

# DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S SWADESHI INDUSTRIES AND LEASING LIMITED ("SILL" / "TARGET COMPANY" / "TC")

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Email id: swadeshiindustries@gmail.com**

## CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

**Open Offer for Acquisition of 14,06,067 Equity Shares from the Shareholders of M/S Swadeshi Industries and Leasing Limited by M/s Chin Info Tech Private Limited ("CITPL" / "ACQUIRER")**

This detailed public statement ("DPS") is being issued by M/s Comfort Securities Limited, the Manager to the Offer ("Manager"), on behalf of M/s Chin Info Tech Private Limited, in compliance with Regulation 13 (4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011"). Pursuant to the Public Announcement (PA) filed on 11th November, 2011 with the Bombay Stock Exchange Limited, Delhi Stock Exchange Association Limited, Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 3, 4 and all the other applicable provisions of the SEBI (SAST) Regulations, 2011.

**I. THE ACQUIRER COMPANY, TARGET COMPANY AND OFFER:**

**(A) Details of M/s Chin Info Tech Private Limited (the Acquirer Company):**

- CITPL was incorporated under the provisions of the Companies Act, 1956 on 9th March, 2009 as a Private Limited Company by Registrar of Companies, Mumbai, Maharashtra having its present Registered Office at Parasav Nagar, No. 1, B-Wing, Block No. 405, Opp. Vena Hotel, Bhayandar (W), Mumbai-401101, Maharashtra, (M): 932221112 and the Email address of CITPL is: chininfotech@yahoo.in.
- The CITPL is Company with the main object to carry on the business to manufacture, alter, convert, modify, buy, sell, export, import, give or take on lease, give or take on hire, purchase, or on deferred credits or on licence, service and repair or otherwise deal in any other manner, in electrical and electronic appliances and apparatus and systems of every description and stores of all kinds such as computers, calculators, word processors, printers, typewriters, data processing equipments, software and hardware integrated circuit, silicon chips or any other consumer equipment, communication equipments, display devices, printing devices, high frequency apparatus, magnetic components, air borne equipment, infra red tubes, generation and servo control equipment, control system, equipment and machines and to conduct bureau of complete services, peripherals and all other devices and accessories, spare parts, components, and all kinds of instruments, apparatus, equipments, and gadgets, used for or in connection with any of the aforesaid matters or products and to develop, design and sell or otherwise give on hire computer programmes, and to act as computer specialist, consultants, advisors, programmers and to do all required in connection with manufacture, sale, assembly, integration, arrangement, installation and operation of computer, software and hardware programming data processing, giving and/or taking on hire computer time and in other matters as may be necessary for or in relation to the business of computers.
- The CITPL doesn't belong to any group. As on the date of Public Announcement key shareholders &/or the Promoters of the CITPL are following:
  - Mr. Vikas K. Sanklecha holding 200 Equity Shares of Rs. 10/- each fully paid up.
  - Aqua Marine Solution Private Limited ("ASPL") holding 199800 Equity Shares of Rs. 10/- each fully paid up.

As on date of PA the promoters of ASPL are Mr. Vikas K. Sanklecha & Mr. Vipin K. Sanklecha. There are no other acquirers or other entities/persons who are or can be deemed to be person acting in concert with the Acquirer for the purpose of this Open Offer. There are no partly paid up shares in CITPL.

- CITPL is a private limited company. CITPL including its directors, promoters & key employees doesn't have any relationship &/or interest in the SILL including with its directors, promoters & key employees.
- The Present directors of CITPL are Mr. Vikas K. Sanklecha & Mr. Vipin K. Sanklecha
- CITPL has not been prohibited by Securities and Exchange Board of India ("SEBI") from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act, 1992.
- Audited Financial Information of CITPL for the year ended 31st March, 2009, 31st March, 2010, 31st March, 2011 and Unaudited financial information as on Quarter Ended 30th September, 2011.

