years ended March 31, 2012 and 2011 respectively. The financial statements for the year ended March 31, 2014 have been approved by the Board, but are subject to the Equity Shareholders' approval.
- (v) Details of changes in share capital of the Company since incorporation is as follows:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)
July 2, 1990	20	10	10	Cash	20	200/-
March 31, 1992	90,000	10	10	Cash	90,020	9,00,200/-
May 12, 1992	9,00,000	10	10	Cash	9,90,020	99,00,200/-
February 22, 1993	1,25,000	10	10	Cash	11,15,020	1,11,50,200/-
March 17, 1993	2,85,000	10	10	Cash	14,00,020	1,40,00,200/-
July 31, 1993	2,23,980	10	10	Cash	16,24,000	1,62,40,000/-
Oct 28, 1993	1,17,600	10	10	Cash	17,41,600	1,74,16,000
Jan 07, 1994	26,02,000	10	10	Cash	43,43,600	4,34,36,000
Nov 30, 1994	9,800	10	10	Cash	43,53,400	4,35,34,000
Feb 27, 1995	600	10	10	Cash	43,54,000	4,35,40,000
Dec 26, 1995	16,00,000	10	N/A	Other than Cash ⁽¹⁾	59,54,000	5,95,40,000
May 24, 1996	7,47,733	10	N/A	Other than Cash ⁽²⁾	67,01,733	6,70,17,330
Jan 18, 2005	(2,51,333)	10	N/A	Scheme of Capital Reduction ⁽³⁾	64,50,400	6,45,04,000
Jan 12, 2006	10,00,000	10	50	Cash ⁽⁴⁾	74,50,400	7,45,04,000
Feb 23, 2006	10,00,000	10	115	Cash	84,50,400	8,45,04,000
May 16, 2006	21,06,000	10	200	Cash	1,05,56,400	10,55,64,000
Oct 23, 2007	5,85,000	10	200	Cash ⁽⁵⁾	1,11,41,400	11,14,14,000
May 29, 2012	(16,63,100)	10	N/A	Scheme of Arrangement ⁽⁶⁾	94,78,300	9,47,83,000

Notes:

- (1) 16,00,000 Equity Shares of ₹ 10/- each, fully paid-up, were allotted for a consideration other than cash. The said Shares were allotted to the secured creditors of KGGBL in pursuance to amalgamation scheme sanctioned by BIFR dated December 15, 1995.
- (2) Under the scheme of amalgamation/ Merger sanctioned by BIFR dated December 15, 1995, the Company allotted 7,47,773 Equity Shares of ₹ 10/- each, fully paid-up at par in the proportion of one equity share of ₹ 10/-

each of the Company for every 15 equity shares of ₹ 10/- each of KGGBL on May 24, 1996 without payment being received in cash.

- (3) Reduction in share capital by way of cancelling 2,51,333 Equity Shares of ₹ 10/- each on account of buy-back of shares from small shareholders holding less than 100 shares through a scheme of capital reduction approved by Hon'ble High Court of Gujarat vide its order dated January 18, 2005.
- (4) Allotment of shares on account of conversion of warrants issued on June 14, 2005 to Siwana Engineering Limited
- (5) Allotment of shares on account of conversion of warrants issued on May 16, 2006 to RF and Vascroft Design (P) Limited
- (6) Reduction in share capital by way of cancelling 16,63,100 Equity Shares of ₹ 10/- each on account of scheme of arrangement in the nature of demerger, approved by Hon'ble High Court of Gujarat vide its order dated February 7, 2012.

The following is the preference share capital history of the Company:

Date of Allotment/fully paid up	No. of Preference Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration	Cumulative no. of Preference shares	Cumulative preference share capital (₹)	Date of conversion into Equity Shares / redemption
June 12, 1998	60,00,000 ⁽¹⁾	10	10	Cash	60,00,000	6,00,00,000	Redeemed ⁽²⁾
November 3, 2000	50,00,00 ⁽³⁾	10	10	Cash	110,00,000	11,00,00,000	N.A.

Notes:

- (1) 60,00,000 13.5% optionally convertible cumulative redeemable preference shares of face value ₹ 10/- each allotted at par on preferential basis to IDBI
 - (2) The optionally convertible cumulative redeemable preference shares of the Company were redeemed by the Company at a price of ₹ 10 for each preference share in a staggered manner from FY2002 to FY2006
 - (3) The Company has only one class of preference shares outstanding. These 50,00,000 8% non cumulative redeemable preference shares of face value ₹ 10/- each, allotted at par on preferential basis, are held by Siwana Agri Marketing Ltd.
- (vi) Company made its initial public offering of equity shares of face value ₹ 10/- each for cash vide its prospectus dated October 7, 1993. Pursuant to said public offering, 26,02,200 equity shares were allotted at par on January 7, 1994 and got listed on Ahmedabad Stock Exchange ("ASE") and BSE in 1994. However, the Company was voluntarily delisted from ASE effective March 31, 2004.

The Company is currently listed on BSE,

- (vii) The Details of the Board of Directors of the Company are as follows:

Name, Occupation and Age of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships.
Ganpatraj L. Chowdhary Business Age:51	Managing director	B.Com	July 2, 1990	<ul style="list-style-type: none"> • The All India Starch Manufacturers' Association Private Limited • Creelotex Engineers Pvt. Ltd. • Vicas Vehicles Pvt. Ltd. • Vascroft Design Private Limited • Revival Infrastructure And Recreation Private Limited

Name, Occupation and Age of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships.
				<ul style="list-style-type: none"> • Roquette Riddhi Siddhi Private Limited • Safari Infrastructure Private Limited • ADI Finechem Limited
Sampatraj L. Chowdhary Business Age:58	Whole-time director	B.Com ⁽¹⁾	July 2, 1990	<ul style="list-style-type: none"> • Vascroft Design Private Limited • Grainspan Nutrients Private Limited • Imperio Realities Private Limited • Indigro Exports Private Limited
Mukesh S. Chowdhary Business Age:41	Whole-time director	B.Com, MBA	September 3, 2000	<ul style="list-style-type: none"> • Vascroft Design Private Limited • Diti Logistics Private Limited • Diti Resources Private Limited
Sathyamurthi Rajagopal Self Employed Age:67	Independent Director	B.E. (Mechanical)	August 16, 2005	Nil
Jayprakash Patel Business Age:67	Independent Director	B.S. (Chemical Engineer)	October 18, 2012	<ul style="list-style-type: none"> • Dye-O-Print(Guj) Pvt. Ltd. • Loxim Industries Limited • Aksharchem (India) Limited
Pramod Zalani Self Employed Age:74	Independent Director	B.E. (Civil)	June 28, 1996	<ul style="list-style-type: none"> • Long Island Trading Company Private Limited • Kyanite Industries India Limited • Ruchi Acroni Industries Limited

(1) As undertaken by the director vide Affidavit dated July 26, 2014

The details of changes in the Board of Directors during the last 3 years are as under:

Name of the Director	Appointment/ Resignation	Effective Date	Reasons
Marc Philippe Bernard Marie Joseph Roquette	Resignation	May 28, 2012	Resignation of Independent Director
Jayprakash Maneklal Patel	Appointment	October 18, 2012	Appointment of Independent Director

(v) Other than 205 Equity Shares held by Mr. Pramod Zalani, none of the other Independent Directors hold any shares in the Company. The Promoter and Promoter Group vide their letter dated July 22, 2014 confirmed that they will not tender their shares in the Buy-Back. The Directors, Promoter and Promoter Group of the Company or group companies of the

Company are deemed to be concerned or interested either directly or indirectly in the Buy-Back to the extent of resultant increase in their post Buy-Back shareholding.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

- I. The salient financial information of the Company as extracted from the audited financial statements for the last three years being March 31, 2014 (subject to the approval of equity shareholders in the upcoming annual general meeting), March 31, 2013 and March 31, 2012 as under:

(₹ in lacs unless stated otherwise)

Particulars	Year ended on 31 st March, 2014	Year ended on 31 st March, 2013	Year ended on 31 st March, 2012
(A) Total Income (including Exceptional Income)	52,156.12	52,349.37	56,706.26
(B) Total Expenditure (including Exchange Difference)	48,390.74	45,849.82	48,437.90
(C) Interest (excluding Exchange Difference)	755.09	760.71	1,755.66
(D) Depreciation	2,456.25	2,868.79	3,705.67
(E) Profit before tax {(A)-(B)-(C)-(D)}	554.04	2,870.05	2,807.03
(F) Provision for tax (including Deferred Tax)	85.57	599.05	(2,955.07)
(G) Profit after tax {(E)-(F)}	468.47	2,271.00	5,762.10
(H) Preference Dividend on Preference Shares and tax thereon	46.80	46.80	46.80
(I) Profit after tax available to equity shareholders {(G)-(H)}	421.67	2,224.20	5,715.3
(J) Paid up Share capital (Equity Share Capital - ₹ 947.48 lacs and Preference Share Capital - ₹ 500 lacs)	1,447.48	1,447.48	1,447.48
(K) Reserves & Surplus* (b) to (e)	99,636.66	99,381.10	98,267.96
(L) Net worth {(J)+(K)} ^(a)	101,084.14	100,828.58	99,715.44
(M) Total debt (including working capital loans)	13,602.22	15,910.52	15,250.46
(N) Working Capital Loan	607.96	2,100.00	-
(O) Total debt (excluding working capital loans) {(M)-(N)}	12,994.26	13,810.52	15,250.46
(P) Total No. of Equity Shares (in numbers)	9,478,300	9,478,300	9,478,300

Calculation of Financial Ratios (Refer note (f))

Particulars	Year ended on 31 st March, 2014	Year ended on 31 st March, 2013	Year ended on 31 st March, 2012
I. Earnings per Share (in ₹)	4.45	23.48	51.72
II. Debt Equity Ratio (in times)	0.14	0.16	0.15
III. Book Value per Equity Share (in ₹)	1,061.20	1,058.51	1,046.76
IV. Return on Net worth (%)	0.46%	2.25%	5.78%
V. Total Debt / Net worth (in times)	0.13	0.16	0.15

Notes:

- (a) Net Worth is as per Section 2(57) of the Companies Act, 2013. It does not include the following:

Particulars	Year ended on 31 st March, 2014	Year ended on 31 st March, 2013	Year ended on 31 st March, 2012
Capital Reserve created from amalgamation	₹ 574.05 lacs	₹ 574.05 lacs	₹ 574.05 lacs
Cancellation of Equity shares as per scheme of arrangement	₹ 166.31 lacs	₹ 166.31 lacs	₹ 166.31 lacs
Revaluation reserves not created out of profit	Nil	Nil	Nil
Miscellaneous expenditure to the extent not written off	Nil	Nil	Nil
Government Capital Subsidy	₹ 568.10 lacs	₹ 568.10 lacs	₹ 568.10 lacs

- (b) The Company has commodity trade receivables amounting to ₹ 7,623.55 lacs as on March 31, 2014 pertaining to various commodities contracts executed through brokers on the National Spot Exchange Limited (NSEL). Over past few months, NSEL is unable to fulfill its scheduled payment obligations as agreed by them. Consequently, the Company has pursued a legal action against NSEL through NSEL Investor Forum which has also filed complaint in Economic Offences Wing of Mumbai (EOW). Considering the recent development and action taken by EOW against various borrowers of NSEL, the Company believes that it shall recover the outstanding dues over a period of time and therefore, the management believes that no provision is required to be made as of March 31, 2014. The Company has received ₹ 5.79 lacs between year ending March 31, 2014 and date of adoption of results by the Board of Directors.

