

ITC to sell US arm for \$24 m

fe Bureau

Kolkata, Oct 9: Multi-bus-ness conglomerate ITC on Sunday said it will sell its en-tire stake in US-based wholly owned subsidiary King Mak-er Marketing (KMM) for an estimated consideration of \$24 million.

The Kolkata-based compa-ny entered into an agreement with US-based buyer Premier Manufacturing on Saturday to divest 100% of its equity stake in KMM, which is primarily engaged in distribution of cig-arettes in the US. The expected date of completion of sale is November 30, 2016.

“The corporate man-agement committee has ap-proved divestment of compa-ny’s entire shareholding (204 shares of common stock with no par value) in King Maker Marketing, Inc, USA, a wholly owned subsidiary, along with assignment of certain trade-marks owned by the company, pursuant to the authority giv-en by the board of directors of the company,” ITC said in a stock exchange filing. “The consideration to be received is estimated around \$24 mil-lion in terms of the share pur-chase agreement and subject to regulatory approvals and customary closing con-di-tions,” the filings said.

The main business of King Maker Marketing, registered in New Jersey, is to import and distribute tobacco prod-ucts to licensed wholesalers and retailers across the US.

POST-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF:

EXCEL CROP CARE LIMITED

Registered Office: 184-87, Swami Vivekanand Road, Jogeshwari (West), Mumbai - 400 102, Maharashtra, India
Tel.: +91 22 4252 2200 / 6612 2200; Fax: +91 22 4252 2380 / 2871 2523

OPEN OFFER FOR ACQUISITION OF UP TO 33,01,689 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 5 (INDIAN RUPEES FIVE) EACH, CONSTITUTING 30.00% OF THE VOTING EQUITY CAPITAL OF EXCEL CROP CARE LIMITED ("EQUITY SHARES" / "SHARES") FROM THE PUBLIC SHAREHOLDERS OF EXCEL CROP CARE LIMITED (THE "TARGET COMPANY") BY SUMITOMO CHEMICAL INDIA PRIVATE LIMITED (THE "ACQUIRER") ALONG WITH SUMITOMO CHEMICAL COMPANY, LIMITED (THE "PAC") AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER (THE "OFFER" / "OPEN OFFER")

POST-OFFER ADVERTISEMENT

This advertisement ("Post-Offer Advertisement") is being issued by ICICI Securities Limited (hereinafter referred to as "**Manager to the Offer**") on behalf of the Acquirer along with the PAC in respect of the Offer to the Public Shareholders of the Target Company pursuant to and in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI Takeover Regulations**").

This Post-Offer Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated June 05, 2016 (the "**PA**"), the detailed public statement dated June 09, 2016 (the "**DPS**"), the draft letter of offer dated June 17, 2016 (the "**LoF**"), the letter of offer dated August 16, 2016 dispatched to the Public Shareholders of the Target Company (the "**LoF**"), the pre-offer advertisement pursuant to Regulation 18(7) of the SEBI Takeover Regulations, published on August 25, 2016 and the corrigendum to the LoF which was published on September 26, 2016 in the same newspaper in which the DPS was published.

The DPS was published on June 10, 2016 in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai edition