Particulars	Amount (Rs.)			
	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)	Year ended 31.03.2011 (Audited)	Quarter ended 30.09.2011 (Certified & Unaudited)
Total Revenue	-	3,29,623	9,02,087	(911,075)
Net Income i.e. profit after tax	(24,621)	26,729	3,02,304	(11,37,829)
EPS	(0.12)	0.13	1.51	(6.69)
Net worth / Shareholder Funds	9,50,17,779	9,50,58,908	9,53,75,611	9,42,32,623

8. The Acquirer has not entered into any non-complete arrangement and/or agreement with the Seller.

**(B) Details of Sellers:**

- List of Sellers/Promoters & Promoters' Group:

Sr. No.	Name of Sellers (Individual / Company (C))	Address of sellers	No. of Shares through Share Purchase Agreement on 9th November, 2011	Percentage (%) of Share / Voting Rights to the total Shares/Voting Rights as on 9th November, 2011
1	Mr. Satishchandra Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	47500	1.22
2	Ms. Mukta Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	33350	0.85
3	Ms. Nilima Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	27500	0.70
4	Mrs. Shashi Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	31650	0.81
5	Ms. Malini Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	26950	0.69
6	Ms. Shalini Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	26650	0.68
7	Ms. Sudha Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	26000	0.67
8	Ms. Vimla Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	20000	0.51
9	S. C. Gautam HUF (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	30000	0.77
10	Ms. Vibha Gautam (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	6000	0.15
11	Mr. Brijesh Chandra (I)	A/8/29, Rajawadi CHS Ltd, Rajawadi Ghatkopar (East), Mumbai, 400 077. Maharashtra	4450	0.11
12	Mr. Shree Krishna Agrawal (I)	D-704, Asavari Flats, Opp. JSCON Mandir, Satellite Road, Ahmedabad - 380015, Gujarat	1000	0.03
13	Mr. Rajnikant N. Shah (I)	22, Neemchayam M G Road, Ghatkopar (E) Mumbai-400077	250	0.01
14	M/s Lalima Buldion Private Limited ("LBPL")	407, Sai Infotech Park, Patel Chowk, R.B. Mehta Marg, Ghatkopar (East), Mumbai-400 077	350000	8.96
	<b>TOTAL</b>		<b>631300</b>	<b>16.15</b>

Note: All the above Sellers are relating to current promoter group of the company.

- LBPL is a private limited company & it is not a Listed Company. LBPL is a part of the promoter group. The LBPL doesn't belong to any group. The name of the LBPL has not been changed from its incorporation to till date.
- None of the sellers as mentioned above has been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.
- The Manager to the Offer i.e. Comfort Securities Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
- As on date 30,00,000 equity shares i.e. 76.77% of SILL are under lock-in requirements as per SEBI Regulations. There shall be no discrimination in the acceptance of locked-in and non-locked-in Shares in the Offer. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto. Out of the above 30,00,000 Shares 3,50,000 Shares are relating to Promoter group.

**(C) Details of Swadeshi Industries and Leasing Limited (Target Company):**

- SILL is a public limited company originally incorporated under the provisions of the Companies Act, 1956 on 31st October, 1983, in the name of **Swadeshi Leasing Company Limited** by Registrar of Companies, Mumbai, Maharashtra and thereafter name of the Company had been changed to **Swadeshi Industries and Leasing Limited** w.e.f. 12th December, 1987. Presently having its Registered Office at 407, Sai Infotech Park, Patel Chowk, Ghatkopar (East), Mumbai-400 077. Maharashtra. Tel: 022-67107335/36, Fax: 022-67107335 E-mail: swadeshiindustries@gmail.com
- The Equity Shares of SILL are listed on Bombay Stock Exchange Limited ("BSE") and Delhi Stock Exchange Association Limited ("DSE"). The Equity Shares of SILL are not frequently traded shares on BSE & DSE within the meaning of explanation provided in Regulation 2(i) of the SEBI (SAST) Regulations, 2011. The Company has complied with all the requirements of the Listing Agreement with BSE as on date and further no penal action is initiated by the BSE & DSE where the Equity Shares of the Company are listed.
- As on date the Target Company doesn't have any partly paid Equity Shares, and all the Equity Shares are fully paid-up.

4. Audited Financial Information of SILL for the year ended 31st March, 2009, 31st March, 2010, 31st March, 2011 and Unaudited financial information as on Quarter ended 30th September, 2011.