The Statutory Auditors have qualified their Audit Report regarding inability to determine the amount of provision for doubtful receivable on the above matter for the year ended on 31st March 2014.

- (c) The Company's fixed assets include windmills having generating capacity of 33.15 MW and carrying amount of ₹ 13,384.43 lacs as at 31st March, 2014. The Company has entered into long term Power Purchase Agreement (PPA) in 2012 with State Distribution Corporations (Discoms) for a period ranging from 13-25 years based on a substantially fixed tariff per unit.

An incessantly lower Plant Load Factor (PLF) of windmills than expected over last few years of operations due to non-availability of grid and land related issues has triggered assessment of recoverable amount of the windmills in terms of Accounting Standard (AS) 28, Impairment of Assets. For the purpose of said assessment, windmills considered as a cash generating unit. For the purpose of cash generating unit management has concluded that each of the windmill cannot be a cash generating unit, windmill farm at each location would be an appropriate cash generating unit. The 'Recoverable Amount' of windmills measured on the basis of its Value in Use by estimating the future cash inflows over the estimated useful life of the windmills. The cash flow projections are based on estimates and assumptions relating to tariff, operational performance of the windmills, recovery of damages from supplier for under performance of the windmills, inflation, terminal value etc., which are considered reasonable by the management.

On a careful evaluation of the aforesaid factors, the management has concluded that the Recoverable Amounts of the windmills are higher than their carrying amounts as at 31st March, 2014. In case, these estimates and assumptions change in future, there could be a corresponding impact on the Recoverable Amounts of the windmills.

The Statutory Auditors have invited attention to this note in their Audit Report for the year ended on 31st March 2014.

- (d) On September 22 and 23, 2011, the Company was subjected to Search, Survey and Seizure operation by the Income Tax Department under section 132 and 133 of the Income Tax Act, 1961 ("the Act"). Subsequent to the above, during the year ended on March 31, 2012, the Company had made disclosure of an unaccounted income of ₹ 1,609.75 lacs under section 132(4) of the Act and the same had been shown as "exceptional item" under Discontinuing Operations in the Statement of Profit and Loss and the unaccounted income of ₹ 1,609.75 lacs had been accounted as utilized towards land development at Gokak factory premises during the year ended on March 31, 2012. The return of Income for the Assessment Year 2012-13 has been filed accordingly and the Company has provided for the resultant tax liability. In March 2014, the assessment is completed and there are no significant adverse findings during assessment.

Based on the decision of Appellate authorities and the interpretation of relevant provision, the Management of the Company has assessed that the demand is likely to be either deleted or substantially reduced and accordingly no provision is required to be made in the books of accounts.

The Statutory auditors have qualified their audit report for the year ended 31st March 2012 and 31st March 2013 respectively.

- (e) Balance in Reserves and Surplus include the amount of ₹ 63,635.75 lacs towards profit on sale of corn processing business. The Company has transferred the same into General Reserve pursuant to the scheme of demerger based upon the order of High Court.
- (f) Description of Key Ratios derived based upon the following formula:

Key Ratios	Description
Earnings per Share (in ₹)	Net profit available to equity shareholders for the year / Weighted average number of fully paid up equity share outstanding for the year
Book value per Equity Shares (in ₹)	(Net worth at the end of the year less Paid up Preference share capital at the end of the year) / Number of Subscribed Equity Shares
Return on Net Worth (in %)	Net profit after tax for the year / Net worth at the end of the year
Debt-Equity Ratio (in times)	Total Debt including working capital loan at the end of the year / (Net worth at the end of the year less Paid up Preference share capital at the end of the year)
Price Earnings Ratio	Closing Market Price on BSE Limited as of 31 st March 2014 / Earnings per share for the year
Total Debt to Net Worth Ratio	Total Debt including working capital loan at the end of the year / Net worth at the end of the year

- II. Company in its Board Meeting dated May 20, 2014 has recommended divided of ₹ 3/- each per Equity Share subject to shareholder approval. Company has announced August 8, 2014 as the record date for the same. Net worth and cash resources of the Company will reduce to the extent dividend is paid out by the Company.
- III. The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act and will comply with regulation 23 of the Buy-Back Regulations, as and when applicable.

16. STOCK MARKET DATA

- I. The Equity Shares are currently listed and traded only on BSE.
- II. The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices for the six months preceding the date of Public Announcement and the corresponding volumes on BSE are as follows:

Period	High Price (₹)	Date of High Price & No. of shares traded on that date	Low Price (₹)	Date of Low Price & No. of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
PRECEDING 3 YEARS						
Calendar year 2011	426.30	January 4, 2011 (24,117)	222.00	December 20, 2011 (6,854)	301.26	44,81,804
Calendar year 2012	343.30	October 19, 2012 (65,100)	201.95	March 30, 2012 (11,427)	262.47	18,50,727
Calendar year 2013	309.95	February 19, 2013 (4,723)	174.40	September 6, 2013 (5,220)	255.18	12,69,049
PRECEDING 6 MONTHS						
June 2014	391.00	June 18, 2014 (12,829)	351.10	June 2, 2014 (34,852)	379.43	2,11,624
May 2014	404.00	May 21, 2014 (1,59,523))	291.10	May 5, 2014 (4,157)	338.73	3,40,685
April 2014	321.50	April 21, 2014 (1,285)	242.00	April 1, 2014 (9,474)	297.04	1,08,815
March 2014	249.90	March 31, 2014 (7,801)	198.00	March 24, 2014 (2,886)	208.94	50,523
February 2014	235.00	February 10, 2014 (498)	202.00	February 17, 2014 (1,216)	219.27	23,143
January 2014	239.95	January 10, 2014 (108)	212.00	January 29, 2014 (579)	223.24	22,341

Note: High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.

- III. The closing market price of the Equity Shares on BSE as on May 19, 2014, being the working day previous to the day the Board recommended the proposal for Buy-Back, was ₹ 370.

17. DETAILS OF THE STATUTORY APPROVALS

- i. The Buy-Back is subject to approvals, if any, required under the provisions of the Companies Act, the Buy-Back Regulations, applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations in force for the time being. Buy-Back from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities including RBI, as applicable.
- ii. Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buy-Back (including

without limitation the approval from the RBI). The Company will have the right to make payment to the Equity Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

- iii. In case of delay in receipt of the RBI approval, the Company has the option to make payment to those Equity Shareholders, whose Equity Shares are accepted in the Buy-Back, in respect of whom no RBI approval is required. After the receipt of RBI approval, the payment shall be made to the Equity Shareholders in respect of whom prior RBI approval is required.
- iv. As of date, there is no other statutory or regulatory approval required to implement the Buy-Back other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buy-Back will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buy-Back, if any, shall be intimated to BSE.

18. DETAILS OF THE REGISTRAR TO THE BUY BACK AND COLLECTION CENTRES

i. REGISTRAR TO THE BUY BACK:

Link Intime India Private Limited,
Unit -Riddhi Siddhi Gluco Biols Limited – Buyback Offer,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West) Mumbai 400 078
Tel: +91 22 2596 7878
Fax: +91 22 2596 0329
Email: rsgbl.offer@linkintime.co.in
Website: www.linkintime.co.in
SEBI Regn. No.: INR000004058
Corporate Identity Number: U67190MH1999PTC118368
Contact Person: Mr. Pravin Kasare

ii. COLLECTION CENTRES:

- a. The Tender Forms can be submitted on any working day during the period of the Buy-Back i.e. [●], 2014 to [●], 2014 except Saturdays, Sundays and public holidays at the below mentioned collection centers between 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 5.00 p.m.:

Place	Address	Contact Person	Telephone No.	Fax No.	Email address of their contact person	Mode of Delivery
Mumbai	Link Intime India Pvt. Ltd, C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078.	Pravin Kasare	022-25967878	022-25960329	pravin.kasare@linkintime.co.in	Hand Delivery & Registered Post
Ahmedabad	Link Intime India Pvt. Ltd, 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Navrangpura, Ahmedabad - 380009	Hitesh Patel	079-2646 5179	079-2646 5179 (Telefax)	ahmedabad@linkintime.co.in	Hand Delivery

Place	Address	Contact Person	Telephone No.	Fax No.	Email address of their contact person	Mode of Delivery
Bangalore	Link Intime India Pvt. Ltd., 543/A, 7TH Main , 3rd Cross, Hanumanthanagar, Bangalore - 560 019	Nagendra Rao	080-26509004	080-26509004 (Telefax)	bangalore@linkintime.co.in linkblr@gmail.com	Hand Delivery
Baroda	Link Intime India Pvt. Ltd., B Tower, 102 B & 103, Sangrila Complex, First Floor, Radhakrishna Char Rasta, Akota, Vadodara – 390020	Alpesh Gandhi	0265-2356573 / 2356796 / 2356794	0265-2356791	vadodara@linkintime.co.in	Hand Delivery
Kolkata	Link Intime India Pvt. Ltd, 59C,Chowringhee Road,3rd Floor,Kolkata - 700020	S.P. Guha	033-22890539/40	033-22890539/40 (Telefax)	kolkata@linkintime.co.in	Hand Delivery
New Delhi	Link Intime India Pvt. Ltd., 44 Community Centre 2nd Floor, Naryana Industrial Area Phase I, Near PVR, Naryana, New Delhi 110 028	Swapan Naskar	011-41410592/93/94	011-41410591	delhi@linkintime.co.in	Hand Delivery
Pune	Link Intime India Pvt. Ltd, Block No 202 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001.	Rajeeva Koteswar	020-26160084, 26161629	020 - 26163503 (Telefax)	pune@linkintime.co.in	Hand Delivery
Chennai	C/o SGS Corporate Solutions India Pvt. Ltd., Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai-600 017	Mrs.Solly Soy	044- 2815 2672, 044-4207 0906	044- 2815 2672 (Telefax)	chennai@saspartners.com	Hand Delivery

- iii. Equity Shareholders, who are residing at places other than collection centers mentioned above, may send the Tender Form and other documents by registered post/speed post, at their own risk, by super-scribing the envelope as “**RIDDHI SIDDHI GLUCO BIOLS LIMITED–BUY BACK**”, to the Registrar to the Buy-Back at their office address as mentioned above, so that the same are received before the 5.00 p.m. on [●], 2014, failing which the same shall be rejected.