Sr. No.	Particulars	Details																																																			
1.	Name of the Target Company	Excel Crop Care Limited																																																			
2.	Name of the Acquirer and the PAC	Acquirer: Sumitomo Chemical India Private Limited PAC: Sumitomo Chemical Company, Limited																																																			
3.	Name of the Manager to the Offer	ICICI Securities Limited																																																			
4.	Name of the Registrar to the Offer	Link Intime India Private Limited																																																			
5.	Offer Details																																																				
a.	Date of opening of the Offer	Friday, August 26, 2016																																																			
b.	Date of closure of the Offer	Friday, September 09, 2016																																																			
6.	Date of payment of consideration for the Equity Shares validly tendered and accepted in the Offer	Monday, October 03, 2016																																																			
7.	Details of acquisition	<table><thead><tr><th></th><th>Proposed in the Offer Document</th><th>Actuals</th></tr></thead><tbody><tr><td>7.1. Offer Price</td><td>INR 1,259.36 per Equity Share</td><td>INR 1,259.36 per Equity Share</td></tr><tr><td>7.2. Interest Payment</td><td>Not Applicable</td><td>INR 2.42 per Equity Share*</td></tr><tr><td>7.3. Aggregate number of Equity Shares tendered</td><td>Not Applicable</td><td>21,99,548</td></tr><tr><td>7.4. Aggregate number of Equity Shares accepted</td><td>33,01,689**</td><td>21,99,448*</td></tr><tr><td>7.5. Size of the Offer (number of Equity Shares accepted multiplied by Offer Price per share)</td><td>INR 415,80,15,059.04**</td><td>INR 276,98,96,833.28 + INR 53,22,664.16***</td></tr><tr><td>7.6. Shareholding of the Acquirer and PAC before Agreements / Public Announcement (No. & %)</td><td>NIL (0.00%)</td><td>NIL (0.00%)</td></tr><tr><td>7.7. Shares Acquired by way of Agreements - Number % of Fully Diluted Equity Share Capital </td><td>PAC: 49,50,501 44.98%</td><td>PAC: 49,50,501 44.98%</td></tr><tr><td>7.8. Shares Acquired by way of Open Offer - Number % of Fully Diluted Equity Share Capital </td><td>Acquirer: 33,01,689** 30.00%**</td><td>Acquirer: 21,99,448 19.98%</td></tr><tr><td>7.9. Shares acquired after Detailed Public Statement - Number of shares acquired - Price of shares acquired % of the shares acquired </td><td>Acquirer: NIL (0.00%) PAC: NIL (0.00%)</td><td>Acquirer: NIL (0.00%) PAC: NIL (0.00%)</td></tr><tr><td>7.10. Post-Offer shareholding of Acquirer and PAC (including Shares acquired under the Agreements) - Number % of Fully Diluted Equity Share Capital </td><td>Acquirer: 33,01,689** 30.00%** PAC: 49,50,501 44.98%</td><td>Acquirer: 21,99,448 19.98% PAC: 49,50,501 44.98%</td></tr><tr><td>7.11. Pre & Post-Offer shareholding of the Public****</td><td><table><thead><tr><th></th><th>Pre-Offer</th><th>Post-Offer**</th><th>Pre-Offer</th><th>Post-Offer</th></tr></thead><tbody><tr><td>• Number</td><td>60,55,129</td><td>27,53,440</td><td>60,55,129</td><td>38,55,681</td></tr><tr><td>• % of Fully Diluted Equity Share Capital</td><td>55.02%</td><td>25.02%</td><td>55.02%</td><td>35.03%</td></tr></tbody></table></td><td></td></tr></tbody></table>		Proposed in the Offer Document	Actuals	7.1. Offer Price	INR 1,259.36 per Equity Share	INR 1,259.36 per Equity Share	7.2. Interest Payment	Not Applicable	INR 2.42 per Equity Share*	7.3. Aggregate number of Equity Shares tendered	Not Applicable	21,99,548	7.4. Aggregate number of Equity Shares accepted	33,01,689**	21,99,448*	7.5. Size of the Offer (number of Equity Shares accepted multiplied by Offer Price per share)	INR 415,80,15,059.04**	INR 276,98,96,833.28 + INR 53,22,664.16***	7.6. Shareholding of the Acquirer and PAC before Agreements / Public Announcement (No. & %)	NIL (0.00%)	NIL (0.00%)	7.7. Shares Acquired by way of Agreements - Number % of Fully Diluted Equity Share Capital	PAC: 49,50,501 44.98%	PAC: 49,50,501 44.98%	7.8. Shares Acquired by way of Open Offer - Number % of Fully Diluted Equity Share Capital	Acquirer: 33,01,689** 30.00%**	Acquirer: 21,99,448 19.98%	7.9. Shares acquired after Detailed Public Statement - Number of shares acquired - Price of shares acquired % of the shares acquired	Acquirer: NIL (0.00%) PAC: NIL (0.00%)	Acquirer: NIL (0.00%) PAC: NIL (0.00%)	7.10. Post-Offer shareholding of Acquirer and PAC (including Shares acquired under the Agreements) - Number % of Fully Diluted Equity Share Capital	Acquirer: 33,01,689** 30.00%** PAC: 49,50,501 44.98%	Acquirer: 21,99,448 19.98% PAC: 49,50,501 44.98%	7.11. Pre & Post-Offer shareholding of the Public****	<table><thead><tr><th></th><th>Pre-Offer</th><th>Post-Offer**</th><th>Pre-Offer</th><th>Post-Offer</th></tr></thead><tbody><tr><td>• Number</td><td>60,55,129</td><td>27,53,440</td><td>60,55,129</td><td>38,55,681</td></tr><tr><td>• % of Fully Diluted Equity Share Capital</td><td>55.02%</td><td>25.02%</td><td>55.02%</td><td>35.03%</td></tr></tbody></table>		Pre-Offer	Post-Offer**	Pre-Offer	Post-Offer	• Number	60,55,129	27,53,440	60,55,129	38,55,681	• % of Fully Diluted Equity Share Capital	55.02%	25.02%	55.02%	35.03%	
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*INR 2.42 per Equity Share has been paid by way of interest at the rate of 10% per annum on the Offer Price, for delay in making payment of the open offer consideration, in accordance with the provisions of Regulation 18(11) of the SEBI (SAST) Regulations

