

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter ("**Exit Offer Letter**") is being sent to you as a shareholder of Piramal Glass Limited ("**Company**").

EXIT OFFER LETTER

From

**THE SRI HARI TRUST ACTING THROUGH ITS CORPORATE TRUSTEE – PEL
MANAGEMENT SERVICES PRIVATE LIMITED ("Acquirer" or "Promoter")**

To the Public Shareholders of

Piramal Glass Limited

having its registered office at Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam
Marg, Lower Parel, Mumbai 400013

Tel: +91-22-3046 6969 Fax: +91-22-3046 7855 Email: complianceofficer.pgl@piramal.com



Website: www.piramalglass.com

inviting you to tender your fully paid-up equity shares of Rs. 10/- each at the Exit Price of Rs.140 (Rupees One Hundred and Forty Only) per share as announced in the public announcement dated June 3, 2014 pursuant to regulation 21 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended till date ("**SEBI Regulations**")

Exit Price	Rs.140 per Share
Exit Period Opens	July 28, 2014
Exit Period Closes	July 27, 2015

Enclosures:

1. Exit form
2. Blank transfer deed for shareholders holding physical share certificates

Manager to the Offer	Registrar to the Offer
 Kotak Mahindra Capital Company Limited 27 BKC, 1st Floor, Plot No.C-27, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Tel : +91 22 4336 0128 Fax: +91 22 6713 2445 Email: pgl.delisting@kotak.com Contact Person: Mr. Ganesh Rane	 Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai 400078 Tel: +91 22 25967878 Fax: +91 22 25960329 Email: pgl.delisting@linkintime.co.in Contact Person: Mr. Pravin Kasare

Dear Shareholder,

This is an invitation to tender your Shares in Piramal Glass Limited to The Sri Hari Trust acting Through Its Corporate Trustee – PEL Management Services Private Limited (“**Acquirer**”) at the Exit Price of Rs.140 (Rupees One Hundred and Forty Only) per share pursuant to the SEBI Regulations and subject to the terms and conditions set out below.

1. The Acquirer had, in accordance with the SEBI Regulations, made an offer to the public shareholders of the Company to acquire all the shares held by public shareholders of the Company (“**Offer Shares**”) vide a public announcement dated April 25, 2014 and the bid letter dated April 28, 2014.
2. The public shareholders holding equity shares of the Company were invited to tender bids pursuant to a Reverse Book Building (“**RBB**”) process made available through the electronic facility of the Bombay Stock Exchange Limited (“**BSE**”) from May 21, 2014 to May 27, 2014 (“**Bid Period**”), in accordance with the SEBI Regulations.
3. In terms of Regulation 15(1) of the Delisting Regulations, the Discovered Price (being the price at which maximum number of Equity Shares have been tendered by the Public Shareholders in the RBB Process) is Rs. 114.50 (Rupees One Hundred Fourteen and Paise Fifty only) per Equity Share. The final price fixed by the Acquirer for accepting shares successfully tendered in the delisting offer is Rs. 140/- (Rupees One Hundred and Forty only) per Equity Share (“**Final Price**”).
4. Vide a public announcement dated June 3, 2014 and in accordance with SEBI Regulations, the Acquirer fixed Rs. 140 per Share as the Final Price. All the public shareholders of the Company who tendered their shares at or below the Final Price through valid bids were paid the consideration at the Final Price. After the acquisition of such shares pursuant to the delisting offer, the Promoter Group holding in the Company increased to 90.85% of the fully paid-up equity share capital of the Company.
5. The Company had thereafter applied for the delisting of its equity shares from the BSE and the National Stock Exchange of India Limited (“**NSE**”) (collectively referred to as the “**Stock Exchanges**”), where the equity shares of the Company were listed. Pursuant to the same, BSE vide its Notice no. 20140707-11 dated July 7, 2014 and NSE vide its Notice no. NSE/LIST/244043-F dated July 7, 2014 informed their members about discontinuation of trading of the equity shares of the Company with effect from July 21, 2014 and the delisting of equity shares with effect from July 28, 2014.
6. Delisting of equity shares of the Company from the Stock Exchanges means that the equity shares of the Company cannot be and will no longer be traded on the Stock Exchanges and a liquid market for the Shares on Stock Exchanges will not be available.
7. In accordance with regulation 21 of the SEBI Regulations, the Acquirer hereby provides an exit opportunity (“**Exit Offer**”) to the remaining public shareholders holding Offer Shares in the Company (“**Residual Shareholders**”). The Residual Shareholders of the Company can tender their shares to the Acquirer at the Final Price of Rs. 140/- (Rupees One Hundred and Forty only) per share at any time from July 28, 2014 till July 27, 2015 (“**Exit Period**”), as per the terms and conditions set out in this Exit Offer Letter for the Exit Offer.