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK

19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- i. The Company proposes to Buy-Back not exceeding 23,69,575 fully paid-up Equity Shares from the Equity Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at a price of ₹ 450/- (Rupees Four Hundred and Fifty Only) per Equity Share, payable in cash for an aggregate amount of ₹ 106,63,08,750 (Rupees One Hundred and Six Crores, Sixty Three Lacs, Eight Thousand, Seven Hundred and Fifty Only). The maximum number of Equity Shares proposed to be bought back represents 25.00% of the total paid-up equity share capital of the Company. The Buy-Back is in accordance with the provisions of Section 68 and other applicable provisions, if any, of the Companies Act and in accordance with Article 41 of the Articles of Association of the Company and subject to Regulation 4(1)(a) and other applicable provisions contained in the Buy-Back Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/or regulatory authorities, including but not limited to SEBI, BSE and the RBI. The Buy-Back Size is 10.65% of the paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2014 (the last audited financial statements available as on the date of the Board meeting approving the Buy-Back).
- ii. The aggregate shareholding of the Promoter and Promoter Group as at date is 47,89,632 Equity Shares which represents 50.53% of the existing equity share capital of the Company. In terms of the Buy-Back Regulations under the tender offer method, the promoters of a company have the option to participate in the buy back. In this regard, Promoter and Promoter Group vide their letter dated July 22, 2014 have confirmed that they will not tender their shares in the Buy-Back.
- iii. Assuming response to the Buy-Back Offer is to the extent of 100% from all the Equity Shareholders up to their Buy-Back Entitlement (full acceptance), post Buy-Back the aggregate shareholding of the Promoter and Promoter Group will increase to 67.38% of the post Buy-Back equity share capital of the Company.

iv. Record Date and Ratio of Buy-Back as per the Buy-Back Entitlement in each Category:

- (a) The Buy-Back Committee in its meeting held on July 22, 2014 announced August 8, 2014 as Record Date for the purpose of determining the Buy-Back Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buy-Back.
- (b) The Equity Shares to be bought back as a part of this Buy-Back is divided into two categories:
 - i. Reserved category for Small Shareholders ("**Reserved Category**"); and
 - ii. General Category for other Eligible Persons ("**General Category**").
- (c) As defined in the Buy-Back Regulations, Small Shareholder includes a shareholder, who holds shares whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than Two Lac Rupees. As on Record Date, the closing price on BSE was ₹ [●].
- (d) Based on the above definition, there are [●] Small Shareholders in the Company with aggregate shareholding of [●] Equity Shares as on Record Date, which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the Maximum Number of Equity Shares which the Company proposes to buy back as a part of this Buy-Back.
- (e) In compliance with Regulation 6 of the Buy-Back Regulations, the reservation for the Small Shareholders, will be higher of:

- (i) Fifteen percent of the number of Equity Shares which the Company proposes to Buy-Back i.e. 15% of 23,69,575 Equity Shares which works out to 3,55,436 (rounded off to nearest integer) Equity Shares; or
- (ii) The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. $(\bullet / \bullet) * \bullet$] which works out to be \bullet Equity Shares.
 - 1. All the outstanding fully paid-up Equity Shares except those held by Promoter and Promoter Group have been used for computing the Buy-Back Entitlement of Small Shareholders since the Promoter and Promoter Group do not intend to offer Equity Shares held by them in the Buy-Back.
 - 2. Based on the above and in accordance with Regulation 6 of the Buy-Back Regulations, \bullet [(Rounded off)] fully paid-up Equity Shares have been reserved for Small Shareholders. Accordingly, General Category for all other Equity Shareholders shall consist of \bullet Equity Shares.
- (f) Based on the above Buy-Back Entitlements, the ratio of Buy-Back for both categories is decided as below:

Category of Shareholders	Ratio of Buy-Back
Reserved category for Small shareholders	\bullet Equity Shares out of every \bullet fully paid-up Equity Shares held on the Record Date
General category for all other Equity Shareholders	\bullet Equity Shares out of every \bullet fully paid-up Equity Shares held on the Record Date (v)

v. Fractional Entitlements:

If the Buy-Back Entitlement under Buy-Back, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buy-Back Entitlement to tender Equity Shares in the Buy-Back for both categories of Eligible Persons.

On account of ignoring the fractional entitlement, those Small Shareholders who hold \bullet or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buy-Back Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

vi. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-Back by the Small Shareholders in the Reserved Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-Back Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the acceptance as described in Clause 19. (vi) (a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of

the Buy-Back, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

- (c) Post the acceptance as described in Clause 19. (vi) (a) and 19. (vi) (b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-Back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buy-Back Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with clause 19. (vi) (b) above, shall be reduced by one.
- (d) Adjustment for fractional results in case of proportionate Acceptance, as described in Clause 19. (vi) (c) above:
 - (i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

vii. Basis of Acceptance of Shares validly tendered in the General Category:

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-Back by all other Eligible Persons in the General Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from other Eligible Persons in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-Back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in Clause 19.vii.(a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Persons over and above their Buy-Back Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Persons divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- (c) Adjustment for fractional results in case of proportionate acceptance as described in Clause 19. (vii) (a) and (b) above:
 - (i) For any Eligible Person, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any Eligible Person if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

viii. Basis of Acceptance of Equity Shares between Categories

- (a) In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately, i.e. valid Acceptances per Eligible Person shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Person in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.
- (b) If the Partially filled Category is the General Category, and the second category is the reserved category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with clause 19. (vi) b) shall be reduced by one.
- (c) Adjustment for fraction results in case of proportionate Acceptance, as defined in clause 19. (vii) (a) above:
 - i. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

ix. For avoidance of doubt, it is clarified that:

- (a) the Equity Shares Accepted under the Buyback from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Person;
- (b) the Equity Shares Accepted under the Buyback from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Person as on the Record Date; and
- (c) the Equity Shares tendered by any Eligible Person over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- i. The Buy-Back is open to all Eligible Persons.
- ii. The Company proposes to effect the Buy-Back through a tender offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-Back as well as the detailed disclosures as specified in the Buy-Back Regulations, will be mailed to Eligible Persons.
- iii. The Company will not accept any Equity Shares offered for Buy-Back which are under any restraint order of a court for transfer/sale of such shares
- iv. The Company shall comply with Regulation 19(5) of the Buy-Back Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.

- v. The Company shall accept all the Equity Shares validly tendered for the Buy-Back by Eligible Persons, on the basis of their Buy-Back Entitlement as on the Record Date.
- vi. As elaborated under clause 19. (iv) above, the Equity Shares proposed to be bought as a part of the Buy-Back is divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Persons, and the Buy-Back Entitlement of a Eligible Person in each category shall be calculated accordingly.
- vii. After Accepting the Equity Shares tendered on the basis of Buy-Back Entitlement, Equity Shares left to be bought as a part of the Buy-Back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-Back Entitlement, by Eligible Persons in that category, and thereafter, from Eligible Persons who have tendered over and above their Buy-Back Entitlement, in other category.
- viii. Statement regarding consideration:
 - (a) It is mandatory for the Eligible Persons to indicate their bank account details where consideration shall be payable at the appropriate place and the mode of payment of consideration in the Tender Form.
 - (b) The dispatch of consideration shall be on or before [●]. The payment shall be made by default to the first / sole shareholder in the bank account, the details of which are recorded with the Company/ Depositories with whom such facilities are available. The cheques, for Eligible Persons residing where the facility of the payment is not available, shall be made payable at par at all centres where the Company is accepting applications and in mandatory ECS centres.
- ix. **Mode of Payment of consideration to the Eligible Persons:**

The payment of consideration for Accepted tenders shall be made by the Company to the first/ sole shareholder, whose details are recorded with the Company/ DP as applicable. For Eligible Persons who have opted for electronic mode of transfer, payment shall be made electronically through Direct Credit/ NEFT/ RTGS/ NECS (subject to availability of all information for crediting the funds) and other permissible modes. The payment to the Eligible Persons would be done through various electronic modes including but not restricted to the below in the following order of preference as may be applicable.

- (a) **National Electronic Clearing System ("NECS")**- By NECS for applicant having a bank account at the designated centers. This mode of payment of consideration amount would be subject to availability of complete bank account details including the MICR code, Indian Financial System Code ("IFSC") code, bank account number, bank name and branch name as appearing on a cheque leaf, from the Depositories. The payment through NECS is mandatory for Eligible Persons having a bank account at any of the designated centers, except where the Eligible Person, being eligible, opts to receive payment through Direct Credit or RTGS.
- (b) **Direct Credit**- Eligible Persons having bank accounts with the Escrow Agent, as mentioned in the Tender Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Agent for the same would be borne by the Company.
- (c) **Real Time Gross Settlement ("RTGS")**- Eligible Persons having a bank account at any of the RBI mandated centers and whose amount exceeds ₹ 2 Lacs, have the option to receive the payment through RTGS. Such Eligible Persons who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Tender Form. In the event the same is not provided, payment shall be made through NECS/other modes. Charges, if any, levied by the Escrow Agent for the same would be borne by the Company. Charges, if any, levied by the Eligible Person's bank receiving the credit would be borne by the Eligible Person.

- (d) **National Electronic Fund Transfer (“NEFT”)-** Payment shall be undertaken through NEFT wherever the Eligible Person’s bank has been assigned the IFSC code, which can be linked to a MICR, if any, available to that particular bank branch. IFSC code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Eligible Persons have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC code of that particular bank branch and the payment will be made to the Eligible Persons through this method. The payments by way of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.
- (e) For all other shareholders, including those who have not updated or provided their bank particulars with the MICR code, there cheques, pay orders or demand drafts will be despatched through speed post/ registered post. Bank charges, if any, for cashing such cheques, pay orders or demand drafts will be payable by the Shareholders.

x. **For Eligible Persons holding Equity Shares in dematerialised form:**

- (a) The Equity Shareholders to whom the Offer is made are free to tender/ offer Equity Shares to the extent of their Buy-Back Entitlement in whole or in part or in excess of their Buy-Back Entitlement.
- (b) The Company has designated a depository account named “[●]” with [●] (“**Designated Depository Account**”). The details of the account opened with the DP are as given below into which the Equity Shares tendered are to be transferred.

