

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder of Bombay Rayon Fashions Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager/Registrar to the Offer. In case you have recently sold your Shares in Bombay Rayon Fashions Limited, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

CASH OFFER AT RS. 185.00 (RUPEES ONE HUNDRED AND EIGHTY FIVE ONLY) PER FULLY PAID-UP EQUITY SHARES OF RS. 10.00 (RUPEES TEN ONLY)

Pursuant to Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("SEBI (SAST) Regulations/Regulations") and subsequent amendments thereto

TO ACQUIRE

17,420,000 fully paid-up Equity Shares of face value Rs. 10/- each, representing 20.00% of the of the Emerging Share Capital ("Offer")

OF

Bombay Rayon Fashions Limited ("Target Company" or "BRFL")

having its registered office at D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai 400 072, India
Tel: +91 22 2803 1800 Fax: +91 22 2847 6992

BY

AAA United B.V. ("Acquirer")

having its registered office at Krijgsman 15-8, 1186DM, Amstelveen, the Netherlands **Tel: + 45 99 42 32 00 Fax: + 45 99 42 34 68**

ALONG WITH

Aktieselskabet af 1/8 2004 ("Person Acting in Concert" or "PAC")

having its registered office at Fredskovvej 5, 7330 Brande, Denmark **Tel: + 45 99 42 32 00 Fax: + 45 99 42 34 68**

ATTENTION:

- The Offer is neither conditional nor subject to any minimum level of acceptance by Shareholders of the Target Company.
- The Offer along with any obligation to make payment for, or purchase the Equity Shares tendered and accepted, is subject to the receipt of the approval from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made thereunder. The Acquirer has filed an application dated April 9, 2009 with the RBI requesting for approval to acquire Equity Shares from resident/non-resident persons pursuant to the Offer.
- As of the date hereof, other than the above, no statutory approvals are required to acquire the Equity Shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to receipt of such other statutory approvals. In terms of Regulation 27 of the Regulations, the Acquirer and the PAC will not proceed with the Offer in the event that such statutory approvals that are required are not obtained.
- If the aggregate of the valid responses exceed 17,420,000 Equity Shares, then the Acquirer shall accept 17,420,000 Equity Shares, on a proportionate basis, in consultation with the Manager to the Offer, in accordance with Regulation 21(6) of the Regulations.
- In case of delay in the receipt of any statutory approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to Shareholders who have validly tendered their Equity Shares, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.
- If there is any upward revision in the Offer Price by the Acquirer prior to or on the last date for revising the Offer Price i.e. June 1, 2009, or if the Offer is withdrawn, you will be informed by way of another public announcement in the same newspapers where the Public Announcement had been published. The Acquirer would pay such revised offer price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer.
- Specific approval of the RBI needs to be obtained by the OCB in the event that any OCB shareholder tenders its Equity Shares in the Open Offer. No specific approval from RBI is required in case Equity Shares are tendered by NRI Shareholders.
- Shareholders who have accepted the Offer by tendering the requisite documents in terms of this Letter of Offer shall have the option to withdraw acceptance tendered by them up to June 5, 2009, i.e., three (3) working days prior to the date of closure of the Offer viz. June 10, 2009.
- **No competitive bid has been announced till the date of this Letter of Offer.**
- The Public Announcement and this Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal will also be available on SEBI's website (www.sebi.gov.in) from the date of dispatch of the Letter of Offer, being May 9, 2009.
- The Form of Acceptance cum acknowledgement and Form of Withdrawal are enclosed with this Letter of Offer.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 AXIS BANK Axis Bank Limited Central Office: 111, Maker Tower 'F', Cuffe Parade, Colaba, Mumbai 400 005, India Tel: +91 22 6707 1725 Fax: +91 22 2216 2467 Email: axbmbd@axisbank.com Website: www.axisbank.com Contact Person: Mr. Vishal Sharan SEBI Registration No.: INM000006104	 LINK INTIME INDIA PVT LTD Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai – 400 078, India Tel: +91 22 2596 0320 Fax: +91 22 2596 0329 Email: brfl-offer@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Nilesh Chalke SEBI Registration No.: INR000003761
OFFER OPENS ON: Wednesday, May 20, 2009	OFFER CLOSSES ON: Wednesday, June 10, 2009