Particulars	(Rupees in Lacs)			
	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)	Year ended 31.03.2011 (Audited)	Quarter ended 30.09.2011 (Certified & Unaudited)
Total Revenue	126.94	115.23	134.56	28.89
Net Income i.e. profit after tax	1.28	(1.27)	(7.94)	(3.22)
EPS	0.14	(0.14)	(0.88)	(0.08)
Net worth / Shareholder Funds	96.53	91.20	83.26	377.38

**D) Details of the Offer:**

- Cash Offer of Rs. 15/- (Rupee Fifteen only) Per Equity Share for Acquisition of up to 14,06,067 (Fourteen Lacs Six Thousand and Sixty Seven only) Equity Shares representing 26.00% of the total paid up Equity Share Capital, from Public Shareholders of the Target Company As on date the Paid up Equity Share Capital of the SILL is 39,07,950 Equity Shares of Rs. 10/- each fully paid up and SILL has approved the issue and allotment of 15,00,000 Equity Shares of Rs. 10/- each to CITPL in the Extra Ordinary General Meeting held on 9th November, 2011 for which in principal approval from BSE is pending. Hence, Open offer for Acquisition of up to 14,06,067 (Fourteen Lacs Six Thousand and Sixty Seven only) Equity Shares (on considering the allotment of shares through preferential basis) is justified in terms of Regulation 7 (1) of the SEBI (SAST) Regulations, 2011.
- This open offer is made under SEBI (SAST) Regulations, 2011 to all the shareholders of the Target Company, in term of the Regulation 7 (6) of the SEBI (SAST) Regulations, 2011, other than the acquirer, persons acting in concert with him and the parties to the Share Purchase Agreement including persons deemed to be acting in concert with such parties, for the sale of shares of the target company.
- The payment of consideration shall be made to all the shareholders, who have tendered their shares in acceptance of the open offer, within 10 days from the expiry of the tendering period. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer, by ECS, Direct Credit or crossed account payee cheques/ pay order/demand drafts, RTGS and NEFT. It is desirable that shareholders provide bank details in the form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque/demand draft/pay order.
- In case of any delay in the receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations, 2011 shall be adhered to, i.e. extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company subject to the Acquirer agreeing to pay the interest as directed by SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining the any statutory approvals in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of regulation 17 of (SAST) Regulations, 2011.
- The Open Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a conditional offer.

**This is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.**

- The Acquirer does not have any plans to dispose off or otherwise encumber any significant assets of the Target Company for the next 2 (two) years, except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company & subject to the provisions of the applicable law as may be required.
- Pursuant to this offer, the public shareholding in the Target Company may reduce to less than the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and Listing Agreement. The Acquirer undertakes that if the public shareholding is reduced to below such minimum level it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Listing Agreement and other provisions of applicable laws, within the time period mentioned therein.

**(E) BACKGROUND TO THE OFFER:**

- The Acquirer has entered into a Share Purchase Agreement ("SPA") with the Promoters of Target Company on Wednesday, 9th November, 2011 wherein it is proposed that CITPL shall purchase 6,31,300 fully paid up equity shares of the Target Company bearing a face value of Rs. 10/- each ("Sale Shares"), which amounts to 16.15% of the total paid-up equity share capital as on 9th November, 2011 of the Target Company. The said sale is proposed to be executed at a price of Rs. 15/- (Rupees Fifteen only) per fully paid-up equity share ("Negotiated Price"), aggregating to Rs. 94,69,500/- (Rupees Ninety Four Lakhs Sixty Nine Thousand Five Hundred only) ("Purchase Consideration") payable in cash. The Target Company has passed Special Resolution pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and all the other provisions of applicable laws, if any, in the Extra ordinary General Meeting of the Company held on Wednesday, 9th November, 2011 for issue & allotment of 15,00,000 Equity shares of Rs. 10/- each to CITPL which amounts to 27.74% of the total paid up equity shares (post allotment of shares) of the Target Company. Consequent upon acquiring the shares pursuant to the execution of SPA & proposed allotment of equity shares on Preferential basis the post shareholding & voting rights of the Acquirer will be 39.41% of the total paid up equity shares of the Target Company. Pursuant to proposed allotment of equity shares on Preferential basis, and consequent changes in control of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with Regulation 3, 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.