DP ID	[●]
DP Name	[●]
Beneficiary Client ID	[●]
Client Account Name	[●]

- (c) Please note that the aforementioned account shall be closed at the end of the day on the date of closure of the Buy-Back. The beneficial owners are requested to ensure the credit of their Equity Shares to the aforementioned account before the closure of the aforementioned account.
- (d) The Eligible Persons of the Company who wish to tender their Equity Shares in response to the Buy-Back shall deliver the following documents:
 - (i) The relevant Tender Form duly signed (by all the Eligible Persons in case the Equity Shares are under joint names) in the same order in which they hold the Equity Shares.
 - (ii) Copy of the delivery instructions issued by the Eligible Persons to their DP for transferring their Equity Shares tendered in the Buy-Back to the Company Designated Depository Account. The copy of the delivery instructions should be duly acknowledged by the DP of the Eligible Persons, to whom the original delivery instruction should be handed over.
- (e) The delivery instructions shall use the “For Off-market trade (Receiver Details)” in the relevant box and fill in the name of the DP, ID of DP & Client ID at the relevant places. The date of execution entered in the delivery instruction should be after the date of opening of the Offer and on or before the last date of submission of the Tender Form to the collection centres or on or before the date of mailing of the Tender Form to the Registrar to the Buy-Back, as the case may be, but not in any case later than the date of closure of the Offer.

- (f) All the Eligible Persons shall also provide all relevant documents in addition to the above documents, which are necessary to ensure transferability of the Equity Shares in respect of which the Tender Form is being sent. Such documents may include (but not be limited to):
 - (i) Duly attested Power of Attorney, if any person other than the Eligible Persons has signed the Tender Form;
 - (ii) Duly attested death certificate and succession certificate/ legal heir ship certificate, in case any Eligible Person has expired; and
 - (iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- (g) The documents should be submitted to the collection centers so as to reach before the close of business hours of the respective collection centers on or before the date of closing of the Buy-Back. The Eligible Persons residing at locations where there are no collection centers are requested to tender their responses to the Registrar to the Buy-Back. The Eligible Persons shall ensure the receipt of the credit in the Company Designated Depository Account on or before the last date of the Offer.
- (h) Equity Shares, to the extent tendered but not accepted by way of off-market transfer, will be transferred back by not later than [●] to the Eligible Persons' depository account with the respective DPs from which the dematerialised Equity Shares were tendered under intimation to the first named beneficial owner by Registered Post. It will be the responsibility of the Eligible Persons to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the DP where the Company Designated Depository Account is opened. Eligible Persons holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit, if any, in their DP account. In the event, that any Equity Shares have to be returned to the Equity Shareholders and if the returned Equity Shares are not credited to the shareholder's beneficiary account for any reason whatsoever, the said Equity Shares will be rematerialized and a single certificate for the unaccepted shares will be issued and sent to the Eligible Person at the address recorded against the demat account with the DP. In the event, the share certificates are returned undelivered then they will be kept with the Company in trust for the concerned Eligible Person until the Company receives specific directions from the Eligible Person with regard to these Equity Shares.
- (i) In case of non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer in any way. In case of non-receipt of the Letter of Offer, Eligible Persons may send in their application in writing on plain paper signed by all Eligible Person, stating name, address, number of Equity Shares held, Client ID number, DP Name, DP ID number, bank account details, number of Equity Shares tendered for Buy-Back together with a copy of the delivery instruction issued to the DP (duly endorsed by the DP), and other necessary documents (as mentioned earlier) to the Registrar to the Buy-Back.
- (j) All documents sent by the Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.

xi. For Eligible Person holding Equity Shares in physical form:

- (a) The Eligible Person to whom the Offer is made are free to tender/ offer Equity Shares to the extent of their Buy-Back Entitlement in whole or in part or in excess of their Buy-Back Entitlement.
- (b) The Eligible Person who wish to tender their Equity Shares in response to the Buy-Back shall deliver the following documents:

- (i) The relevant Tender Form duly signed (by all Equity Shareholders in case the Equity Shares are under joint names.) in the same order in which they hold the Equity Shares
 - (ii) Original share certificate.
 - (iii) A copy of PAN card (duly attested)
- (c) All the Eligible Person shall also provide all relevant documents in addition to the above documents, which are necessary to ensure transferability of the Equity Shares in respect of which the Tender Form is being sent. Such documents may include (but not be limited to):
- (i) Duly attested Power of Attorney, if any person other than the Eligible Person has signed the Tender Form;
 - (ii) Duly attested death certificate and succession certificate/ legal heir ship certificate, in case any Eligible Person has expired;
 - (iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- (d) The documents should be submitted to the collection centres so as to reach before the close of business hours of the respective collection centres on or before the date of closing of the Buy-Back.
- (e) The Eligible Persons residing at locations where there are no collection centers are requested to tender their responses to the Registrar to the Buy-Back.
- (f) It is mandatory for the Eligible Persons to indicate their bank account details where consideration shall be payable at the appropriate place and the mode of payment of consideration in the Tender Form.
- (g) The dispatch of intimation regarding the acceptance or non-acceptance of the Equity Shares and the corresponding payment for the accepted Equity Shares and/or share certificates for the rejected Equity Shares shall be made on or before [●].
- (h) The payment shall be made by default to the first/ sole shareholder in the bank account, the details of which are recorded with the Company where such facilities are available. The cheques, for Equity Shareholders residing where the facility of transfer of payment is not available, shall be made payable at par at all centres where the Company is accepting applications and at mandatory ECS centres.
- (i) In case of non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer in any way. In case of non-receipt of the Letter of Offer, Equity Shareholders holding Equity Shares as on Record Date may send in their application in writing on plain paper signed by all Equity Shareholders, stating folio number, name, address, number of Equity Shares held, share certificate number, distinctive numbers, number of Equity Shares tendered for Buy-Back, bank account details together with the original share certificates and other relevant documents (as mentioned earlier) to the Registrar to the Buy-Back.
- (j) The documents sent by the Eligible Persons will be at their own risk. Eligible Persons are advised to adequately safeguard their interests in this regard.
- xii. For Equity Shares held by Eligible Persons, being Non-Resident Shareholders of Equity Shares (Read with clause 17 “DETAILS OF THE STATUTORY APPROVALS”):**

- (a) Eligible Persons, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (b) In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Person shall obtain and enclose a letter from its authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the non-resident Eligible Person from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Eligible Person is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non repatriation basis and in that case the Non-Resident Eligible Person shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-Back.
- (c) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-Back Offer are liable to be rejected.

21. NOTE ON TAXATION

Given below is a broad summarization of the applicable sections of the Income-tax Act, 1961 (“IT Act”) relating to treatment of income-tax in case of buy back of listed equity shares, which is provided only as a guidance.

1. CLASSIFICATION OF SHARES AND SHAREHOLDERS

Based on the provisions of the IT Act shares can be classified under the following categories:

- Shares held as investment (Income from transfer taxable under the head “Capital Gains”)
- Shares held as stock-in-trade (Income from transfer taxable under the head “Business Income”)

Based on the provisions of the IT Act, shareholders can be classified under the following categories:

(a) Resident shareholders being

- Individuals or Hindu Undivided Family (“HUF”)
- Other Resident

(b) Non-Resident shareholders being

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)
- Others
 - Company
 - Other than Company

2. SHARES HELD AS INVESTMENT

- (i) Capital Gains on buy back of shares are governed by the provisions of Section 46A of the IT Act. As per the provisions of Section 46A, buy back of shares, held as investment, would attract capital gains in the hands of shareholders subject to the provisions of Section 48 of the IT Act.

(ii) Resident Shareholders :

(a) For Individuals or HUF

Long Term Capital Gains (“LTCG”) would be taxable at lower of the following:

1. @ 20% (with indexation)
2. @ 10% (without indexation)

Short Term Capital Gains (“STCG”) would be taxable at applicable slab rates.

Where the total income as reduced by such long term capital gains is below the maximum amount which is not chargeable to income tax, then, such long term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and the balance of such long term capital gains shall be computed at the respective rates.

In addition to the above, surcharge @ 10% is leviable where the total income exceeds ₹ 1 crore. Further, Education cess @ 2% and Secondary and Higher Education Cess @ 1% are leviable in all cases.

(b) In case of any other Residents except those mentioned in 2(ii) (a) above.

LTCG would be taxable at lower of following:

1. @ 20% (with indexation)
2. @ 10% (without indexation)

STCG would be taxable @ 30%

In addition to the above, in the case of domestic companies, surcharge @ 10% is leviable where the total income exceeds ₹ 10 Crores and @ 5% where the total income exceeds ₹ 1 Crore.

Further, in the case of assesses (other than domestic companies), surcharge @ 10% is leviable where the total income exceeds ₹ 1 Crore.

Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.

(iii) **Non-resident Shareholders :**

(a) In case of FII's:

- FIIs are taxable as per the provisions of Section 115AD of the IT Act, as under.
- LTCG would be taxable @ 10%
- STCG would be taxable @ 30%
- It may further be noted that for FIIs, both – first proviso to Section 48 of the IT Act (providing for foreign exchange fluctuation benefit) and second proviso to Section 48 of the IT Act (providing for indexation benefit) would not apply.

(b) For NRI's:

- **LTCG** would be taxable @ 10% (without indexation)
- However, it is pertinent to note that for Section 115E to apply, it is imperative that the Shares of the Company were acquired in convertible foreign exchange and such shares were held for at least twelve months prior to the date of acceptance of the shares tendered in the Buy Back Offer.
- **STCG** would be taxable at slab rates
- In addition to the above, surcharge @ 10% is leviable where the total income exceeds ₹ 1 Crore.
- Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% are leviable in all cases.
- Please note that in case of NRIs not covered within the ambit of the above, their taxation shall be as applicable for other non-resident shareholders (i.e. paragraph 2(iii) (d) below).

(c) In case of Foreign Companies (excluding FIIs)

- **LTCG** would be taxable, depending on whether the transaction is in foreign currency or in Indian currency:
- Where transaction is in foreign currency, LTCG would be taxable @ 20% (without indexation) – however, benefit of foreign exchange fluctuation as per first proviso to Section 48 of the IT Act shall be available.
- Where transaction is not in foreign currency, then benefit of indexation would apply and tax would be calculated at lower of :
 - @ 20% (with indexation)
 - @ 10% (without indexation)
- **STCG** would be taxable @ 40%
- In addition to the above, surcharge @ 5% is leviable where the total income exceeds ₹ 10 Crore and @ 2% where the total income exceeds ₹ 1 Crore.
- Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% are leviable in all cases.

(d) In case of all other non-resident assesses, except those mentioned in paragraph 2(iii)(a), 2(iii) (b) and 2(iii)(c) above.

- **LTCG** would be taxable, depending on whether the transaction is in foreign currency or in Indian Currency:
- Where the Shares are purchased in foreign currency, LTCG would be taxable @ 20% (without indexation) – however, benefit of foreign exchange fluctuation as per first proviso to Section 48 of the IT Act shall be available in such a case.
- Where the shares are not purchased in foreign currency, then benefit of indexation would apply in case of LTCG and tax would be calculated at lower of:
 - @ 20% (with indexation)
 - @ 10% (without indexation)
- **STCG** would be taxable as per the slab rates or maximum marginal rate as applicable. In addition to the above, surcharge @ 10% is leviable where the total income exceeds ₹ 1 Crores.
- Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% are leviable in all cases.