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Particulars	Day and Date
Date of PA	Thursday, March 26, 2009
Last Date of Competitive Bid	Thursday, April 16, 2009
Specified Date*	Friday, April 17, 2009
Date by which Letter of Offer to be dispatched to the Shareholders	Saturday, May 9, 2009
Date of opening the Offer	Wednesday, May 20, 2009
Last date for revising the Offer Price/Number of Equity Shares	Monday, June 1, 2009
Last date for withdrawal of acceptance by Shareholders who have accepted the Offer	Friday, June 5, 2009
Date of Closing of the Offer	Wednesday, June 10, 2009
Last Date by which communicating acceptance /rejection and payment of consideration for accepted Equity Shares / dispatch of Share Certificate in case of rejection	Wednesday, June 24, 2009

*- Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer will be sent and all owners (registered or unregistered) of the Equity Shares of the Target Company (except the Acquirer, the PAC and the Promoter & Promoter Group of the Target Company) are eligible to participate in the Offer anytime before closure of the Offer.

Note: Duly Signed Application and Transfer Deed should be dispatched to the Registrar to the Offer at the above address to reach not later than 4.30 p.m. on June 10, 2009.

RISK FACTORS

I. Relating to the Offer

- a. Acceptance of the Equity Shares of the Target Company tendered in the Offer is subject to receipt of the statutory approvals, as mentioned in Section 8 of this Letter of Offer. In the event, any of the required statutory approvals is refused; the Offer would stand withdrawn in terms of the Regulations. For further details, see Section 8 of this Letter of Offer.
- b. In the event that either (a) there is any litigation leading to stay on the Offer; or (b) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to those Shareholders of Target Company whose Equity Shares have been accepted in the Offer as well as the return of those Equity Shares of Target Company not accepted by the Acquirer may be delayed. Equity Shares of Target Company tendered in the Offer will lie to the credit of a designated escrow account until the completion of the Offer formalities.
- c. The Acquirer makes no assurance with respect to the market price of the Equity Shares during/ after the Offer.
- d. If the number of Equity Shares of Target Company assented to the Offer exceeds the Offer size, then the Acquirer shall accept Equity Shares of Target Company assented to the Offer on a proportionate basis in accordance with Regulation 21 (6) of the SEBI (SAST) Regulations.
- e. The tendered Equity Shares will lie to the credit of a designated escrow account until the completion of the Offer formalities. During such period, there may be a fluctuation in the market price of the Equity Shares of Target Company.

II. Relating to the Acquirer

- f. The Acquirer is a newly incorporated entity and has not conducted any activities or business operations from the date of its incorporation i.e. March 18, 2009, and therefore has not earned any income till the date hereof.
- g. Neither the Acquirer nor the PAC has past experience in making any investments in India.
- h. For the present Offer, the Acquirer is dependent on the PAC for financial resources.

III. Others

- i. The Offer is subject to completion risks as would be applicable to similar transactions.
- j. The risk factors set forth above pertain to the acquisition and the Offer and not in relation to the present or future business or operations of BRFL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of BRFL are advised to consult their stockbroker or investment consultant, if any, for further risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to “**DKK**” is to the Danish Kroner, the official currency of Denmark and all references to “**€**” is to Euro. Certain financial details contained herein are denominated in DKK. Unless otherwise stated, the Rupee equivalent quoted in each case is calculated as on March 24, 2009 (being 1 DKK = Rs. 9.47967 and 1 EUR = Rs. 70.66127 (Source: www.oanda.com))

TABLE OF CONTENTS

Section	Particulars	Page No.
1	DEFINITIONS	4
2	DISCLAIMER CLAUSE	5
3	DETAILS OF THE OFFER	5
3.1	Background	5
3.2	The Offer	6
3.3	Object of the offer and Acquirer's future plans for BRFL	6
4	BACKGROUND OF THE ACQUIRER AND PAC	7
4.1	AAA United B.V.	7
4.2	Aktieselskabet af 1/8 2004	8
5	DISCLOSURE IN TERMS OF REGULATION 21(2)	14
6	BACKGROUND OF BOMBAY RAYON FASHIONS LIMITED	14
7	OFFER PRICE AND FINANCIAL ARRANGEMENTS	24
7.1	Justification of offer price	24
7.2	Financial Arrangements	27
8	TERMS AND CONDITIONS OF OFFER	28
8.1	Statutory approvals required for the offer	28
8.2	Others	28
9	PROCEDURE FOR ACCEPTANCE AND SETTLEMENT	29
10	TAX TO BE DEDUCTED AT SOURCE	33
11	DOCUMENTS FOR INSPECTION	35
12	DECLARATION BY ACQUIRER AND PAC	36