8. Procedure for tendering your Offer Shares under the Exit Offer

- 8.1 The Public Shareholders holding Shares in dematerialized form, should have (a) transferred their Offer Shares from their respective depository accounts to the Special Depository Account opened by the Kotak Mahindra Capital Company Limited having its office at 27 BKC, 1St Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 (hereinafter referred to as the “**Manager**” or “**Manager to the Offer**”); (b) submitted the form of acceptance enclosed with the Exit Offer Letter (“**Acceptance Form**”) to the Registrar of the Offer duly completed alongwith the photocopy of the duly acknowledged delivery instruction issued to their depository participant. The Public Shareholders, who hold Shares in physical form, should have submitted the Acceptance Form to the Registrar of the Offer along with the original share certificate(s) and transfer deed(s) duly signed (as applicable).
- 8.2 Details of the Special Depository Account(s) opened with the National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”) (“Special Depository Account”) are as follows:

Special Depository Account Name	KMCC – Piramal Glass Limited – Delisting Escrow Account	KMCC – Piramal Glass Limited – Delisting Escrow Account
Depository	NSDL	CDSL
Depository Participant	Kotak Securities Limited	Kotak Securities Limited
DP ID	IN300214	12025100
Client Identification Number	17413361	00006947

- 8.3 Public shareholders have an option to transfer their shares to Special Depository Account opened with either NSDL or CDSL. However, in case, transfer of shares by the Shareholders involves inter-depository transfer, the shareholders will have to execute an inter-depository delivery instruction for the purpose of crediting their Offer Shares in favour of the Special Depository Account.
- 8.4 All transfers should be in off-market mode.
- 8.5 It is the sole responsibility of the Public Shareholders to ensure that their Offer Shares are credited to the Special Depository Account (or in the case of physical shares, deposited with the Registrar to the Offer) before the closure of the Exit Offer.
- 8.6 In the event that Residual Shareholders do not receive their Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Offer by marking the envelopes to “PIRAMAL GLASS DELISTING – EXIT OFFER”. A copy of this Exit Offer Letter (including the Application Form) would also be available on the website of Registrar to the Offer during the Exit Offer (www.linkintime.co.in).
- 8.7 Application Form / Shares should not be submitted to the Manager to the Offer or to the Acquirer or to the Company.