**Assuming full acceptance in the Offer

*Net of Technical Rejections

***Total consideration paid out as interest, calculated as number of equity shares accepted multiplied by INR 2.42 per Equity Share

****Pre-Offer shareholding is as on the Identified Date of August 10, 2016 and Post-Offer shareholding is as on October 8, 2016; Public Shareholders mean shareholders other than parties to the Share Purchase Agreement, the Acquirer and the PAC.

The Acquirer along with its Directors and PAC severally and jointly accept full responsibility for the information contained in this Post-Offer Advertisement and also for the obligations of the Acquirer and PAC laid down in the SEBI Takeover Regulations.

A copy of this Post-Offer Advertisement is expected to be available on the websites of SEBI, the BSE, the NSE and the registered office of the Target Company.

Capitalised terms used in this Post-Offer Advertisement and not defined herein shall have the meaning assigned to them in the Letter of Offer dated August 16, 2016 dispatched by the Manager to the Offer on behalf of the Acquirer and the PAC.

ISSUED FOR AND ON BEHALF OF THE ACQUIRER AND THE PAC BY THE MANAGER TO THE OFFER

ICICI SECURITIES LIMITED
ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai - 400 020, India
Tel.: +91 22 2288 2460; Fax: +91 22 2282 6580
Email: eccl@icicisecurities.com; Website: www.icicisecurities.com
Contact person: Mr. Ujjaval Kumar
SEBI Registration Number: INM00011179

Date : October 08, 2016
Place : Mumbai

PRESSMAN

Tower 3, Wing B, Ground Floor, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla(W), Mumbai-400070

NOTICE CUM ADDENDUM TO THE STATEMENT OF ADDITIONAL INFORMATION (SAI) / SCHEME INFORMATION DOCUMENT (SID) AND KEY INFORMATION MEMORANDUM (KIM) OF DESIGNATED SCHEMES OF EDELWEISS MUTUAL FUND