- This Open Offer to the Equity Shareholders of SILL is for acquiring upto 26.00% of the total paid-up Equity Share Capital of SILL. After the completion of this Open Offer and pursuant to the transfer of the shares so acquired, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.
- The Acquirer intends to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.
- The Acquirer proposes to continue existing business of the Target Company and may diversify its business activities in future with prior approval of Shareholders. The main purpose of takeover is to expand the Company's business activities in same line through exercising the effective management and control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

**III. SHAREHOLDING AND ACQUISITION DETAILS:**

The Current and proposed shareholding of the Acquirer in TC and the details of their acquisition are as follows:

Sr. No.	Particulars	Acquirer	
		No. of Shares/ Voting Rights (Equity Shares - Rs. 10/- Each, fully paid up)	(%) of Shares / Voting Rights to the total no. Shares/Voting Rights
A (i)	Shareholding before PA date i.e. 9th November, 2011	NIL	NIL
(ii)	Shares acquired on the PA date through SPA	6,31,300	16.15%
(iii)	Shares proposed to be allotted by the SILL to CITPL on preferential basis, for which SILL has passed Special Resolution in the Extra Ordinary General Meeting held on 9th November, 2011 U/s 81(A) of Companies Act, 1956	15,00,000	27.74%
B	Shares acquired between the PA date and the DPS date.	NIL	NIL
C	Post Offer shareholding (On Diluted basis, as on 10th working day after closing of tendering period)	35,37,367	65.41%

The Acquirer Company and its directors do not hold any shares of the SILL before the execution of SPA There are no PAC of the Acquirer or Directors of the Acquirer.

**IV. OFFER PRICE:**

- The Equity Shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai (BSE) and Delhi Stock Exchange Association Limited (DSE). The shares are placed under Group 'Z' having a Scrip Code of "506863" & Scrip Id: SWADEIN on the BSE.
- There has been no active trading in the shares of Target Company as per the data maintained on the website of the BSE i.e. www.bseindia.com during twelve calendar months preceding the month in which this PA is made. The Equity Shares of SILL are not frequently traded shares within the meaning of explanation provided in Regulation 2(i) of the SEBI (SAST) Regulations, 2011.
- The Offer Price of Rs. 15/- (Rupees Fifteen only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Negotiated price under the Shares Purchase Agreement	15.00
(b)	The volume-weighted average price paid or payable for acquisitions by the acquirer during 52 weeks immediately preceding the date of PA.	Not applicable
(c)	Highest price paid or payable for acquisitions by the acquirer during 26 weeks immediately preceding the date of PA.	Not applicable
(d)	the volume-weighted average market price of shares of a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not applicable
(e)	Other Financial Parameters as at:	31.03.2011 30.09.2011
(i)	Return on Net Worth	(9.53%) (0.85%)
(ii)	Book Value Per Share	9.17 9.66
(iii)	Earning Per Share	(0.88) (0.08)

\*\* SILL has passed Special Resolution Under Section 81(1A) of Companies Act, 1956 in the Extra Ordinary General Meeting held on 9th November, 2011 for issue & allotment of 15,00,000 Equity Shares of Rs. 10/- each at par to CITPL. In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 15/- (Rupee Fifteen Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

**The Fair Value of SILL, is Rs. 3.79 (Rupees Three and Seventy Nine Paise Only)** as certified vide Valuation certificate dated 13th October 2011, in terms of Controller of Capital Issue, Department of Economic Affairs, Ministry of Finance, Government of India and also keeping in view the supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30) by Mr. M. L. Jain (Membership No. 036811.) of M/s. Mollai & Associates, Chartered Accountants having its office situated at 11/13, M K Amin Marg, 1st floor, Kind Lane, Behind Central Camera, Bora Bazar, Mumbai - 400001 Tel. No: 022-22663526. Email id: mollaiassociates@gmail.com

- The relevant price parameters have not been adjusted for any corporate actions.

- As on date there is no revision in open offer price or open offer size. In case of any revision in the open offer price or open offer size, the CITPL shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the open offer price or Open offer size.
- If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to shareholders.