9. Settlement

- 9.1 Following fulfilment of the terms and conditions mentioned in the Exit Offer Letter, the applicable consideration will be paid by the Acquirer either by way of NEFT / RTGS / cheque / demand draft, which will be dispatched by the Registrar to the Offer to the relevant Residual Shareholders whose shares are accepted under the Exit Offer (or, in the case of joint holders, the first-named holder's bank account), at their own risk, by way of Registered Post / Speed Post. So as to avoid fraudulent encashment in transit, the shareholder(s) holding Offer Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Offer Shares that are tendered in dematerialised form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed only with the said bank particulars, and not any other bank details which may have been provided in the Application Form. In case of shareholder(s) holding Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his registered address (at their own risk).
- 9.2 The first settlement cycle shall begin on July 28, 2014 and shall end on August 7, 2014. The second settlement cycle shall begin on August 8, 2014 and shall end on August 31, 2014. All subsequent settlement cycles will begin on 1st day and end on last day of each calendar month except the last monthly settlement cycle which shall begin on July 1, 2015 and end on July 27, 2015. The relevant settlement date shall be last date of the respective settlement cycle ("**Relevant Settlement Date**").
- 9.3 The Registrar to the Offer shall dispatch / transfer the consideration to Residual Shareholders, who have validly tendered their shares in the Exit Offer on or before the Relevant Settlement Date, within fifteen working days of the Relevant Settlement Date, (subject to receipt of regulatory approvals, if required).
- 9.4 Residual Shareholders to whom the funds have been transferred electronically shall be duly intimated by way of a letter by the Registrar to the Offer.
- 9.5 The Registrar to the Offer will hold in trust the share certificate(s) and the share transfer deed(s) until the dispatch of the consideration payable or the unaccepted share certificates has/have been dispatched to the Residual Shareholders concerned.

10. Statutory and Other Approvals

- 10.1 The Acquirer has, on June 2, 2014, received no objection from RBI having reference no FED.CO.FID.No. 21900 / 10.21330 / 2013-14, to acquire shares, acquired by NRI shareholders under the PIS route out of the 1,55,786 repatriable and 16,737 non-repatriable shares held by NRIs (as on April 7, 2014) subject to the proceeds of the non-repatriable shares being credited to the PIS-NRO account of the NRI. For all other non-resident shareholders, it shall be the responsibility of the respective shareholders tendering Offer Shares in the Exit Offer to obtain all requisite approvals prior to tendering in the Exit Offer, and the Acquirer shall take no responsibility for the same. The shareholder should attach a copy of any such approval to the Application Form, wherever applicable.

11. Tax To Be Deducted At Source

11.1 Tax to be deducted in case of Non-resident shareholders (other than FII) or Foreign Company

- a) While tendering Shares under the offer, Shareholders shall be required 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 the Acquirer along with the Bid Form, indicating the rate at which tax should be deducted / amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer will arrange to deduct taxes at source in accordance with such certificate.
- b) In case the certificate referred to in clause (a) above is not submitted, Non-resident Shareholders shall declare their status according to section 2(31) of the IT Act and also whether the Shares are held on Investment/ Capital Account or on Trade Account, i.e. income from transfer of Shares will be offered as Capital Gains or as Business Income under the provisions of the IT Act. Where the Shares are held on Investment/ Capital Account, the Non-resident Shareholders shall declare whether the Shares qualify as long term capital asset (held for more than 12 months) or short term capital asset (held for less than 12 months). The Acquirer will arrange to deduct tax at the rates applicable to the nature of the asset/income, period of holding and status of the Shareholder as declared by the Shareholder. Taxes will be deductible on the entire consideration, payable to such shareholder. If the Shareholder fails or omits to make any of the above declaration the Acquirer will arrange to deduct tax at the maximum rate applicable in case of non-resident / foreign company on the entire consideration, payable to such shareholder.
- c) Under any circumstances, the Acquirer will not accept any request from any shareholder for no deduction of tax at source or deduction of tax at lower rate on the basis of any self-computation / computation by any tax consultant of capital gain and tax payable thereon.
- d) Non-resident Shareholders are required to submit their Permanent Account Number ("**PAN**") issued under the provisions of the IT Act. In case PAN is not submitted or is invalid or does not belong to the Shareholder, the Acquirer will arrange to deduct tax at the rate of 20% (twenty percent) or at the applicable rate, whichever is higher.

11.2 Withholding tax implications for FIIs

- a) FIIs should enclose a self-attested copy of its SEBI registration certificate and also a copy of notification issued u/s. 115AD of the IT Act showing name of the FII.
- b) FII shall declare whether the Shares are held on Investment/ Capital Account or on Trade Account, i.e. income from transfer of Shares will be offered as Capital Gains or as Business Income under the provisions of the IT Act. Where the Shares are held on Investment/ Capital Account, the FII shall declare whether the Shares qualify as long term capital asset (held for more than 12 months) or short term capital asset (held for less than 12 months).