1. Background:

We are pleased to inform you that Edelweiss Asset Management Limited ("Edelweiss AMC") and Edelweiss Trusteeship Company Limited ("**Edelweiss Trustee**"), the asset management company and trustee company of Edelweiss Mutual Fund ("**Edelweiss MF**") respectively and Edelweiss Financial Services Limited, the sponsor of Edelweiss MF ("**Edelweiss Sponsor**") have entered into an agreement with JPMorgan Asset Management India Private Limited ("**JPM AMC**") and JPMorgan Mutual Fund India Private Limited ("**JPM Trustee**"), the existing asset management company and trustee company respectively, of JPMorgan Mutual Fund ("**JPM MF**") and JPMorgan Asset Management (Asia) Inc., the existing sponsor of JPM MF ("**JPM Sponsor**"), pursuant to which the schemes of JPM MF ("**JPM Schemes**") will be transferred to and form part of Edelweiss MF, Edelweiss Trustee will take over the trusteeship of the JPM Schemes from JPM Trustee, Edelweiss AMC will take over the rights to manage the JPM Schemes from JPM AMC and become the investment manager of the JPM Schemes, and JPM Sponsor shall cease to be the sponsor of JPM MF and Edelweiss Sponsor shall assume the sponsorship of JPM Schemes (collectively referred to as the "**Transaction**").

Upon completion of the Transaction ("**Completion**"), Edelweiss MF may have in its product suite schemes which are similar in nature. In order to avoid the existence of similar schemes, to enable optimal utilization of resources and to offer to the investors a simplified range of schemes, in the interest of investors, it is proposed to merge certain schemes of Edelweiss MF into the corresponding schemes of JPM MF and merge a JPM MF Scheme into the corresponding scheme of Edelweiss MF. The proposed changes to the schemes of Edelweiss MF and JPM MF, pursuant to the Completion of the Transaction ("**Changes to the Schemes**"), subject to receipt of regulatory approvals, are briefly detailed as follows:

Current Name of the Scheme/ Transferor Scheme	Type of Change	Scheme with which the Transferor Scheme is getting merged (Transferee Scheme)	Proposed New Name and Type of Scheme/Surviving Scheme
Edelweiss Liquid Fund	Merger	JPMorgan India Liquid Fund	Edelweiss Liquid Fund, Open-ended Liquid Scheme
Edelweiss Bond Fund	Merger	JPMorgan India Active Bond Fund	Edelweiss Bond Fund, Open-ended Debt Scheme
Edelweiss Equity Savings Advantage Fund	Merger	JPMorgan India Equity Income Fund	Edelweiss Equity Savings Advantage Fund, Open-ended Equity Scheme
Edelweiss Emerging Leaders Fund	Merger	JPMorgan India Mid and Small Cap Fund	Edelweiss Mid and Small Cap Fund, Open-ended Equity Growth Scheme
JPMorgan India Top 100 Fund	Merger	Edelweiss Diversified Growth Equity Top 100 (E.D.G.E. Top 100) Fund	Edelweiss Top 100 Fund, Open-ended Equity Scheme

Effective Dates for the above Changes: All the proposed mergers of the schemes of Edelweiss MF and JPM MF as stated above are subject to the Completion and will come into effect on and from the close of business hours on the date of Completion ("**Effective Date**").

Prior to the date of Completion, Edelweiss AMC and JPM AMC will each issue public notices informing the respective unit-holders of the Edelweiss Schemes and the JPM Schemes, respectively, about the Completion and the Effective Date.

2. Requisite Corporate and Regulatory Approvals:

The Transaction and the Changes to the Schemes of Edelweiss MF have been approved by the board of directors of Edelweiss AMC and Edelweiss Trustee. Further, SEBI has vide its Letter No. SEBI/HO/IMD/DF3/OW/P/2016/28127/1 dated October 7, 2016 confirmed its no objection to the Transaction and the Changes to the Schemes.