(e) Where the gross total income of an assessee includes any income arising from the transfer of a long term capital asset, the gross total income shall be reduced by the amount of such income and the deduction under Chapter VI-A shall be allowed as if the gross total income as so reduced where the gross total income of the assessee.

3. SHARES HELD AS STOCK IN TRADE

- If the shares are held as stock-in-trade by any of the Shareholders of the Company, then the gains would be characterized as business income. In such a case, the provisions of Section 46A of the IT Act would not apply.
- Resident Shareholders:**
 - For individuals or HUF and in any other case of a resident profits would be taxable at slab rates
 - For domestic companies' profits would be taxable @ 30%.

No benefit of indexation by virtue of period of holding would be available in any case. In addition to the above, in the case of domestic companies, surcharge @ 10% is leviable where the total income exceeds ₹ 10 Crores and @ 5% where the total income exceeds ₹ 1 Crore. In all other cases, surcharge @ 10% is leviable where the total income exceeds ₹ 1 Crore.

Further, Education Cess @ 2% and Secondary and Higher Education Cess @1% is leviable in all cases.

(iii) Non-Resident Shareholders:

- (a) For non-residents (excluding FIIs¹), taxability of profits as business income would be subject to beneficial provisions of applicable Double Taxation Avoidance Agreement ('DTAA')
- (b) Where DTAA provisions are not applicable:
- For non-resident individuals or HUF profits would be taxable at slab rates
 - For foreign companies, profits would be taxed in India @ 40%
 - For other non-resident shareholders profits would be taxed in India @ 30%

In addition to the above, in the case of foreign companies, surcharge @ 5% is leviable where the total income exceeds ₹ 10 Crores and @ 2% where the total income exceeds ₹1 Crore. In all other cases, surcharge @ 10% is leviable where the total income exceeds ₹ 1 Crore.

Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.

Notes:

- (a) The proviso to Section 112 of the IT Act provides for beneficial tax rate on LTCG of 10%, without giving indexation benefit (as per second proviso to Section 48 of the IT Act).
- (b) In the case of non-resident shareholders referred to in paragraph 2.(iii)(c) and 2(iii)(d) above other than NRIs covered under the provisions of Section 115E of the IT Act and FIIs), the first proviso to Section 48 (providing for foreign exchange fluctuation benefit) would apply, where shares are purchased in foreign currency.
- (c) In this regard, it is pertinent to note that there are conflicting views on the applicability of proviso to Section 112 (providing for a beneficial rate of 10% when indexation under the second proviso is not applied) to non-residents in case here the first proviso to Section 48 (providing for foreign exchange fluctuation benefit) is applicable.
- (d) All the above rates (especially for non-residents) are to be read subject to the provisions of Section 206AA of the IT Act. The said section mandates furnishing of PAN to the deductor, failing which the tax would be required to be deducted at a higher amount by the deductor.

4. TAX DEDUCTION AT SOURCE

(i) In case of Resident Shareholders:

In absence of any specific provision under the IT Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buy Back.

(ii) In case of FIIs:

As per the provisions of section 196D(2) of the IT Act, no deduction of tax at source is required to be made by the Company, from income by way of capital gains arising from transfer of listed securities payable to a FII as defined in Section 115AD of the IT Act.

(iii) In case of Non-Resident Shareholders, including NRIs:

- (a) As per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at the prescribed rate (including applicable surcharge and education cess).

¹ As per the amendment proposed by Finance (No. 2) Bill, 2014, securities held by FIIs to be regarded as capital asset and would be subject to capital gains tax.

- (b) The consideration payable under the Buy Back Offer would be chargeable to tax as capital gains or business profits, as the case may be.
- (c) In order to determine the tax implications of Buy Back Offer, it is advised to consult your tax advisors for the applicable tax provisions including the treatment that may be given by your respective assessing officers in your case, and the appropriate course of action that you should take including submitting any documents to the Company for the purpose of deduction of tax.
- (d) The Company shall deduct tax at the prescribed rates (including applicable surcharge and education cess) for each category of shareholder, on the gross consideration payable to such non-resident shareholders, based on the information submitted along with the Tender Form.
- (e) In case of any ambiguity, incomplete or conflicting information or information not being provided to the Company by the Non-resident Shareholder, the tax shall be deducted at the maximum rate prescribed for such non-resident shareholder.
- (f) If the Non-resident Shareholder requires the Company not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, they would need to obtain a certificate from the Income-tax authorities, either under Section 195(3) or under Section 197 of the IT Act, and submit the same to Company while submitting the Tender Form. In absence of such certificate from the Income tax authorities, the Company shall deduct tax on gross consideration at the prescribed rate of tax.
- (g) where Non-resident Shareholder is tax resident of a country which has entered into a DTAA with India, it may be possible for the Non-Resident Shareholder to avail the beneficial provisions, if any, under the DTAA. If the Non-resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, should be submitted along with the Tender Form. In absence of such certificate, the Company shall deduct the tax as per paragraph 4(iii) (a) to 4 (iii) (f) above.
- (h) In case of a NRI, where it is claimed that he is governed by the provisions of Section 115E of the IT Act, he should submit the relevant information as requested in the Tender Form, along with documents in support thereof and to the satisfaction of the Company. In case the information and documents are not submitted or the Company is not satisfied regarding the same, then the rate of tax would be that as applicable to any other non-residents.
- (i) These can either be documents proving that the Shares were purchased by the Shareholders either from foreign remittance or from funds lying in the NRE account or FCNR account and that these shares have been declared as such in the return of income filed by the shareholders.
- (iv) **Other Information :**
- (a) For the purpose of determining as to whether the capital gains are short-term or long-term in nature:
- As per the provisions of the IT Act, where a capital asset (being equity shares of the Company being bought back in the instant case) is held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short term capital asset, and the gains arising therefrom shall be taxable as short term capital gains.
 - Similarly, where a capital asset is held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long term capital asset, and the gains arising therefrom shall be taxable as long term capital gains.
 - The Company will rely on the information provided by the Equity Shareholder as to whether the capital asset being equity shares of the Company constitute short term or long term capital asset for the shareholder, for the purpose of deduction of taxes at source.

- Where the information provided by the Equity Shareholder is ambiguous, incomplete or conflicting or the information is not available with the Company regarding the same, the capital gain shall be assumed to be short term in nature.
- (b) If the Company becomes liable to pay interest for delay in release of Buy back consideration to non-resident shareholders, such shareholders will be required to submit a certificate for deduction of tax at Nil/lower rate from the income tax authorities under the IT Act indicating the amount of tax to be deducted by the Company before remitting the interest, failing which the Company will arrange to deduct tax at the applicable rate as may be applicable to the relevant category to which the shareholder belongs under the IT Act, on the interest payment.
 - (c) If the Company becomes liable to pay interest for delay in release of Buy back consideration to resident shareholder, tax will be deducted on the interest component exceeding ₹ 5,000/- at the applicable rates. If the resident shareholder requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, such shareholders will be required to submit a certificate for deduction of tax at Nil/lower rate from the Income tax authorities under the IT Act indicating the amount of tax to be deducted by the Company.
 - (d) Non-Resident Shareholders (including FIIs) are required to submit their PAN for income tax purposes. In case of Non-Residents (including FIIs), if PAN is not submitted or is invalid or does not belong to the Shareholder, Company will deduct tax @ 20% (twenty percent) or at the rate in force or at the rate specified in the relevant provisions of the IT Act, whichever is higher, in accordance with provisions of Section 206AA of the IT Act.
 - (e) The company shall issue a certificate in the prescribed form to the shareholders (resident and non-resident) who have been paid the consideration after deduction of taxes on the same certifying the amount of tax deducted and other prescribed particulars.
 - (f) For the purpose of computing the tax deduction at source, shareholders who wish to tender their shares must submit the information as required along with the Tender Form.
 - (g) The tax deducted under this Offer is not the final liability of the shareholders or in no way discharge the obligation of shareholders to disclose the amount received in pursuant to this Buy Back Offer.
 - (h) If for any reason, the income tax department raises a vicarious liability on the Company and seeks to recover the tax on the transaction (which is actually tax liability of the shareholder) from the Company, the shareholder agrees to indemnify the Company for the same.

Notes:

- (i) All the above benefits are as per the current tax laws. The amendments proposed by the Finance (No.2) Bill, 2014, (which is yet to be enacted as an Act) have been considered in the above. However, any further change or amendment in the laws/regulation would impact the same.
- (ii) In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investments in the shares of the company.

The above Statement of Possible Tax Benefits 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 purchase, ownership and disposal of shares.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the Buy Back Regulations:

The Board confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

The Board confirms that based on a full enquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Companies Act, the Board have formed an opinion that:

- (a) Immediately following the date of the Draft Letter of Offer, there are no grounds on which the Company could be found unable to pay its debts;
- (b) As regards the Company's prospects for the year immediately following the date of the Draft Letter of Offer that, having regard to the Board's intention with respect to the management of Company's business during the said year and to the amount and character of the financial resources, which will be available to the Company during the said year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date.

This declaration is made and issued by the Sub-Committee under the authority of the Board in terms of the resolution passed at the meeting held on May 20, 2014.

For and on behalf of the Board of Directors of Riddhi Siddhi Biols Limited,

Sd/-

Ganpatraj L. Chowdhary
Managing Director

Sd/-

Sampatraj L. Chowdhary
Whole Time Director

23. AUDITORS CERTIFICATE

The text of the report dated May 20, 2014 received from M/s Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of Directors is given below:

Quote

To,
The Board of Directors
Riddhi Siddhi Gluco Biols Limited
701, Sakar-I,
Opp. Gandhigram Railway Station,
Ashram Road,
Ahmedabad – 380 009.

Subject: Report in terms of Clause (xi) of Part A of Schedule II to the Securities and Exchange of Board of India (“SEBI”) (Buy Back of Securities) Regulations, 1998, as amended.

We are the statutory auditors of Riddhi Siddhi Gluco Biols Limited (“the Company”) having its registered office at 701, Sakar-I, Opp. Gandhigram Railway Station, Ashram Road, Ahmedabad – 380 009 and bearing CIN No. L24110GJ1990PLC013967. The Company vide its letter dated May 19, 2014 has informed us that the Board of Directors of the Company in their meeting on May 20, 2014 would consider proposal to buy-back equity shares of the face value of ₹ 10 in accordance with the provisions of Section 68 of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time (the “Buy-Back Regulations”) and has requested us to issue a report as required under Clause (xi) of Part A of Schedule II of the Buy-Back Regulations.

The Board of Directors of the Company is responsible for (i) determining the amount of capital payment for the buy-back; and (ii) making full enquiry into the affairs and prospects of the Company and forming an opinion that the Company will not be rendered insolvent within a period of one year from that date.

