

Date- 21st September, 2020

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051

Sub: Notice for the proposed offer for sale ("Notice") of the equity shares of face value of ₹ 2 each ("Equity Shares") of GMM Pfaudler Limited (the "Company") by Pfaudler Inc., Millars Machinery Company Private Limited and Urmi Patel (the "Sellers"), being part of the promoter group of the Company.

Dear Sirs,

We hereby notify you that the Sellers propose to sell up to an aggregate of 25,71,429 Equity Shares ("**Base Sale Shares**" or "**Base Offer Size**") held by the Sellers in the Company, representing approximately 17.59% of the total issued and paid-up equity share capital of the Company ("**OFS**") on 22nd September, 2020 ("**T Day**") (for non-Retail Investors only) and on 23rd September, 2020 ("**T+1 Day**") (for Retail Investors and for non-Retail Investors who choose to carry forward their un-allotted bids) with an additional option to additionally sell up to 15,21,671 equity shares representing approximately 10.41% of total paid up equity share capital of the Company (the "**Oversubscription Option**") and in event the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option will, collectively represent 40,93,100 equity shares representing approximately 28.00% of the total paid up equity share capital, and will collectively, hereinafter be referred to as "**Sale Shares**", but in the event the Oversubscription Option is not exercised, the Equity Shares forming part of the Base Offer Size will hereinafter be referred to as "**Sale Shares**") through a separate, designated window of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"), and in accordance with:

- (a) The '*Comprehensive Guidelines on Offer for Sale of Shares by Promoters through Stock Exchange Mechanism*' issued by the Securities and Exchange Board of India ("**SEBI**") vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circular (number CIR/MRD/DP/04/2013) dated January 25, 2013, circular (number CIR/MRD/DP/17/2013) dated May 30, 2013, circular (number CIR/MRD/DP/24/2014) dated August 8, 2014, circular (number CIR/MRD/DP/32/2014) dated December 1, 2014, circular (number CIR/MRD/DP/12/2015) dated June 26, 2015, circular (number CIR/MRD/DP/36/2016) dated February 15, 2016, circular (number CIR/MRD/DP/65/2017) dated June 27, 2017 and circular no. SEBI/HO//MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 read together with Section 21 of Chapter I of the '*Master Circular for Stock Exchange and Clearing Corporation*', issued by SEBI vide its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 (together referred to as "**SEBI OFS Circulars**");
- (b) The '*Revised Operational Guidelines for Offer for Sale (OFS) Segment*' issued by the BSE through its notice no. 20200701-27 dated July 1, 2020 and, to the extent applicable, the previous notices issued by the BSE in this regard, including notice no. 20190118-43 dated January 18, 2019, notice no. 20160218-33 dated February 18, 2016, notice no. 20150702-28 dated July 2, 2015, notice no. 20150122-30 dated January 22, 2015, notice no. 20140902-33 dated September 2, 2014, notice no. 20130129-23 dated January 29, 2013, notice no. 20120727-26 dated July 27, 2012, notice no. 20120228-30 dated February 28, 2012 and notice no. 20120222-34 dated February 22, 2012; and

(c) The 'Offer for Sale-Introduction of Interoperability' issued by NSE through its circular no. 51/2020 dated June 30, 2020 and to the extent applicable, the previous circulars issued by NSE in this regard, including circular no. 23/2020 dated February 19, 2020, circular no. 08/2019 dated January 18, 2019, circular no. 10/2016 dated February 19, 2016, circular no. 29/2015 dated June 30, 2015, circular no. 6/2015 dated January 28, 2015, circular no. 44/2014 dated September 2, 2014, circular no. 52/2013 dated May 30, 2013, circular no. 0037/2013 dated January 31, 2013, circular no. 005/2013 dated January 30, 2013, circular no. 52/2012 dated August 2, 2012, circular no. 73/2012 dated February 24, 2012, and circular no. 2/2012 dated February 21, 2012.

The OFS shall be undertaken exclusively through the Seller's Broker (defined and named below) on a separate window provided by the Stock Exchanges for this purpose.