3. Consequences of Mergers (including those of JPM Scheme with Edelweiss Scheme):

- On the Effective Date of the merger of schemes, the Transferor Schemes will cease to exist and the unit-holders of Transferor Schemes as at the close of business hours will be allotted units under the corresponding option of the respective Transferee Schemes at the last available applicable net asset value ("**NAV**") on the Effective Date. Further, no fresh subscription including switch-ins and registration of systematic investment plan ("**SIP**") / systematic transfer plan / systematic withdrawal plan / other special facilities will be accepted in the Edelweiss MF Transferor Schemes from the Effective Date.
- In case of any pledge or lien or other encumbrance marked on any units in the Transferor Schemes, it shall be marked on the corresponding number of units allotted in the respective Transferee Schemes.
- As a result of the merger no new scheme will come into effect. A fresh account statement reflecting the new units allotted under the Transferee Schemes, will be sent to the unit-holders of the Transferor Schemes. The units allotted in the Transferee Scheme(s) shall be treated as a fresh subscription. Accordingly, all provisions under the Transferee Scheme(s) will apply including exit load. The period of holding for the purpose of exit load will be computed from the date of allotment of such units in such Transferor Scheme(s).
- After the proposed mergers of schemes as set out above, the Transferee Schemes will be the Surviving Schemes and the investment objective, investment pattern, annual scheme recurring expenses structure and all other provisions of the Transferee Schemes will remain unchanged.
- Unit-holders under the Transferor Scheme who have registered for systematic investment plan (SIP) may note that, the said registration will continue under the respective Transferee Schemes subsequent to the mergers. However, unit-holders who do not wish to continue their future SIP in the Transferee Scheme(s) must apply for cancellation of their SIP registration.

4. Exit Option

As per Regulation 18(15A) of the SEBI (Mutual Funds) Regulations, 1996, changes in fundamental attributes can be carried out only after the unit-holders of the concerned scheme have been informed of the change by way of a written communication and an option to exit the scheme within a period of 30 (thirty) days at the prevailing NAV without any exit load is provided to them. As per SEBI circular No. SEBI/MFD/CIR No. dated June 23, 2003, merger of Transferor Scheme(s) with Transferee Scheme(s) will be treated as change in fundamental attributes of the Transferor Scheme(s). Since the proposed merger shall not in any manner change the features/provisions of the Transferee Scheme(s) and the interest of the Unit-holders of the Transferee Scheme(s) will not be adversely affected, the proposed merger will not be treated as change in fundamental attributes of the Transferee Scheme(s) in terms of SEBI circular No. CIR/IMD/DF/15/2010 dated October 22, 2010.

Accordingly, this notice serves as the written communication to the unit-holders of the Transferor Schemes of Edelweiss MF i.e. Edelweiss Liquid Fund, Edelweiss Bond Fund, Edelweiss Equity Savings Advantage Fund and Edelweiss Emerging Leaders Fund, about the merger giving them an option to exit their investments at the prevailing NAV without exit load, if any.

Thus, in accordance with MF Regulations, existing unit-holders of the said Schemes i.e. those unit-holders whose valid applications have been received by Edelweiss MF till 3:00 p.m. on **Monday, October 10, 2016** are provided an option to exit their investment in the said Schemes at the prevailing NAV without any exit load, for a period of 30 (thirty) days from **Monday, October 17, 2016 to Tuesday, November 15, 2016** (upto 3:00 p.m. on **November 15, 2016**) ("**Exit Option Period**"), if they do not wish to stay invested in the said Schemes pursuant to changes ("**Exit Option**"). Redemption or switch-out requests can be submitted at any of the Investor Service Centres of Edelweiss AMC or the Registrar and Transfer Agents viz. Karvy Computershare Private Limited, as indicated in the letter sent to each unit-holder ("**Exit Option Letter**"). Unit-holders who hold the units of the said Schemes in electronic (demat) mode have to submit the redemption request to their Depository Participant. In case any existing unit-holders have not received an Exit Option Letter, they are advised to contact any of the Investor Service Centres of Edelweiss AMC. The redemption proceeds will be remitted / dispatched to the unit-holders within 10 (ten) working days from the date of receipt of the redemption request.