Pursuant to the requirement of the Buy-Back Regulations, our responsibility is to report that (i) whether we have inquired into the state of affairs of the Company, (ii) whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of the Section 68 of the Companies Act, 2013; and (iii) whether the Board of Directors have formed an opinion, as specified in clause (x) of Part A of Schedule II of the Buy-Back Regulations, on reasonable grounds that the Company having regards to its state of affairs will not be rendered insolvent within a period of one year from that date.

We conducted our procedures in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India and by application of generally accepted auditing practices.

In terms of the requirement of Clause (xi) of Part A of Schedule II of Buy-back Regulations, and based on the informations and explanations given to us and on the basis of verification of relevant records, we report that:

1. We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2014, as approved by the Board of Directors and have been audited by us.
2. The amount of permissible capital payment (including securities premium) towards buy-back of equity shares, as computed by the Board of Directors and reproduced herewith in Annexure 1, has been properly determined in accordance with Section 68(2) of the Companies Act, 2013.
3. The Board of Directors at its meeting held on May 20, 2014 have formed the opinion as specified in Clause (x) of Part A of Schedule II to the Buy-Back Regulations, on reasonable

grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

This report has been prepared for the Company and is in reference to the buy-back of equity shares of the Company to be considered by the Board of Directors of the Company at its meeting on May 20, 2014, in pursuance of the provisions of Section 68 of the Companies Act, 2013 and the Buy-Back Regulations and should not be used for any other purpose.

For **Deloitte Haskins & Sells**
(Firm Registration No. 117365W)

Gaurav J Shah
Partner
Membership No. 35701
Place: Ahmedabad
Date: May 20, 2014

Annexure – 1 - Statement of maximum amount permissible for the buy-back

Particulars	Amount (₹ in lacs)
Paid-up Equity Share Capital as at March 31, 2014 (A) ⁽¹⁾	947.48
Free Reserves as at March 31, 2014 ^{(1) to (4)}	
<input type="checkbox"/> General Reserve	69,725.56
<input type="checkbox"/> Surplus in Statement of Profit and Loss	22,608.20
<input type="checkbox"/> Securities Premium Reserve	6,802.90
Total Free Reserves (B)	99,136.66
Total (A + B)	100,084.14
Maximum amount permissible for the buy-back i.e. 25% of total paid-up equity capital and free reserves	25,021.04
Maximum amount approved by the Board of Directors for buy-back	10,663.09

- 1) Based on audited financial statements of the Company as at and for the year ended March 31, 2014.
- 2) Free Reserves are as per Section 2(43) read with Section 68 of the Companies Act, 2013.
- 3) The Company has commodity trade receivables amounting to ₹ 7,623.55 lacs as on March 31, 2014 pertaining to various commodities contracts executed through brokers on the National Spot Exchange Limited (NSEL). Over past few months, NSEL is unable to fulfill its scheduled payment obligations as agreed by them. Consequently, the Company has pursued a legal action against NSEL through NSEL Investor Forum which has also filed complaint in Economic Offences Wing of Mumbai (EOW). Considering the recent development and action taken by EOW against various borrowers of NSEL, the Company believes that it shall recover the outstanding dues over a period of time and therefore, the management believes that no provision is required to be made as of March 31, 2014. The Company has received ₹ 5.79 lacs between year ending March 31, 2014 and date of adoption of results by the Board of Directors.

The Statutory Auditors have qualified their Audit Report regarding inability to determine the amount of provision for doubtful receivable on the above matter.

- 4) The Company's fixed assets include windmills having generating capacity of 33.15 MW and carrying amount of ₹13,384.43 lacs as at 31st March, 2014. The Company has entered into long term Power Purchase Agreement (PPA) in 2012 with State Distribution Corporations (Discoms) for a period ranging from 13-25 years based on a substantially fixed tariff per unit.

An incessantly lower Plant Load Factor (PLF) of windmills than expected over last few years of operations due to non-availability of grid and land related issues has triggered assessment of recoverable amount of the windmills in terms of Accounting Standard (AS) 28, Impairment of Assets. For the purpose of said assessment, windmills considered as a cash generating unit. For the purpose of cash generating unit management has concluded that each of the windmill cannot be a cash generating unit, windmill farm at each location would be an appropriate cash generating unit. The 'Recoverable Amount' of windmills measured on the basis of its Value in Use by estimating the future cash inflows over the estimated useful life of the windmills. The cash flow projections are based on estimates and assumptions relating to tariff, operational performance of the windmills, recovery of damages from supplier for under performance of the windmills, inflation, terminal value etc., which are considered reasonable by the management.

On a careful evaluation of the aforesaid factors, the management has concluded that the Recoverable Amounts of the windmills are higher than their carrying amounts as at 31st March, 2014. In case, these estimates and assumptions change in future, there could be a corresponding impact on the Recoverable Amounts of the windmills.

The Statutory Auditors have invited attention to this note in their Audit Report.

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at 701, Sakar-1, Opp. Gandhigram Railway Station, Ashram Road, Ahmedabad – 380 009 between 10 a.m. and 5.00 p.m. on all working days (Monday to Friday) during the offer period:

- (i) Certificate of Incorporation of the Company.
- (ii) Memorandum and Articles of Association of the Company.
- (iii) Annual reports of the Company for the financial years ended March 31, 2011, 2012 and 2013 and audited financial statements approved by the Board for the year ended March 31, 2014.
- (iv) Copy of resolution passed by the Board of Directors at their meeting held on May 20, 2014 recommending the proposal of the Buy-Back.
- (v) Copy of resolution passed by the Sub-Committee at their meeting held on July 22, 2014 fixing the Buy-Back Price.
- (vi) Certificate dated May 20, 2014 received from M/s. Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buy-Back Regulations.
- (vii) Copy of the Postal Ballot Notice to the Equity Shareholders along with Explanatory Statement dated May 20, 2014.
- (viii) Copy of special resolution passed by the Equity Shareholders of the Company through postal ballot, the results of which were announced on July 21, 2014.
- (ix) Certificate from M/s. Deopura & Kabra dated July 20, 2014 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buy-Back, in accordance with the Regulations.
- (x) Copy of Public Announcement dated July 22, 2014 published in the newspapers on July 23, 2014 regarding Buy-Back.
- (xi) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.
- (xii) Copy of Escrow Agreement dated July 22, 2014 between Riddhi Siddhi Gluco Biols Limited, Yes Bank Limited and JM Financial Institutional Securities Limited.

- (xiii) Confirmation letter by the Escrow Bank dated July 22, 2014 that the Escrow Account has been opened and Escrow Amount has been deposited.
- (xiv) SEBI comments vide letter dated [●] issued in terms of the Buy-Back Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

Mr. Kinjal Shah,
Company Secretary,
Riddhi Siddhi Gluco Biols Limited,
701, Sakar-I, Opp. Gandhigram Railway Station.
Ashram Road,
Ahmedabad – 380 009
Tel: +91 79 26581000; Fax: +91 79 26580894
Email: kinjal@riddhisiddhi.co.in

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

- (i) In case of any grievances relating to the Buy-Back (e.g. non-receipt of the Buy-Back consideration, share certificate, demat credit, etc.), the investor can approach the Compliance Officer of the Manager to the Buy-Back at grievance.ibd@jmfl.com and/or Registrar to the Buy-Back and/or Compliance Officer of the Company for redressal.
- (ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

(iii) The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, Gujarat, Dadra & Nagar Haveli
ROC Bhavan, CGO Complex, Opposite Rupal Park Society
Near Ankur Bus Stand, Naranpura, Ahmedabad- 380 013, India.

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the Equity Shareholders may contact the Registrar & Transfer Agent of the Company on any day except Saturday, Sunday and Public holidays between 10.00 a.m. and 5.00 p.m. at the following address:

Link Intime India Private Limited
Unit: Riddhi Siddhi Biols Limited- Buy-Back
C – 13, Pannalal Silk mills Compound,
L B S Marg, Bhandup (W),
Mumbai – 400 078
Maharashtra, India
Tel.: +91 22 2596 7878
Fax: +91 22 2596 0329
Email: rsgbl.offer@linkintime.co.in
Contact Person: Mr. Pravin Kasare
Website: www.linkintime.co.in
SEBI Regn. No.: INR000004058
Corporate Identity Number: U67190MH1999PTC118368

28. DETAILS OF THE MANAGER TO THE BUY BACK

The Company has appointed the following as Manger to the Buy-Back.

JM Financial Institutional Securities Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400025, Maharashtra, India
Tel.: +91 22 6630 3030
Fax: +91 22 6630 3330
Email: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Ms. Lakshmi Lakshmanan
SEBI Regn. No.: INM000010361
Corporate Identity Number: U65192MH1995PLC092522

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER.

As per Regulation 19(1)(a) of the Buy-Back Regulations, the Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer. This Draft Letter of Offer is issued by the Sub-Committee under the authority of the Board and in terms of the resolution passed by the Board on May 20, 2014.

For and on behalf of the Board of Directors of Riddhi Siddhi Gluco Biols Limited

Sd/-

Ganpatraj L. Chowdhary
Managing Director

Sd/-

Sampatraj L. Chowdhary
Whole Time Director

Place : Ahmedabad
Date : July 30, 2014

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN
DEMATERIALIZED FORM)**

BUY BACK OPENS ON :	
BUY BACK CLOSES ON :	

For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Telephone No: _____
 Email Id: _____
 Date: _____

Status: Please tick appropriate box

To Board of Directors Riddhi Siddhi Gluco Biols Limited, 701, Sakar-1, Opp. Gandhigram Railway Station, Ashram Road, Ahmedabad – 380 009, Tel. No.: +91 79 26581000 Fax: +91 26580894	<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors	<input type="checkbox"/> Insurance Company
	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian/ OCB	<input type="checkbox"/> FVCI
	<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/ Financial Institution	<input type="checkbox"/> Pension/ Provident Fund
	<input type="checkbox"/> Venture Capital	<input type="checkbox"/> Partnership/ Proprietorship firm/ LLP	<input type="checkbox"/> Others

India Tax Residency Status: Please tick appropriate box Resident in India Non Resident in India

Route of Investment (For NR Shareholders only) Portfolio Investment Scheme Foreign Direct Investment

Dear Sirs,

Sub: Letter of Offer dated [●] to Buy-Back up to 23,69,575 Equity Shares of Riddhi Siddhi Gluco Biols Limited (the “Company”) at a price of ₹ 450 (Rupees Four Hundred and Fifty only) per Equity Share (the “Buy-Back Offer Price”) payable in cash

1. I/We (having read and understood the Letter of Offer dated [●]) hereby tender/offer my/our Equity Shares in response to the Buy-Back on the terms and conditions set out below and in the Letter of Offer.
2. I/We authorize the Company to Buy-Back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-Back to extinguish the Equity Shares through an off market transfer.
3. I/We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buy-Back by me/us free from all liens, equitable interest, charges and encumbrance.
4. 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 Buy-Back and that I/we am/are legally entitled to tender the Equity Shares for Buy-Back.
5. I/We agree that the Company will pay the Buy-Back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
6. I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buy-Back Offer in the demat a/c from where I/we have tendered the Equity Shares in the Buy-Back. In case if for any reason the Equity Shares cannot be credited to the above demat account, I/we agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

7. I/We undertake to return to the Company any Buy-Back consideration that may be wrongfully received by me/us.
8. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buy-Back in accordance with the Companies Act and the Buy-Back Regulations.
9. I/We hereby give our consent to the Company/Registrar/Manager to the Buy-Back to obtain my/our bank account details from the Depositories for the purpose of crediting the consideration for the Equity Shares accepted in the Buy-Back.
10. Details of Equity Shares held and tendered / offered for Buy-Back Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buy-Back (Buy-Back Entitlement)		
Number of Equity Shares offered for Buy-Back		

Note: An Eligible Person may tender Equity Shares over and above his/her Buy-Back Entitlement. Number of Equity Shares validly tendered by any Eligible Person up to the Buy-Back Entitlement of such Eligible Person shall be accepted to the full extent. The Equity Shares tendered by any Eligible Person over and above the Buy-Back Entitlement of such Eligible Person shall be accepted in accordance with clause 19 of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance.

11. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is Applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.		
Client ID with the DP		

12. I/We hereby declare that we have instructed the above-mentioned DP, with whom, I/We hold an account to transfer the number of Equity Shares offered by me/us for Buy-Back and as mentioned under serial number 10 above to Riddhi Siddhi Gluco Biols Limited (NSDL Client Id No. [●]) held with [●] (DP ID No. [●]). A copy of delivery instruction issued to the DP, duly endorsed by the DP is enclosed.

13. Details of other Documents (Please as appropriate, if applicable) enclosed:

- | | |
|--|--|
| <input type="checkbox"/> Power of Attorney | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Riddhi Siddhi Gluco Biols Limited hereby tendered in the Buy-Back |
| <input type="checkbox"/> Death Certificate | <input type="checkbox"/> Corporate authorisations |
| <input type="checkbox"/> Succession Certificate | <input type="checkbox"/> Others (please specify) : _____ |
| <input type="checkbox"/> Permanent Account Number (PAN Card) required for Non-Resident Shareholders) | |

14. Tax Certification (NRIs / OCBs / FIIs / FPIs / Other Non-Resident Eligible Person only)

NRI or an FII or an FPI or a non-resident Eligible Person should certify whether the Equity Shares held by them are held on investment / capital account or on trade account.

Please refer to the Letter of Offer regarding withholding tax. Eligible Person are also advised to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take including submitting any documents to the Company for the purpose of deduction of tax.

I / We certify that the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment are held:

On Investment/Capital Account on trade account/to be taxed as Business Profits

I / We certify that the Equity Shares referred to in clause 8 of this Form of Acceptance cum Acknowledgment were acquired by me in:

In convertible foreign exchange other than convertible foreign exchange

I / We certify that the tax deduction on the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment is to be deducted on account of:

Short Term Capital Gains Long Term Capital Gains Business Profits

I/We certify that we have a Permanent Account Number (PAN) obtained from the Indian Revenue authorities which is and have enclosed a copy of the PAN card

Order from Income-tax authorities enclosed specifying (if applicable) :

Non deduction of tax at source Deduction at lower rate - _____ please mention rate specified in order

I/We have enclosed the following (if applicable) :

- Evidence of eligibility for claiming any double tax treaty benefit : Tax
- Residency Certificate
- Form 10F
- Any others, please specify - _____
- Declaration for no-permanent establishment of non-resident in India

Applicable only for FII / FPI Equity Shareholders

The FII / FPI hereby undertakes that: (a) it has a valid tax residency certificate; (b) it is registered with the Securities and Exchange Board of India ('SEBI') as a Foreign Institutional Investor ('FII') / Foreign Portfolio Investor ('FPI') SEBI Registration No _____ (c) it does not have a permanent establishment in India; and (d) the amount received by it as a part of the Buy-Back constitutes capital gains and does not constitute business income for it and that similar gains (if any) have been taxed as capital gains by the tax authorities in India in the past (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents)

The FII / FPI hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the FII / FPI in relation to the consideration paid by the Company to the FII / FPI in the Buy-Back.

Applicable only for non-residents other than FIIs / FPIs:

The Eligible Person hereby undertakes that the Double Taxation Avoidance Agreement between India and _____ (please insert the applicable jurisdiction) is applicable to it (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents)

The Eligible Person hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the Eligible Person in relation to the consideration paid by the Company to such Eligible Person in the Buy-Back.

15. Details of Bank Account of the First / Sole Equity Shareholder to be incorporated in the consideration warrant. (to be mandatorily filled):

Name of the Bank	
Branch & Address of the Branch	
City & Pincode	
Account No.	
Type of Account	
MICR No. (9 digits code no. appearing on the MICR band of the cheque supplied by your Bank)	
IFSC Code (for RTGS/NEFT)	
SWIFT code	

Mode of Payment (Please tick) Electronic Physical

16. Equity Shareholders Details

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN No.				
Address of the first/ Sole Equity Share Holder				
Telephone No. / Email ID				

*corporate must affix rubber stamp

Applicable for all Non-Resident Shareholders:

Under FEMA, form FC-TRS has to be filed within 60 days from the date of remittance of the payment consideration and in order to facilitate the filing of FC-TRS, the Company would file the same on behalf of Non-Resident Shareholders and any other regulatory reportings, wherever required. By agreeing to participate in the Buy-Back, Non-Resident Shareholders holding Equity Shares in the Company hereby, give an irrevocable mandate to the Company as given below. This Letter of Mandate may be used by the Company to file FC-TRS with Authorised Dealer Bank as per Regulatory requirements.

Letter of Mandate:

I/We hereby authorise the Company to execute and perform all or any of the acts, deeds, matters and things, as may be necessary, desirable or appropriate for and in relation to the sale and transfer of the Equity Shares tendered and accepted under the Buy-Back, fully and effectively in favor of the Company, in terms of the Buy-Back Regulations, including the power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings and any such information demanded from time to time by any regulatory or statutory authorities in India including FEMA Regulations of Reserve Bank of India, that may be necessary or proper to be made, signed, sealed, executed, delivered, acknowledged and performed on my/our behalf and for such or any of the purposes of these powers. Further, I / We hereby declare that:

- I. I/ We, was/were holding the Equity Shares as per under erstwhile FERA/ FEMA Regulations on
 repatriation non repatriation basis

- II. I/We bought/hold Equity Shares within the sectoral limits under FDI Policy PIS
 Purchased shares with approval from RBI during approval regime under FERA/FEMA

(Please tick the appropriate applicable box above)

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Signature(s)*				

INSTRUCTIONS

1. This Offer will open on [•] and close on [•].
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form
3. For the purpose of Buy-Back Offer, the Company has a Designated Depository account with a Depository Participant (DP) as detailed below:

[NSDL/CDSL] CLIENT ID	[•]
DP Name	[•]
DP ID	[•]
Client Account Name	[•]
Client Code	[•]
Depository	[•]

Beneficial owners having their beneficiary accounts with [CDSL/NSDL] have to use inter-depository delivery instruction slip for the purposes of crediting their Equity Shares in favour of the special depository account with [NSDL].

4. Eligible Persons who wish to tender their Equity Shares in response to the Buy-Back should deliver the following documents so as to reach before the close of business hours at the respective Collection Centers (as mentioned in the Letter of Offer) on or before [•] by 5 PM. Eligible Persons residing at locations where there are no collection centres should send their response to the Registrar to the Buy-Back:
 - a) The relevant Tender Form duly signed (by all Eligible Persons in case the shares are in joint names) in the same order in which they hold the shares.
 - b) Copy of delivery instruction issued by Eligible Persons to their DP for transferring the Equity Shares tendered for Buy-Back, to the Company's DP account with [•]. **Copy of the delivery instruction should be duly endorsed by the DP of the Equity Shareholder**, to whom the original delivery instruction should be handed over.
5. In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "[•]" against DP Name, "[•]" against the DP ID and "[•]" against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Buy-Back and on or before the last date of submission of the Tender Form to the Collection Centres or on or before the date of mailing of the Tender Form to the Registrar to the Buy-Back Offer, as the case may be, but not in any case later than the date of closing of the Buy-Back.
6. In case of non-receipt of the aforesaid documents from Eligible Persons other than Non – Resident Shareholders, but receipt of shares in the Designated Depository Account, the Sub-Committee shall take appropriate decision in respect to such tendered shares.
7. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buy back as decided by the Company.

8. In case of non-receipt of the Letter of Offer, Eligible Persons may send their application in plain paper in terms of the procedure disclosed in clause 19.(x)(i) of the Letter of Offer.
9. Equity Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not be limited to):
 - Duly attested Power of Attorney, if any person other than the Eligible Persons has signed the relevant Tender Form
 - Duly attested death certificate / succession certificate in case any Eligible Person has expired.
 - Necessary corporate authorization, such as Board Resolutions, etc. in case of companies.
 - Previous RBI approval for holding the Equity Shares of Riddhi Siddhi Gluco Biols Limited hereby tendered in the Buy-Back.
10. Eligible Persons to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
11. It is mandatory for Eligible Persons to indicate the bank account details to which the consideration would be payable at the appropriate place in Tender Form.
12. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.
13. Non Resident Shareholders are requested to submit documents as mentioned in clause 20(xii) of the Letter of Offer

Notes:

Multiple tender from the same depository account shall be liable for rejection.

Eligible Persons will have to transfer the shares from the same demat account in which they were holding the shares as on the Record Date and in case of multiple demat accounts, shareholders are required to tender the applications separately for each demat account.