The Notice is being issued to the Stock Exchanges pursuant to Clause 5(b) of the SEBI OFS Circulars to announce the intention of the Sellers to undertake the OFS and contains important details with respect to the OFS, including certain information that is required to be disclosed pursuant to the SEBI OFS Circulars. Bidders and prospective investors as well as their brokers are requested to read the entire contents of this Notice, along with the SEBI OFS Circulars, before participating in the OFS.

The Sellers have appointed JM Financial Institutional Securities Limited as the 'Selling Broker' and NSE has been declared as the designated stock exchange ("DSE"). The Sellers have already deposited the Sale Shares with the NSE Clearing Limited being the clearing corporation of NSE.

Name of the Sellers	Pfaudler Inc., Millars Machinery Company Private Limited and Ms. Urmi Patel
Name of the company whose shares are proposed to be sold and its ISIN	Name: GMM Pfaudler Limited ISIN: INE541A01023
Name of the stock exchange where orders shall be placed	BSE and NSE
Name of the designated stock exchange	NSE
Name of the designated clearing corporation	NSE Clearing Limited
Date and time of the opening and closing of the OFS	For non-Retail Investors on T Day i.e. 22nd September, 2020 The OFS shall take place on a separate window of the Stock Exchanges on T Day commencing at 9:15 AM and shall close at 3:30 PM (Indian Standard Time) on the same date. Non-Retail Investors who have placed their bids on T Day may indicate their willingness to carry forward their unallocated bids to T+1 Day for allocation to them in the unsubscribed portion of the Retail Category (defined below). Please note that only non-Retail Investors can place their bids on T Day i.e. 22nd September, 2020 For Retail Investors and for non-Retail Investors who opt to carry forward their unallocated bids from T Day, the date of opening of the offer would be T+1 Day i.e. 23rd September, 2020

	The OFS shall continue to take place on the separate window of the Stock Exchanges on T+1 Day, commencing at 9:15 AM and shall close at 3:30 PM (Indian Standard Time) on the same date. Please note that only Retail Investors are permitted to place their bids on T+1 Day. Further those non-Retail Investors who had placed their bids on T Day and who opted to carry forward their unallocated bids from T Day to T+1 Day would be allowed to revise their bids on T+1 Day in terms of the SEBI OFS Circulars.
Allocation Methodology	The allocation shall be at or above the Floor Price (defined below) on price priority basis at multiple clearing prices basis, in accordance with the SEBI OFS Circulars, except in case of the Retail Investors who shall have an option to bid at or above the Cut-off Price (defined below). Retail Investors “Retail Investor” shall mean an individual investor who places bids for the Sale Shares for an aggregate value of not more than ₹ 2,00,000 (Rupees Two lakh only) across the Stock Exchanges (“Retail Investor”) No discount to the Cut-off Price is being offered to the Retail Investors. 10% of the Sale Shares is reserved for the Retail Investors subject to receipt of valid bids (“Retail Category” and the term “Non-Retail Category” shall construed accordingly). The Stock Exchanges will decide the quantity of shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Sellers. Unsubscribed portion in the Retail Category shall be available for allocation to the non-Retail Investors who opted to carry forward their unallocated bids from T Day to T+1 Day. However, such non-Retail Investors are required to indicate their willingness to carry forward their un-allotted bids to T+1 Day.. Retail Investors will have an option to place bids at a particular price or at the Cut-off Price. The “Cut-off Price” is the lowest price at which all the Sale Shares may be sold and shall be determined based on all valid bids received in the Non-Retail Category on T Day. Upon determination of the Cut-off Price, the Sale Shares reserved for the Retail Category shall be allocated to the

valid bids by the Retail Investors on price priority method at multiple clearing prices in accordance with the SEBI OFS Circulars.

In case of excess demand in the Retail Category at the Cut-off Price, allocation for the Retail Investors bidding at the Cut-off Price shall be done on proportionate basis. Likewise, if there is excess demand at a clearing price then subject to Sale Shares being available at such clearing price, the allocation would be done on proportionate basis at such clearing price. Bids by Retail Investors below the Cut-off Price shall be rejected.

Non-Retail Category

Non-Retail Investors shall have an option to carry forward their unallocated bids from T Day to T+1 Day. Non-Retail Investors opting to carry forward their unallocated bids from T Day are required to indicate their willingness to do so. Further, these non-Retail Investors may revise their bids on T+1 Day in accordance with the SEBI OFS Circulars.