The Exit Option is available to existing unit-holders of the said Schemes except those who have pledged their units. Such unit-holders will not have the option to exit unless they procure a release of their pledges prior to the end of the Exit Option Period and such release is appropriately communicated to Edelweiss AMC prior to applying for redemption/switch-out during the Exit Option Period. In case a lien is marked on units held by a unit-holder or units have been frozen / locked pursuant to an order of a governmental authority or a court, redemption / switch-out can be executed only after the lien / order is vacated / revoked within the period specified above.

Please note that the merger of the schemes of Edelweiss MF as proposed hereinabove is subject to successful Completion of the Transaction.

Unit-holders having no objection to the proposed changes and wishing to remain invested in the said Schemes after completion of merger need not take any further action. Please note that existing unit-holders who do not exercise the Exit Option on or before **Tuesday, November 15, 2016** (upto 3:00 p.m.), would be deemed to have consented to the aforesaid changes in the said Schemes. **This offer to exit is merely an option and not compulsory.**

5. Tax Consequences due to merger of Schemes:

As regards investors who redeem their investments during the Exit Option Period, the tax consequences as set forth in the Statement of Additional Information / Scheme Information Document of the relevant said Scheme(s) would apply. Securities Transaction Tax (STT) only on extinguishment of units under Transferor Scheme of Edelweiss MF and allotment under the Transferee Scheme upon merger of schemes shall be borne by Edelweiss AMC. In case of Non Resident Indians, tax if any at applicable rates, will be withheld by Edelweiss MF / Edelweiss AMC. Further, as per Finance Act, 2015, allotment of units in Transferee Scheme, pursuant to merger, to unit-holders of Transferor Scheme who decide to continue will not be considered as redemption of units in Transferor Scheme and will not result in short term/long term capital gain / loss in the hands of the unit-holders. In view of the individual nature of tax consequences, unit-holders are advised to consult his/her/their professional tax advisor with regard to tax and other financial implications arising out of their participation in merger of schemes.

Unit-holders of the said Scheme(s) are requested to read the detailed features of the Surviving Scheme(s) of Edelweiss MF as stated in the Scheme Information Documents which are available on the website – www.edelweissmf.com and at the Investor Service Centres of Edelweiss AMC to take a well-informed decision. Further, the updated Scheme Information Documents & Key Information Memorandum of all the JPM Schemes shall be made available at the Investor Service Centres of Edelweiss MF and also displayed on the website www.edelweissmf.com, immediately after the Completion.

For any further assistance/clarification, Unit-holders may contact us on 1-800-425-0090 (Toll free – BSNL/MTNL lines only) or 040-23001181 (non MTNL/BSNL lines and mobile phone users) or alternatively, email us at emfhelp@edelweissfn.com or visit our website www.edelweissmf.com.

This addendum shall form an integral part of the SAI, SID and KIM of the designated Schemes of Edelweiss MF, as amended from time to time. All other features and terms and conditions as mentioned in the SID & KIM as well as SAI will remain unchanged.

Place: Mumbai
Date: October 7, 2016

For **Edelweiss Asset Management Limited**
(Investment Manager to Edelweiss Mutual Fund)
sd/-
Vikaas M Sachdeva
Chief Executive Officer

For more information please contact:
Edelweiss Asset Management Limited (Investment Manager to Edelweiss Mutual Fund)
CIN: U65991MH2007PLC173409
Registered Office: Edelweiss House, Off C.S.T Road, Kalina, Mumbai – 400098
Corporate Office: Tower 3, Wing B, Ground Floor, Kohinoor City Mall, Kohinoor City, Kirol Road, Kurla (W), Mumbai - 400070, Maharashtra
Tel No:- 022 4097 9900 / 4097 9821, Toll Free No. 1800 425 0090 (MTNL/BSNL), Non Toll Free No. 91 40 23001181,
Fax: 022 40979878, Website: www.edelweissmf.com

MUTUAL FUND INVESTMENTS ARE SUBJECT TO MARKET RISKS, READ ALL SCHEME RELATED DOCUMENTS CAREFULLY.