- c) As per the provisions of section 196D(2) of the IT Act, tax will not be deducted at source from any income, by way of capital gains arising from the transfer of shares liable to tax under section 115AD of the IT Act and payable to FIIs.
- d) In cases not covered under (c) above, if an FII wants the Acquirer not to deduct tax or to deduct tax at a lower rate, FII 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 the Acquirer along with the Bid Form, indicating the rate at which tax should be deducted / amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer will arrange to deduct tax specified in such certificate or at the rates applicable to the nature of the asset/income and period of holding as declared by the FII. Taxes will be deductible on the entire consideration, payable to the FII.
- e) If the FII does not submit documents referred to in (a) or does not submit the certificate referred to in (d) or fails to make any of the above declaration referred to in (d) the Acquirer will arrange to deduct tax at the maximum rate applicable in case of non-resident / foreign company on the entire consideration, payable to such FII.
- f) Clause 'd' of Paragraph 11.1 above, shall be equally applicable to FIIs.

11.3 Tax to be deducted in case of Resident Shareholders

- a) While tendering Shares under the offer, Resident Shareholders shall confirm that they qualify as Residents under the provisions of the IT Act for the tax year under consideration. Where such confirmation is provided (or such information is available with the Registrar to the Offer), in absence of any specific provision under the IT Act, Acquirer will not deduct tax on the consideration payable to Resident Shareholders in respect of gains arising on transfer of Shares under this offer.

11.4 Issue of withholding tax certificate

- a) The Acquirer will issue a certificate in the prescribed form to the shareholders who have been paid the consideration after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.

11.5 Shareholders who wish to tender their Shares must submit the information all at once as given in the Bid cum Acceptance Form, requested above and those that may be additionally requested for by the Acquirer. The documents submitted by the Shareholders along with the Bid cum Acceptance Form will be considered as final. Any further/delayed submission of additional documents, unless specifically requested by the Acquirer may not be accepted. In case the documents/information as requested in the Public Announcement and the Bid cum Acceptance Form are not submitted by a Shareholder, or the Acquirer consider the documents/information submitted by a Shareholder to be ambiguous/incomplete/conflicting, the Acquirer reserves the right to withhold tax on the gross consideration at the maximum rate in case of non-resident / foreign company on the entire consideration, payable to such shareholder.

- 11.6 Based on the documents and information submitted by the Shareholders, the final decision to deduct tax or not, or the quantum of taxes to be deducted rests solely with the Acquirer.
- 11.7 The Acquirer shall deduct tax as per the information declared and representation made by the Shareholders. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Shareholders, such Shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.
- 11.8 Taxes once withheld will not be refunded by the Acquirer under any circumstances.
- 11.9 The tax withheld under this Offer is not the final liability of the shareholders or in no way discharges the obligation of shareholders to disclose the amount received pursuant to this Offer in their respective tax returns. The tax rates and other provisions may undergo changes.
- 11.10 All Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

12. Compliance Officer

The Compliance Officer of the Company is:

Debashis Dey

Company Secretary

Piramal Glass Limited
Piramal Tower, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400013
Tel: +91-22-3046 6969, Fax: +91-22-3046 7855
Email: complianceofficer.pgl@piramal.com

13. General

- 13.1 Every Residual Shareholder who desires to avail of the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Offer, the Registrar to the Offer or the Company whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.
- 13.2 The Acquirer will inform the Residual Shareholders by way of a public announcement of any changes if any, to the information set out in this Exit Offer Letter.

13.3 For any clarification in connection with this Exit Offer Letter, you should consult the Manager to the Offer or the Registrar to the Offer

**FOR THE SRI HARI TRUST ACTING THROUGH ITS CORPORATE TRUSTEE – PEL
MANAGEMENT SERVICES PRIVATE LIMITED**

Name : Mr. Sunil Adukia

Designation : Authorised signatory

Date : July 21, 2014

Place : Mumbai