Non-Retail Category and Retail Category allocation methodology

No single bidder other than mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 ("**Insurance Companies**") may be allocated more than 25% of the Sale Shares being offered in the OFS.

A minimum of 25% of the Sale Shares shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price and as per allocation methodology.

In the event of any undersubscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the Non-Retail Category.

In the case of oversubscription in the non-Retail Category, Sellers may choose to exercise the Oversubscription Option, which will be intimated to Stock Exchanges after trading hours (on or before 5.00 PM) on T day.

Accordingly allocation to bidders in non-Retail Category shall be done from the Sale Shares forming part of Base Sale Shares and Oversubscription Option if exercised.



Mani Patel



	In case of excess demand from a non-Retail Investor at a particular clearing price and subject to the reservation to the Mutual Funds and Insurance Companies and subject to Sale Shares being available for allocation at such clearing price, the allocation for bids at such clearing price would be carried out on a proportionate basis.
Total number of Equity Shares being offered in the OFS	Up to 25,71,429 (Twenty Five Lakh Seventy One Thousand Four Hundred and Twenty Nine only) Equity Shares representing 17.59 % of the total issued and paid-up Equity Share capital of the Company
Maximum number of shares the Sellers may choose to sell over and above the total number of Equity Shares being offered in the OFS	Up to 15,21,671 (Fifteen Lakh Twenty One Thousand Six Hundred Seventy One) Equity Shares representing approximately 10.41% (10.41 percent) of the total issued and paid up equity share capital of the Company i.e. "Oversubscription Option" The Sellers shall intimate the Stock Exchanges of their intention to exercise the Oversubscription Option after the trading hours and before close of business (i.e. on or before 5:00 P.M.) on T day.
Name of the broker(s) of the Sellers("Selling Broker")	Broker name: JM Financial Institutional Securities Limited Broker code: NSE- 12966 / BSE -0400
Floor Price	The floor price for the OFS has been fixed at ₹ 3,500 (Three thousand five hundred only) per Sale Share (" Floor Price "). The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market.
Retail Discount	Nil
Conditions for withdrawal of the OFS	The Sellers reserve the right to not proceed with the OFS at any time prior to opening of the OFS on T Day. In such case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
Conditions for cancellation of the offer	The Offer may be cancelled by the Sellers in full (i) if the Sellers fail to get sufficient demand at or above the Floor Price, or (ii) if there is a default in the settlement obligation, or (iii) on T Day, post bidding, if the Sellers fail to get sufficient demand from non-Retail Investors at or above the Floor Price on T Day. The decision to either accept or reject the Offer shall be at the discretion of the Sellers. In the event that valid orders are not placed for the entire number of Sale Shares at or above the Floor Price or in case of defaults in settlement obligation, the Sellers reserves the right to either conclude the OFS to the extent of orders placed or cancel the OFS in full. The decision to either accept or reject the OFS shall be at the sole discretion of the Sellers.

	Cancellation request for bidding from Sellers will be accepted up to 5:00 p.m. on T Day.
Conditions for participating in the offer	1. Non-institutional investors bidding in the Non-Retail Category shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing of the bids. 2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, the custodian confirmation shall be made within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and the SEBI OFS Circulars. 3. In respect of bids in the Retail Category, margin for bids placed at the Cut-Off Price, shall be at the Floor Price and for price bids at the value of the bid. Clearing corporations shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for retail bids shall take place as per normal secondary market transactions and the SEBI OFS Circulars. 4. The funds collected shall neither be utilized against any other obligation of the trading member nor commingled with other segments. 5. Individual investors shall have the option to bid in the Retail Category and the Non-Retail Category. However, if the cumulative bid value by an individual investor across the Retail Category and Non-Retail Category exceeds ₹ 2,00,000 (Rupees Two lakh only) the bids in the Retail Category shall become ineligible. Further, if the cumulative bid value by an individual investor in the Retail Category across Stock Exchanges exceeds Rs. 2,00,000/- (Rupees Two Lakhs only), such bids shall be rejected. 6. Retail Investors may enter a price bid or opt for bidding at the Cut-off Price 7. Modification or cancellation of orders: a. Orders placed by Retail Investors (with 100% of the bid value deposited upfront) can be modified or cancelled any time during the trading hours on T+1 Day. b. Orders placed by institutional investors and by non-institutional investors on T Day with 100%