1. DEFINITIONS

Acquirer	AAA United B.V.
Board / Board of Directors	Board of Directors of the Target Company
Book Value Per Share / NAV per Share	Networth / Outstanding number of shares
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
DKK	Danish Kroner, the official currency of Denmark.
DP	Depository Participant
Earnings Per Share / EPS	Profit After Tax / Outstanding number of shares
ECS	Electronic Clearing System
Escrow Bank	Axis Bank Limited, Universal Building, Fort, Mumbai-400 001
Eligible Person(s) for the Offer	All owners (registered or unregistered) of Equity Shares of Bombay Rayon Fashions Limited (other than the Acquirer, the PAC, the Promoter & the Promoter Group) whose names appear on the register of members any time before the closure of the Offer
Emerging Share Capital	Fully diluted capital for the target company as on the date of the public announcement as defined under regulation 21(5) of SEBI (SAST) Regulations
EUR/Euro	The official currency of 16 of the 27 member states of the European Union.
Equity Share(s) / Share(s)	Fully paid-up Equity Share(s) of face value of Rs. 10/- each of BRFL
FEMA	Foreign Exchange Management Act, 1999
FII	Foreign Institutional Investors
Form of Acceptance	Form of Acceptance cum Acknowledgement
FY	Financial Year
Manager/ Manager to the Offer	Axis Bank Limited
Mn	Million (1 Million = Rs. 10 lacs)
NEFT	National Electronic Fund Transfer
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Offer or Open Offer	The offer for the acquisition by the acquirer alongwith PAC of 17,420,000 fully paid up Equity Shares, representing in the aggregate 20% of Emerging Share Capital as set out in this document
Offer Price	Rs. 185.00/- (Rupees One Hundred Eighty Five only) per fully paid-up Equity Shares of face value of Rs. 10/- each
PAC	Person acting in concert with the Acquirer, i.e. Aktieselskabet af 1/8 2004
Preferential Issue	The acquisition of Equity Shares by the Acquirer in terms of the Preferential Issue.
Public Announcement/ PA	Announcement of the Offer made by the Acquirer on March 26, 2009
RBI	Reserve Bank of India
Registrar/ Registrar to the Offer	Link Intime India Private Limited
Regulations/ SEBI (SAST) Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
Return on Networth / RONW	(Profit After Tax / Networth) * 100
RTGS	Real Time Gross Settlement
Rupee(s) / Rs	Indian Rupee(s), the legal currency of Republic of India
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
Shareholder(s)	Equity shareholder(s) of BRFL holding fully paid up Equity Share of Rs. 10/- each
Specified Date	Friday, April 17, 2009
Special Depository Account	The Special Depository Account opened by the Registrar with Stockholding Corporation of India Limited (registered with NSDL) to hold the demat Shares tendered by the shareholders in the Offer
Target Company/ BRFL	Bombay Rayon Fashions Limited

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the Regulations.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF BOMBAY RAYON FASHIONS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PAC OR THE COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, AXIS BANK LIMITED, HAS SUBMITTED A DUE-DILIGENCE CERTIFICATE DATED APRIL 9, 2009 TO THE SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER”.

3. DETAILS OF THE OFFER

3.1. BACKGROUND

- 3.1.1. This Offer (“**Offer**” or “**Open Offer**”) is being made by the Acquirer alongwith the PAC in compliance with Regulation 10 of the Regulations to the Shareholders of Bombay Rayon Fashions Limited (hereinafter referred to as “**BRFL**” or the “**Target Company**”).
- 3.1.2. The Acquirer vide its letter dated March 23, 2009 to the Target Company expressed its desire to subscribe to 18,000,000 Equity Shares of Rs. 10/- each of the Target Company at a price of Rs. 185.00 (Rupees One Hundred Eighty Five only) per Equity Shares. On March 24, 2009 the board of directors of the Target Company, have subject to the approval of the Shareholders of the Target Company and other regulatory approvals, as applicable, agreed to issue and allot on a preferential basis 18,000,000 fully paid-up Equity Shares of face value of Rs. 10/- each (the “**Preferential Shares**”) of the Target Company for cash at a price of Rs. 185.00/- (Rupees One Hundred Eighty Five only) per fully paid-up Equity Share (the “**Preferential Issue**”) for augmenting working capital requirements, finance/ acquisition for new projects and businesses and other corporate purposes. The Preferential Issue will be made in accordance with the Chapter XIII of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 and the subsequent amendments thereto.
- 3.1.3. The said Preferential Issue has been approved by the shareholders of the Target Company in its Extra Ordinary General Meeting held on April 22, 2009.
- 3.1.4. As a result of the Preferential Issue, the present issued, subscribed and paid up Equity Share capital of the Target Company will increase from Rs. 691.00 million divided into 69,100,000 Equity Shares of Rs. 10 each fully paid up to Rs. 871.00 million divided into 87,100,000 Equity Shares of Rs. 10 each fully paid up (the “**Emerging Share Capital**”). Accordingly, after the Preferential Issue the Acquirer shall hold 20.67 % of the Emerging Share Capital of the Target Company.