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN
PHYSICAL FORM)**

BUY BACK OPENS ON :			
BUY BACK CLOSES ON :			
For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Telephone No: _____
 Email Id: _____
 Date: _____

Status: Please tick appropriate box

To
 Board of Directors Individual Foreign Institutional Investors Insurance Company
 Riddhi Siddhi Gluco Biols Limited, Foreign Company Non Resident Indian/OCB FVCI
 701, Sakar-1, Body Corporate Bank/ Financial Institution Pension/
 Opp. Gandhigram Railway Station, Ashram Road, Venture Capital Partnership/ Proprietorship firm/ LLP Provident Fund
 Ahmedabad – 380 009, Others
 Tel. No.: +91 79 26581000
 Fax: +91 26580894

India Tax Residency Status: Please tick appropriate box Resident in India Non Resident in India

Route of Investment (For NR Shareholders only) Portfolio Investment Scheme Foreign Direct Investment

Dear Sirs,

Sub: Letter of Offer dated [●] to Buy-Back not exceeding 23,69,575 Equity Shares of Riddhi Siddhi Gluco Biols Limited (the “Company”) at a price of ₹ 450 (Rupees Four Hundred and Fifty only) per Equity Share (the “Buy-Back Offer Price”) payable in cash

1. I/We (having read and understood the Letter of Offer dated [●]) hereby tender / offer my / our Equity Shares in response to the Buy-Back on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buy-Back the Equity Shares offered (as mentioned below) and as a consequence to extinguish the share certificates.
3. I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buy-Back by me / us free from all liens, equitable interest, charges and encumbrance.
4. 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 Buy-Back and that I / we am / are legally entitled to tender the Equity Shares for Buy-Back Offer.
5. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buy-Back where loss of share certificates has been notified to the Company.
6. I / We agree that the Company will pay the Buy-Back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Person.
7. I / We undertake to return to the Company any Buy-Back consideration that may be wrongfully received by me / us.
8. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision

that may be taken by the Company to effect the Buy-Back in accordance with the Companies Act and the Buy-Back Regulations.

9. I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-Back
10. Details of Equity Shares held and tendered / offered for Buy-Back:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buy-Back (Buy-Back Entitlement)		
Number of Equity Shares offered for Buy-Back		

Note: An Equity Shareholder may tender Equity Shares over and above his / her Buy-Back Entitlement. Number of Shares validly tendered by any Equity Shareholder up to the Buy-Back Entitlement of such Equity Shareholder shall be accepted to the full extent. The Shares tendered by any Equity Shareholder over and above the Buy-Back Entitlement of such Equity Shareholder shall be accepted in accordance with clause 19 of the Letter of Offer. Equity Shares tendered by any Eligible Person over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not considered for the purpose of Acceptance.

11. Details of Share Certificate(s) enclosed: Total No. of Share Certificates submitted :

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed 4 nos. Please attach a separate sheet giving details in the same format as above.

12. Tax Certification (NRIs / OCBs / FIIs / FPIs / Other Non-Resident Eligible Person only)

NRI, OCB or an FII or an FPI or a non-resident Eligible Person, should certify whether the Equity Shares held by them are held on investment /capital account or on trade account. Please refer to the Letter of Offer regarding withholding tax, Eligible Person are also advised to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take including submitting any documents to the Company for the purpose of deduction of tax.

I / We certify that the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment are held:

On Investment/Capital Account on trade account/to be taxed as Business Profits

I / We certify that the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment were acquired by me in:

In convertible foreign exchange other than convertible foreign exchange

I / We certify that the tax deduction on the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment is to be deducted on account of:

Short Term Capital Gains Long Term Capital Gains Business Profits

I/We certify that we have a Permanent Account Number (PAN) obtained from the Indian Revenue

authorities which is _____ and have enclosed a copy of the PAN card	
Order from Income-tax authorities enclosed specifying (if applicable) :	
<input type="checkbox"/> Non deduction of tax at source rate	Deduction at lower rate - _____ please mention specified in order
I/We have enclosed the following (if applicable) :	
<input type="checkbox"/> Evidence of eligibility for claiming any double tax treaty benefit : Tax Residency Certificate <input type="checkbox"/> Form 10F <input type="checkbox"/> Any others, please specify - _____ <input type="checkbox"/> Declaration for no-permanent establishment of non-resident in India	
Applicable only for FII / FPI Eligible Persons	
<input type="checkbox"/> The FII / FPI hereby undertakes that: (a) it has a valid tax residency certificate; (b) it is registered with the Securities and Exchange Board of India ('SEBI') as a Foreign Institutional Investor ('FII') / Foreign Portfolio Investor ('FPI') SEBI Registration No. _____ (c) it does not have a permanent establishment in India; and (c) the amount received by it as a part of the Buy-Back constitutes capital gains and does not constitute business income for it and that similar gains (if any) have been taxed as capital gains by the tax authorities in India in the past (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents). The FII / FPI hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the FII / FPI in relation to the consideration paid by the Company to the FII / FPI in the Buy-Back Offer.	
Applicable only for non-residents other than FIIs / FPIs:	
<input type="checkbox"/> The Equity Shareholder hereby undertakes that the Double Taxation Avoidance Agreement between India and _____ (please insert the applicable jurisdiction) is applicable to it (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents). The Eligible Person hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the Eligible Person in relation to the consideration paid by the Company to such Eligible Person in the Buy-Back.	

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

- | | |
|---|--|
| <input type="checkbox"/> Power of Attorney

<input type="checkbox"/> NECS Mandate Form

<input type="checkbox"/> Death Certificate

<input type="checkbox"/> Permanent Account No. (PAN Card) | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Riddhi Siddhi Gluco Biols Limited hereby tendered in the Buy-Back Offer

<input type="checkbox"/> Corporate authorisations

<input type="checkbox"/> Succession Certificate

<input type="checkbox"/> Others (please specify) : _____ |
|---|--|

Mode of Payment (Please tick) Electronic Physical

14. Details of Bank Account of the First / Sole Eligible Person to be incorporated in the consideration warrant. (to be mandatorily filled) :

Name of the Bank	
Branch & Address of the Branch	
City & Pincode	
Account No.	
Type of Account	
MICR No. (9 digits code no. appearing on the MICR band of the cheque supplied by your Bank)	
IFSC Code (for RTGS/NEFT)	
SWIFT code	

15. In order to avail NECS, Eligible Persons holding Shares in physical form are requested to submit the NECS mandate form duly filled in and signed while submitting the Form, if the same has not been submitted earlier to the Company / Registrar & Share Transfer Agents or if there is a change in Bank details.

16. Eligible Persons Details :

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN No.				
Address of the first/ Sole Equity Share Holder				
Telephone No. / Email ID				

*corporate must affix rubber stamp

Applicable for all Non-Resident Shareholders:

Under FEMA, form FC-TRS has to be filed within 60 days from the date of remittance of the payment consideration and in order to facilitate the filing of FC-TRS, the Company would file the same on behalf of Non-Resident Shareholders and any other Regulatory Reportings, wherever required. By agreeing to participate in the Buyback, Non-Resident Shareholders holding Equity Shares in the Company hereby, give an irrevocable mandate to the Company as given below. This Letter of Mandate may be used by the Company to file FC-TRS with Authorised Dealer Bank as per Regulatory requirements.

Letter of Mandate:

I/We hereby authorise the Company to execute and perform all or any of the acts, deeds, matters and things, as may be necessary, desirable or appropriate for and in relation to the sale and transfer of the Equity Shares tendered and accepted under the Buyback Offer, fully and effectively in favour of the Company, in terms of the Buyback Regulations, including the power to make, sign, execute, deliver, acknowledge and perform all applications to file, Regulatory Reportings and any such information demanded from time to time by any regulatory or statutory authorities in India including FEMA Regulations of Reserve Bank of India, that may be necessary or proper to be made, signed, sealed, executed, delivered, acknowledged and performed on my/our behalf and for such or any of the purposes of these powers. Further, I / We hereby declare that:

- I. I / We, was/were holding the Equity Shares as per under erstwhile FERA/ FEMA Regulations on
 repatriation non repatriation basis
- II. I/We bought/hold shares within the sectoral limits under FDI Policy PIS Purchased shares with approval from RBI during approval regime under erstwhile FERA/FEMA

(Please tick the appropriate applicable box above)

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Signature(s)*				

INSTRUCTIONS

1. This Offer will open on [●] and close on [●].
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form
3. Eligible Persons who wish to tender their Equity Shares in response to this Buy-Back Offer should deliver the following documents so as to reach before the close of business hours of the respective Collection Centres (as mentioned in the Letter of Offer) on or before [●] by 5 PM. Eligible Persons residing at locations where there are no collection centres should send their response to the Registrar to the Buy-Back.
 - a) The relevant Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares
 - b) Original share certificates
 - c) Copy of duly Attested Permanent Account Number (PAN) Card
4. Eligible Persons should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
5.
 - a. Duly attested Power of Attorney if any person other than the Eligible Persons has signed the relevant Tender / Offer Form
 - b. Duly attested death certificate / succession certificate in case any Eligible Persons has expired
 - c. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
 - d. NECS Mandate form duly filled in and signed by the First / Sole Equity Shareholder (being Eligible Persons) for receipt of consideration through NECS if the same has not been submitted earlier to the Company / Registrar & Share Transfer Agent.
6. Eligible Persons to whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
7. In case of non-receipt of the aforesaid documents from Eligible Persons other than Non - Resident Shareholders, but receipt of shares in the Designated Depository Account, the Sub-Committee shall take appropriate decision in respect to such tendered shares.
8. In case of non-receipt of the Letter of Offer, Eligible Persons may send their application in plain paper in terms of the procedure disclosed in clause 19.xi of the Letter of Offer.
9. It is mandatory for Eligible Persons to indicate the bank account details to which the consideration would be payable at the appropriate place in the Tender Form.
10. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
11. Non Resident Shareholders are requested to submit documents as mentioned in clause 20.xii of the Draft Letter of Offer
12. **Note: Multiple tender from the same registered folio shall be liable for rejection.**

FOR ELIGIBLE PERSONS HOLDING EQUITY SHARES IN PHYSICAL FORM

REF. FOLIO NO.

Name of the Eligible Person : _____

Address of Eligible Person : _____

To,

LINK INTIME INDIA PRIVATE LIMITED

C-13,Pannalal Silk Mills Compound,

LBS Marg, Bhandup (West),

Mumbai 400 078, Maharashtra, India

UNIT : RIDDHI SIDDHI GLUCO BIOLS LIMITED

Dear Sirs,

RE : CASH PAYMENTS THROUGH NECTS / NEFT / BANK MANDATE

I wish to receive my dividend / buyback consideration amount and other cash proceeds electronically and accordingly, I give below the details of my bank details, to which you may electronically credit the payment due to me against the reference folio number mentioned against point 1.

1. Ref. Folio No. : _____
2. Particulars of the Bank :
 - a. Name of the Bank : _____
 - b. Branch Address : _____
 - c. 9 digit MICR Code No. :

--	--	--	--	--	--	--	--	--	--
 - d. 11 digit IFSC :

--	--	--	--	--	--	--	--	--	--	--	--
 - e. CBS A/c No. * :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
 - f. Account Type (Please tick) : Savings Current Cash Credit
 - g. Ledger Folio No. (if any) : _____

I hereby declare that the particulars given above are correct and complete, I undertake to inform any subsequent changes in the above particulars from time to time. If the payment transaction is delayed or not effected at all for any reason(s), beyond the control of the Company, I would not hold the Company responsible.

E-mail id : _____ No. : _____

Telephone _____

Date : _____

Signature of the first holder

*Please attach a photocopy of your cheque featuring your new CBS Account Number.