	of the bid value deposited upfront can be modified or cancelled any time during the trading hours on T Day; c. Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be cancelled by the investor or stock broker. Further, such orders can be modified only by making upward revision in the price or quantity any time during the trading hours on T Day and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 Day, orders can be modified (only by making upward revision in the price of quantity) on T+1 Day in accordance with the SEBI OFS Circulars. ; d. Unallocated bids carried forward by non-Retail Investors to T+1 Day may be revised in accordance with the SEBI OFS Circulars; and e. In case of any permitted modification or cancellations of the bids, the funds shall be released / collected on a real time basis by the clearing corporation. 8. Bidder shall also be liable to pay any other fees as may be levied by the Stock Exchanges including security transaction tax. 9. Multiple orders from a single bidder is permitted subject to conditions prescribed in clause 5 above. 10. In case of default in pay-in by any bidder, an amount aggregating 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the concerned Stock Exchange. 11. The Equity Shares other than the Sale Shares shall continue trading in the normal segment. However, in case of market closure due to incidence of breach of market wide index based circuit filters, the OFS shall also be halted.
Settlement	1. Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place bids with 100% of the value of the bid deposited upfront on T Day, settlement shall take place on T+1 Day in accordance with the SEBI OFS Circulars. 2. In the case of institutional investors who place bids on T Day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2 day).



Mani Patel



	3. For bids received on T+1 Day, from the Retail Category, the settlement shall take place on T+3 day. 4. For bids received on T+1 Day from the non-Retail Investors opting to carry forward their unallocated bids from T Day to T+1 Day with 100% of the bid value deposited upfront, the settlement shall take place on T+2 day. 5. For bids received on T+1 Day from the institutional investors opting to carry forward their unallocated bids from T Day to T+1 Day without depositing 100% of the bid value upfront, the settlement shall take place on T+3 day.
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IMPORTANT INFORMATION

The OFS is personal to each prospective bidder (including individuals, funds or otherwise) registered with a broker of the Stock Exchanges who makes a bid (each a “**Bidder**”). Neither the OFS nor this Notice constitutes an offer to sell or an invitation or solicitation of an offer to buy or sell to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within India or outside India.

The OFS is being carried out in accordance with the SEBI OFS Circulars and is subject to the circular, rules and regulations issued by the Stock Exchanges from time to time. There will be no “public offer” of the Sale Shares in India under the Companies Act, 2013 together with the rules made thereunder, as amended (“**Companies Act**”). There is no public offer of the Sale Shares in any other jurisdiction as well.

Accordingly, no documents have been or will be prepared, registered or submitted or filed for approval as a ‘prospectus’ or an ‘offer document’ with the Registrar of Companies in India and/or SEBI under applicable law in India, including the Companies Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Bidders acknowledge and agree that any buy order or bid is being made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company’s website or any other public domain, together with the information contained in this Notice and that it has not relied on any investigation that the Seller’s Brokers or any other person on their behalf may have conducted with respect to the Sale Shares or the Company. The OFS is subject to the further terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own tax advisors regarding the tax implications to them of acquiring the Offer Shares.

This Notice is for information purposes only and is neither an offer nor an invitation to buy or sell nor a solicitation of an offer to buy or sell any securities in the United States of America (“**United States**”) or in any other jurisdiction. Further there shall not be any sale of securities in any jurisdiction in which such offer, solicitation or sale is or may be unlawful (“**Restricted Jurisdiction**”). This Notice and the information contained herein are not for publication or distribution, directly or indirectly to any person within any Restricted Jurisdiction and the Sellers do not take any responsibility for the unauthorised publication or distribution by any person in any such Restricted Jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the OFS.

The Company does not recognize any resale or other transfer or attempted resale or other transfer of the Sale Shares made other than in compliance with above restrictions.