- 3.1.5. As on the date, the Acquirer or the PAC does not hold any Equity Shares of the Target Company. The Acquirer and the PAC have neither acquired nor have been allotted any Equity Shares of the Target Company in the last 12 months.
- 3.1.6. The Acquirer, PAC and BRFL have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.
- 3.1.7. The Acquirer presently does not intend to nominate any director on the board of directors of the Target Company.

3.2. **THE OFFER**

- 3.2.1. The Public Announcement dated March 26, 2009 was made in the following newspapers, in accordance with Regulation 15 of the SEBI (SAST) Regulations:

Publication	Language	Date	Editions
The Economic Times	English	March 26, 2009	All Editions
Navbharat Times	Hindi	March 26, 2009	All Editions
Maharashtra Times	Marathi	March 26, 2009	Mumbai Edition

(The Public Announcement is also available at the SEBI website, www.sebi.gov.in)

- 3.2.2. This Offer is made in terms of Regulation 10 of the Regulations to the Shareholders of the Target company to acquire 17,420,000 fully paid up Equity Shares of Rs. 10/- each, representing in the aggregate 20% of the Emerging Share Capital of BRFL ("Offer Size") at a price of Rs. 185.00/- (Rupees One Hundred Eighty Five only) per Equity Share ("Offer Price"), payable in cash and subject to the terms and conditions mentioned hereinafter.
- 3.2.3. There is no agreement or arrangements between the Acquirer, the PAC, the Target Company and/or the Promoter and Promoter Group of the Target Company, under which the Acquirer and/or the PAC would have any right to appoint directors or control the management/policy decisions relating to the Target Company.
- 3.2.4. The Promoter & Promoter Group of the Target Company have undertaken not to tender their Equity Shares in the Offer.
- 3.2.5. This acquisition will not result in a change in control of the Target Company.
- 3.2.6. There are no partly paid up Equity Shares in the Target Company as on March 31, 2009.
- 3.2.7. The Offer is not subject to any minimum level of acceptance by the Shareholders of BRFL. The Acquirer will acquire all the Equity Shares that are validly tendered as per the terms of the Offer, upto the maximum of 17,420,000 Equity Shares at the Offer Price.
- 3.2.8. The Offer is subject to the terms and conditions set out in this Letter of Offer that will be sent to the Shareholders of BRFL.
- 3.2.9. This is not a competitive bid.

3.3. **OBJECT OF THE OFFER AND ACQUIRER'S FUTURE PLANS FOR BRFL**

- 3.3.1. The Offer to the Shareholders of the Target Company is being made pursuant to Regulation 10 the Regulations involving substantial acquisition of Equity Shares or voting rights accompanied without a change in control/management of the Target Company. The Acquirer does not intend to acquire or change control/ management of the Target Company or become its promoter.

- 3.3.2. The object of the acquisition is in the nature of a financial investment by the Acquirer. The Acquirer feels that the Target Company has a growth potential and sees an investment opportunity. The Target Company intends to use the funds generated out of the investments by the Acquirer by way of preferential issue for augmenting working capital requirements, finance/acquisition for new projects and businesses and other corporate purposes. The Acquirer will be a financial investor.

4. BACKGROUND OF THE ACQUIRER AND PAC

4.1. AAA United B.V. (“Acquirer”)

- 4.1.1. **AAA United B.V.** is a private limited liability company constituted under the laws of the Netherlands on March 18, 2009 and is registered with the Trade Register under number 34331207. The registered office of the Acquirer is situated at Krijgsman 15-8, 1186 DM, Amstelveen, the Netherlands, Tel: + 45 99 42 32 00; Fax: +45 99 42 34 68.
- 4.1.2. The Acquirer is a wholly owned subsidiary of Aktieselskabet af 1/8 2004, the Person Acting in Concert for the Offer.
- 4.1.3. The Equity Shares of the Acquirer are not listed on any stock exchange.
- 4.1.4. The constitutional document(s) of the Acquirer authorises it to engage in the business of investing, financing, lending, providing administrative and clerical services, trade and invest in registered properties etc. As on the date of the Letter of Offer the Acquirer is yet to commence any business. The financial year of the Acquirer is from August 1 to July 31 and the first financial year will be from March 18, 2009 to July 31, 2009.
- 4.1.5. The details of the Board of Directors+ of the Acquirer are given below:

Name*	Residential Address#	Experience (Years)^	Area of Experience	Qualification	Date of Appointment
Aktieselskabet af 1/8 2004	Fredskovvej 5, 7330 Brande, Denmark	Not Applicable	Not Applicable	Not Applicable	March, 18 2009

+ As per the constitutional documents of the Acquirer, its management has to be entrusted to a management board which may consist of one or more managing directors. Further, even legal entities may also be appointed as managing directors. In terms of this, the Acquirer has appointed the PAC as its managing director.

* Under the law relating to incorporation of company in the Netherlands (the Burgerlijk Wetboek Art. 2:175 BW) the Acquirer is not required to appoint directors who are individuals.

The director being a body corporate, the registered office address has been provided.

^ Aktieselskabet af 1/8 2004 was incorporated w.e.f. August 1, 2004.

- 4.1.6. The director of the Acquirer has not acquired any Equity Shares of the Target Company over the last 12 months from the date of the Public Announcement.
- 4.1.7. None of the directors/ representatives of the Acquirer are on the board of directors of the Target Company. No nominee of Acquirer has been appointed as a director on the Board of Directors of the Target Company as on the date of this Letter of Offer.
- 4.1.8. The authorized share capital of the Acquirer is ninety thousand euro (EUR 90,000), divided into ninety thousand (90,000) shares, each with a nominal value of one euro (EUR 1). The issued and paid up capital is eighteen thousand Euro (EUR 18,000) divided into eighteen thousand (18,000) shares, each with a nominal value of one Euro (EUR 1), which has entirely been subscribed by the PAC. Further, the PAC has contributed EUR 65,000,000 as and by way of share premium for the above 18,000 shares.
- 4.1.9. The provisions of Chapter II of the Regulations are not applicable to the Acquirer as it does not hold any Equity Shares in the Target Company.

4.1.10. Key financials of the Acquirer:

As on the date of the PA, the Acquirer is yet to commence any business. The financial year of the Acquirer is from August 1 to July 31 and the first financial year will be from March 18, 2009 to July 31, 2009.

4.2. **Aktieselskabet af 1/8 2004 (“Person Acting In Concert” or “PAC”)**

4.2.1. **Aktieselskabet af 1/8 2004**, is a company constituted under the laws of Denmark w.e.f August 01, 2004 and is registered with the Danish Commerce and Companies Agency under number 28502370. The registered office of the PAC is situated at Fredskovvej 5, 7330 Brande, Denmark, Tel: + 31 20 4564400; Fax: +45 99 42 34 68.

4.2.2. The Acquirer is the wholly owned subsidiary of the PAC.

4.2.3. The PAC is promoted by Mr. Anders Holch Povlsen, who holds 100% of its paid up share capital. The PAC is primarily engaged in the business of trade & investment and has a direct and/ or indirect stake in several companies including Bestseller A/S, which are primarily engaged in the business of designing, developing, selling and marketing of clothing products.

4.2.4. The shares of the PAC are not listed on any stock exchange.

4.2.5. The PAC's capital amounts to DKK 80,000,000 divided into shares of DKK 1000 or multiples thereof.

4.2.6. The details of the Board of Directors of PAC are given below:

Name	Date of Appointment	Designation	Residential Address
Merete Bech Povlsen	February 23, 2005	Chairperson	Gyllingnæsvej 80 Gylling 8300 Odder, Denmark
Troels Holch Povlsen	February 23, 2005	Manager	Gyllingnæsvej 80 Gylling 8300 Odder, Denmark
Anders Holch Povlsen,	February 23, 2005	Managing Director	Storskovvej 20 B Ormslev 8260, Viby J. Denmark

4.2.7. The details of experience and qualifications of the Board of Directors of PAC are as follows:

Merete Bech Povlsen, Chairperson

She is the Chairperson of the PAC and the Manager of Bestseller Retail Denmark A/S for last 34 years which operates 53 shops in Denmark.