**V. FINANCIAL ARRANGEMENTS:**

- Assuming full acceptance under the offer, the maximum consideration payable by the CITPL under the offer would be Rs. 2,10,91,005/- (Rupees Two Crores Ten Lacs Ninety One Thousand and Five Only) ("maximum consideration") i.e. consideration payable for acquisition of 14,06,067 equity shares of the target Company at offer price of Rs. 15/- per Equity Share.
- The Acquirer has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the CITPL.
- Assuming the full acceptance of 26% i.e. acquisition of 14,06,067 equity shares of the target Company, the total requirement of funds for the Open Offer is Rs. 2,10,91,005/- (Rupees Two Crores Ten Lacs Ninety One Thousand and Five Only). In compliance of Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has opened an Escrow Account bearing no. 00600350100886 with the Escrow Agent, i.e. HDFC Bank Limited, having address at 2nd floor, Manekji Wadia Building, Nanak Mohani Marg, Fort, Mumbai 400 001, and have deposited Rs. 53,00,000/- (Rupees Fifty Three Lakhs Only), being more than 25% of the total amount required for the Open Offer.
- The Acquirer has duly empowered Comfort Securities Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- The Manager to the Open Offer hereby confirms that the firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.

**VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:**

- Shareholders of the Target Company who are either non-resident Indians ("NRIs") or overseas corporate bodies ("OCBs") and wish to tender their equity shareholding in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("RBI") approvals (specific and general) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.
- As of the date of this DPS, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer will be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- In case of any delay in the receipt of any statutory approval as stated above, Regulation 18(11) of the SEBI (SAST) Regulations, 2011, shall be adhered to, i.e. extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company subject to the Acquirer agreeing to pay the interest as directed by SEBI.
- If SILL doesn't receive the approvals as required in order to allot 15,00,000 Equity Shares to CITPL on Preferential Basis for which it has passed Special Resolution under Section 81 (1A) of Companies Act, 1956 then the acquirer will withdraw the offer under regulation 23 of SEBI (SAST) Regulations, 2011.

**VII. TENTATIVE SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER:**

Activity	Date	Day
Public Announcement	09.11.2011	Wednesday
Opening of Escrow Account	11.11.2011	Friday
Publication of Detailed Public Statement in newspapers	16.11.2011	Wednesday
Submission of Detailed Public Statement to BSE, DSE, Target Company & SEBI	16.11.2011	Wednesday
Filing of draft offer document with SEBI along with soft copies of Public Announcement and detailed Public Statement	23.11.2011	Wednesday
Last date for a Competing offer	08.12.2011	Thursday
Receipt of comments from SEBI on draft letter of offer	15.12.2011	Thursday
Identified date*	20.12.2011	Tuesday
Date by which letter of offer be posted to the shareholders	26.12.2011	Monday
Last date for revising the Offer Price	27.12.2011	Tuesday
Comments from Board of Directors of Target Company	28.12.2011	Wednesday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	30.12.2011	Friday
Date of opening of the Offer	02.01.2012	Monday
Date of Closure of the Offer	13.01.2012	Friday
Date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	30.01.2012	Monday
Final report from Merchant Banker	06.02.2012	Monday

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

**VII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER:**

- All shareholders of the Target Company, except for the parties to the SPA, who own equity shares any time before the closure of the Open Offer, are eligible to participate in the Open Offer.
- The beneficial owners and shareholders holding shares in the dematerialized form, will be required to send their form of acceptance cum acknowledgement and other documents as may be specified in the Letter of Offer to the Registrar to the Offer either by registered post / courier or by hand share transfer deeds (one per folio), duly signed by such shareholders in case of joint holdings in the same order as per the specimen signatures lodged with SILL, and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Open Offer on or before 6.30 p.m. upto the date of closure of the Open Offer i.e. **Friday, 13th January 2012**, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the depository participant ("DP"), in favour of "SWADESHI INDUSTRIES AND LEASING LIMITED- Open Offer" ("Depository Escrow Account") filled in as per the instructions given below.

DP Name : SATGURU CAPITAL AND FINANCE PRIVATE LIMITED  
 DP ID : 12036300  
 Client ID No. : 00038973  
 Depository : Central Depository Services (India) Limited

Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") shall be required to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account created with CDSL.

- In case (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders (c) owner of the shares who have sent the shares to the Target Company for transfer and, a consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders in case of joint holdings in the same order as per the specimen signatures lodged with SILL, and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Open Offer on or before 6.30 p.m. upto the date of closure of the Open Offer i.e. **Friday, 13th January 2012**, such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.
- The Letter of Offer along with the form of acceptance cum acknowledgement / withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.
- No indemnity is needed from unregistered shareholders.

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

**X. OTHER INFORMATION:</**