The Sale Shares have not been and will not be registered under: (a) the United States Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable state securities laws or (b) any other securities law of Other Jurisdictions. The Sale Shares are being offered and sold (1) in the United States only to purchasers reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) ("QIBs" and each a "QIB") pursuant to Rule 144A pursuant to the Securities Act ("Rule 144A") or another available exemption from the registration requirements under the Securities Act, and (2) outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act ("Regulation S"). Prospective purchasers in the United States are hereby notified that the Sellers may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. Prospective Bidders when placing a bid acknowledge that neither the Sellers, nor the Company or the Selling Broker and their respective directors, officers, employees or affiliates have provided the Bidders with any information which is non-public or any other advice including but not limited to tax advice.

Prospective purchasers of Sale Shares are hereby advised that any resale of Sale Shares in the United States must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption therefrom and in accordance with any applicable state securities laws. No representation is made as to the availability of any such exemption at the time of any such resale.

No determination has been made as to whether the Company has been, is, or will become a passive foreign investment company ("PFIC") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended (the "Code"), for U.S. federal income tax purposes. If the Company has been, is, or will be treated as a PFIC in any taxable year, U.S. taxpayers that hold the Sale Shares (directly and, in certain cases, indirectly) may be subject to significant adverse tax consequences. The PFIC rules are complex. Prospective purchasers should consult their own tax advisors regarding the U.S. federal, state and local tax implications to them of acquiring the Sale Shares. By submitting a bid in connection with the Sale or receiving the Sale Shares, Bidders will be deemed to have acknowledged that none of the Selling Broker, the Sellers, the Company nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, have provided the Bidders with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Sale Shares, and that the Bidders have obtained their own independent tax advice and evaluated the tax consequences in relation to the Sale Shares.

Except for the Seller's Brokers, no broker may solicit bids for the Sale Shares or accept orders for bids for the Sale Shares from persons in the United States.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that either such Bidder is a QIB or is located outside the United States, and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States (except to investors reasonably believed to be QIBs in transactions exempt from the registration requirements of the Securities Act pursuant to Rule 144A or another available exemption pursuant to the Securities Act), (b) has engaged or will engage in any "directed selling efforts" with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares, or (c) has engaged or will engage in any form of "general solicitation" or "general advertising" (each, within the meaning of Regulation D pursuant to the Securities Act) in connection with the offer or sale of the Sale Shares.



By submitting a bid in this OFS, each Bidder and any broker acting on such Bidders behalf will be deemed to have (a) read and understood this Notice in its entirety; (b) accepted and complied with the terms and conditions set out in the Notice; and (c) made the representations, warranties, agreements and acknowledgements set out in (i) or (ii) below, as appropriate:

(i) *Persons outside of the United States*

- That the Sale Shares have not been and will not be registered under the Securities Act or under any securities laws or any state of the United States and are being offered and sold in offshore transactions in reliance on Regulation S of the Securities Act;
- (a) It was outside the United States (within the meaning of Regulation S) at the time the offer of the Sale Shares was made to it and it was outside the United States when its purchase order for the Sale Shares was originated and (b) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Sale Shares was made to it and such customer was outside the United States when such customer's buy order for the Sale Shares was originated;
- Bidder is empowered, authorized and qualified to purchase the Sale Shares;
- Bidder acting either directly or through and broker-dealer is not a U.S. Person as defined in the Securities Act;
- Bidder is not submitting a bid as a result of any 'directed selling effort' as defined under Reg S.
- Bidder is purchasing the Sale Shares for investment purpose and not with a view of further distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Sale Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Sale Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to another available exemption from registration requirements under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India;
- Bidder is not an affiliate (as defined in Rule 405 under the Securities Act) of the Company or the Sellers or a person acting on behalf of an affiliate of the Company or the Sellers;
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein;
- The placing of bids and any resultant purchase of the Sale Shares is and will be lawful under the laws of the jurisdiction in which it places such bids to purchase the Sale Shares;
- Bidder will not hold or seek to hold the Sellers, the Company or the Selling Broker and their respective directors, officers, employees or affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or the offer;



- Bidder will not hold or seek to hold the Sellers, the Company or the Selling Broker or any other respective directors, officers, employees or affiliates responsible or liable for any losses incurred in connection with placing of bids and any resultant purchase of the Sale Shares;
- Bidder agrees to indemnify and hold the Sellers, the Company and the Selling Broker and their respective directors, officers, employees or affiliates from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties, agreements or acknowledgements. The indemnity herewith shall survive the resale of the Sale Shares; and
- Bidder acknowledges that the Sellers, the Company and the Selling Broker and their respective directors, officers, employees or affiliates will rely upon the truth and accuracy of these representation, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Sellers.