Troels Holch Povlsen, Manager

He founded Bestseller in Ringkøbing, Denmark in 1975. Bestseller is primarily engaged in the business of designing, developing, selling and marketing of clothing products in Europe, Middle East, China, Canada and India.

Ever since the foundation of the first shop in 1975 he has been a member of the Bestseller Management and Board of Directors.

Anders Holch Povlsen, Managing Director

He is the CEO of Bestseller A/S since 2001 and is BA in European Business Administration.

During his tenure as the CEO of Bestseller A/S, performance of the Company has grown multifold across all parameters. The Company has also ventured into the newer markets and has launched new brands / transformed the existing brands.

Before being elevated as the CEO of Bestseller A/S in 2001, he had worked in the Company / group company(s) for around 15 years at various positions.

- 4.2.8. None of the directors of the PAC have acquired any Equity Shares of the Target Company over the last 12 months from the date of the Public Announcement.
- 4.2.9. None of the directors/ representatives of the PAC are on the board of directors of the Target Company. No nominee of the PAC has been appointed as a director on the Board of Directors of the Target Company as on the date of this Letter of Offer.
- 4.2.10. The provisions of Chapter II of the Regulations are not applicable to the Acquirer as it does not hold any Equity Shares in the Target Company.
- 4.2.11. The standalone financial details of the PAC are as follows:

The audited financial information of the PAC for the last 3 years ended July 31, 2008 and unaudited certified financials for the three months period ended October 31, 2008 is as under:

Profit & Loss Statement

Particulars	3 months period ending October 31,		12 months period ending July 31,					
	2008		2008		2007		2006	
	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)
Income from Operations	-	-	-	-	-	-	-	-
Other Income	292,384.00	2,771.70	1,392,107.00	13,196.71	1,620,325.00	15,360.15	1,287,936.00	12,209.21
Total Income	292,384.00	2,771.70	1,392,107.00	13,196.71	1,620,325.00	15,360.15	1,287,936.00	12,209.21
Total Expenditure	(13,404.00)	(127.07)	(19.00)	(0.18)	(20.00)	(0.19)	(21.00)	(0.20)
Profit Before Depreciation Interest and Tax	278,980.00	2,644.64	1,392,088.00	13,196.53	1,620,305.00	15,359.96	1,287,915.00	12,209.01
Depreciation	-	-	-	-	-	-	-	-
Financial Expenses	-	-	(9,257.00)	(87.75)	-	-	(1.00)	(0.01)
Profit Before Tax	278,980.00	2,644.64	1,382,830.00	13,108.77	1,620,305.00	15,359.96	1,287,914.00	12,209.00
Provision for Tax	-	-	(413,375.00)	(3,918.66)	(432,073.00)	(4,095.91)	(386,219.00)	(3,661.23)
Profit After Tax	278,980.00	2,644.64	969,455.00	9,190.11	1,188,232.00	11,264.05	901,695.00	8,547.77

Balance Sheet Statement

Particulars	As on October 31,		As on July 31,					
	2008		2008		2007		2006	
	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)
Sources of funds								
Paid up share capital	80,000.00	758.37	80,000.00	758.37	80,000.00	758.37	80,000.00	758.37
Reserves and Surplus (excluding revaluation reserves)	6,295,384.00	59,678.16	3,648,232.00	34,584.04	2,449,187.00	23,217.48	2,489,191.00	23,596.71
Revaluation Reserve	-	-	2,368,173.00	22,449.50	2,660,421.00	25,219.91	1,483,535.00	14,063.42
Networth*	6,375,384.00	60,436.54	3,728,232.00	35,342.41	2,529,187.00	23,975.86	2,569,191.00	24,355.08
Secured loans	-	-	-	-	-	-	-	-
Unsecured loans	-	-	-	-	-	-	-	-

Particulars	As on October 31,		As on July 31,					
	2008		2008		2007		2006	
	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)	In DKK (000)	In Rs. (mn)
Deferred Tax Liability (Net)	-	-	-	-	-	-	-	-
Total	6,375,384.00	60,436.54	6,096,405.00	57,791.91	5,189,608.00	49,195.77	4,052,726.00	38,418.51
<i>Uses of funds</i>								
Net fixed assets (Incl. WIP)	-	-	-	-	-	-	-	-
Investments	5,357,671.00	50,788.95	5,066,905.00	48,032.59	4,829,153.00	45,778.78	4,052,267.00	38,414.15
Net current assets	1,017,713.00	9,647.58	1,029,500.00	9,759.32	360,455.00	3,416.99	459.00	4.35
Preliminary Expenses	-	-	-	-	-	-	-	-
Profit & Loss Account	-	-	-	-	-	-	-	-
Total	6,375,384.00	60,436.54	6,096,405.00	57,791.91	5,189,608.00	49,195.77	4,052,726.00	38,418.51