Any resale or other transfer, or attempted resale or other transfer, of the Sale Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

(ii) Persons in the United States

- That the Sale Shares have not been and will not be registered under the Securities Act or under any securities laws or any state of the United States and are being offered and sold within the United States to qualified institutional buyers in reliance on an exemption from registration requirements provided by Rule 144A under the Securities Act;
- Bidder is a qualified institutional buyer as defined in Rule 144A under the Securities Act;
- Bidder is bidding and purchasing the Sale Shares for its own account or for the account of one or more qualified institutional buyers as defined in the Securities Act;
- Bidder has not submitted a bid and will not be purchasing the Sale Shares as a result of any general solicitation or general advertising within the meaning of Rule 502(c) of the Securities Act;
- Bidder is purchasing the Sale Shares for investment purpose and not with a view of further distribution thereof. If in the future it decides to offer, sell, pledge or otherwise transfer any of the Sale Shares, it agrees that it will only offer, sell, pledge or otherwise transfer such Sale Shares (a) in the United States (i) to a person who the seller reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A; (ii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iii) pursuant to another available exemption from the registration requirements of the Securities Act, or (iv) pursuant to an effective registration statement under the Securities Act, or (b) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, in each case in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India. Except for sales made in accordance with Rule 903 or 904 of Regulation S, it will, and each subsequent purchaser is required to, notify any subsequent purchaser from it of the resale restrictions referred to in (a) above;

- Bidder is not an affiliate (as defined in Rule 405 under the Securities Act) of the Company or the Sellers or a person acting on behalf of an affiliate of the Company or the Sellers;
- It understands that Sale Shares purchased pursuant to Rule 144A or another available exemption under the Securities Act will be "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and it agrees that for so long as they remain restricted securities, it shall not deposit such Sale Shares into any unrestricted depository facility established or maintained by any depository bank
- Bidder represents that prior to purchasing the Sale Shares, the Bidder has all the necessary information relating to the Company and the Sale Shares which the Bidder believes is essential for the purpose of making an investment decision;
- The placing of bids and any resultant purchase of the Sale Shares is and will be lawful under the laws of the jurisdiction in which it places such bids to purchase the Sale Shares;
- Bidder will not hold or seek to hold the Sellers, the Company or the Selling Broker and their respective directors, officers, employees or affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or the offer;
- Bidder will not hold or seek to hold the Sellers, the Company or the Selling Broker or any other respective directors, officers, employees or affiliates responsible or liable for any losses incurred in connection with placing of bids and any resultant purchase of the Sale Shares;
- Bidder agrees to indemnify and hold the Sellers, the Company and the Selling Broker and their respective directors, officers, employees or affiliates from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties, agreements or acknowledgements. The indemnity herewith shall survive the resale of the Sale Shares; and
- Bidder acknowledges that the Sellers, the Company and the Selling Broker and their respective directors, officers, employees or affiliates will rely upon the truth and accuracy of these representation, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Sellers.

Any resale or other transfer, or attempted resale or other transfer, of the Sale Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

This Notice is not for publication or distribution, in whole or in part, in the United States except that the Selling Brokers or their affiliates may send copies of this Notice to persons in the United States who they reasonably believe to be qualified institutional buyers as defined under Rule 144A under the Securities Act.





Yours faithfully,

1. **For Pfaudler Inc.**

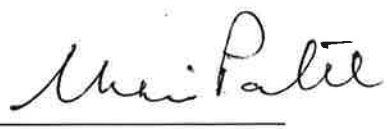


Name: Thomas Kehl
Designation: Director/Authorized Signatory

2. **For MILLARS MACHINERY COMPANY PRIVATE LIMITED**



Tarak Patel
Director



3. **Urmi Patel**