*- Calculated after excluding revaluation reserve

Source: Based on audited financials from Annual Reports – July 2006, July 2007 and July 2008; and Interim Financials (Certified by Auditors of the PAC) as on October 31, 2008

Other Financial Data

Particulars	As on October 31,		As on July 31,					
	2008		2008		2007		2006	
	DKK	In Rs.	DKK	In Rs.	DKK	In Rs.	DKK	In Rs.
Dividend (%)	-	-	-	-	50.00%	50.00%	-	-
Earnings Per Share	3,487.25	33,057.98	12,118.19	114,876.42	14,852.90	140,800.59	11,271.19	106,847.14
Return on Net worth (%)	4.00%	4.00%	26.00%	26.00%	47.00%	47.00%	35.00%	35.00%
Book Value Per Share	79,692.30	755,456.71	46,602.90	441,780.11	31,614.84	299,698.23	32,114.89	304,438.54

Source: Annual Report of Aktieselskabet af 1 August 2004 of July 2006, July 2007 and July 2008.

4.2.12. Significant accounting policies of the PAC (Source: Annual Report 2007-2008)

The Annual Report has been presented in accordance with the provisions applying to large class C enterprises under the Danish Financial Statements Act and Danish Accounting Standards.

Recognition and Measurement

Income is recognised in the profit and loss account when it is realised, and also the value adjustments of financial assets and liabilities are recognised. Costs are also recognised in the profit and loss account, together with depreciation and write-downs. Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be measured on a reliable basis. Liabilities are recognised in the balance sheet when an outflow of economic benefits from the Company is probable and the value of the liability can be measured on a reliable basis. At the first recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as specified in the following:

Currency Translation

In the course of the year, transactions in foreign currencies are translated at the exchange rate at the date of transaction. The difference between the exchange rates of the transaction date and the date of payment is recognised in the profit and loss account as a financial item. Balance sheet items denominated in foreign currencies are translated at the exchange rate ruling at the balance sheet date. The difference between the exchange rate ruling at the balance sheet date and the exchange rate ruling at the time when the debt or liability occurred is recognised in the profit and loss account as a financial item.

Net Turnover

Net turnover is recognised in the profit and loss account provided that delivery and transfer of risk have taken place by the end of the year.

Cost of Sales

Cost of sales includes provisions for loss on returned goods.

Accounting Policies Tax

The tax effect of joint taxation with subsidiary undertakings is distributed on the Danish undertakings according to their taxable income (the full costing method). The jointly taxed undertakings are included in the Danish tax prepayment scheme. The tax for the year, comprising current tax and deferred tax, is recognised in the profit and loss account. Provision is made for deferred tax according to the balance sheet liability method in respect of all temporary differences between the tax base of an asset or liability and the amount stated in the balance sheet. Deferred tax assets, including the tax value of unutilised tax losses carried forward - are recognised to the extent that it is estimated that the tax assets can be realised through future positive income within the foreseeable future or set-off against deferred tax liabilities within the same legal tax unit and jurisdiction. Tax on profits/loss for the financial year is calculated at 25 % after adjustment for non-deductible expenses and tax-free income.

Balance Sheet

Intangible Fixed Assets

Goodwill

Amortisation of goodwill, including consolidated goodwill, is stated according to the straight-line method based on the expected financial useful life, estimated at 5-40 years. On the acquisition of subsidiary undertakings, the difference between the acquisition price and the net asset value of the acquired undertaking is calculated at the date of acquisition.

Leases

Leases are amortised according to the straight-line method over the non-terminable lease term or 5 years, in case such non-terminable term does not exist.

Tangible Fixed Assets

Tangible fixed assets are measured at cost less accumulated depreciation and write-downs. Interest is not included in the calculation of cost. The basis for depreciation is cost less the expected residual value of the asset after its useful life. Depreciation of the assets is provided according to the straight-line method over the estimated useful lives of the assets. Depreciation periods are as follows:

Operating equipment	3 - 5 years
Buildings (land is not depreciated)	10 - 50 years
Leasehold improvements	5-10 years

Acquisitions below DKK 50,000 are charged to the profit and loss account.

Financial Fixed Assets

Participating Interests in Subsidiary and Associated Undertakings

Participating interests in subsidiary and associated undertakings are calculated and measured in the Annual Report of the Parent Company in compliance with the equity method. The proportionate share of pre-tax results of subsidiary undertakings and associated undertakings is recognised in the profit and loss account, while the tax share of subsidiary undertakings is recognised under "Tax on profit". Subsidiary and associated undertakings whose equity is negative are recognised at the equity value notwithstanding that the Parent Company is not liable for the negative balance.

The total net revaluation of equity in subsidiary and associated undertakings is transferred to the Parent Company by distribution of profit to "Reserve for net revaluation in compliance with the equity method" under equity.

Current Assets

Inventories

Inventories are measured at cost, including freight and customs clearing, or the net realisable value, where the latter is the lower. The net realisable value is calculated as the sales price less expenses defrayed in connection with the execution of the sale.

Receivables

Receivables are measured at amortised cost, i.e. in general the nominal value. Amounts are written down to the net realisation value to counter expected losses.

Securities

Securities comprise listed bonds and shares measured at the market price ruling at the balance sheet date.

Liabilities

Provisions for Liabilities and Charges

Provisions for liabilities and charges comprise expected expenses for loss on returned goods, maintenance of trademarks and provisions for pay not due for payment.

Payables: Amounts Falling Due Within One Year

Proposed Dividend for the Financial Year

Distribution of dividend submitted for adoption by the Annual General Meeting is to be recognised as a liability, cf. section 48 of the Danish Financial Statements Act.

Other Payables

Trade payables, related undertakings and other payables are measured at amortised cost, which usually corresponds to the nominal value.

Cash Flow Statement

The cash flow statement shows the year's cash flows from operating, investing and financing activities as well as the Company's cash position at the beginning and end of the year.

Cash flows from operating activities are calculated as the results for the year adjusted for non-cash operating items, changes in working capital and corporation tax paid.

Cash flows from investing activities comprise cash flows from the purchase and sale of fixed assets.

Cash flows from financing activities comprise cash flows from the raising of and repayment of long-term liabilities and received and distributed dividend.

Securities are included in cash and cash equivalents in the cash flow statement.

Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with the accounting policies also applied by the Parent Company. The accounting policies correspond to accounting class C, cf. section 118 of the Danish Financial Statements Act.

The Annual Report comprises the Parent Company, Aktieselskabet af 1/8 2004 and undertakings, in which the Parent Company directly or indirectly holds a controlling interest. Undertakings in which the Group holds between 20 % and 50 % of the voting rights and has a significant but not a controlling interest are regarded as associated undertakings.

In preparing the consolidated financial statements, intercompany income and expenses, shareholdings, dividend and balances as well as realised and unrealised profit and loss from transactions between the consolidated undertakings have been eliminated.

The Parent Company's equity holdings of consolidated undertakings are equalled with the Parent Company's share of the equity value of subsidiary undertakings calculated at the time when the relationship to the Group was established.

On the acquisition of subsidiary undertakings, the difference between the acquisition price and the net asset value of the acquired undertaking is calculated at the date of acquisition. Any positive balance is recognised in the balance sheet under intangible fixed assets as goodwill, which will be amortised according to the straight-line method in the profit and loss account over the expected useful life.

4.2.13. There are no contingent liabilities of the PAC. (Source: Annual Report 2007-2008).

4.2.14. Reasons for the fall/ rise in total income and Profit After Tax ("PAT") in the past 3 years (Source: Annual Report)

FY 2007/08 vis-à-vis FY 2006/07

The PAC earned total income of 1,392,107.00 DKK'000 (Rs. 13,196.71 million) in FY 2007/08 as against total income of 1,620,325.00 DKK'000 (Rs. 15,360.15 million) in FY 2006/07 showing a decline of approximately 14%. PAT of the PAC in FY 2007/08 was 969,455.00 DKK'000 (Rs. 9,190.11 million) as against 1,188,232.00 DKK'000 (Rs. 11,264.05 million) in FY 2006/07 showing a decline of approximately 18%. During the period under review financial results were not as expected as investments of the Company in stocks and bonds showed a loss. However, there was profit because of the interest.

FY 2006/07 vis-à-vis FY 2005/06

The PAC earned total income of 1,620,325.00 DKK'000 (Rs. 15,360.15 million) in FY 2006/07 as against total income of 1,287,936.00 DKK'000 (Rs. 12,209.21 million) in FY 2005/06 showing an increase of approximately 26%. PAT of the PAC in FY 2006/07 was 1,188,232.00 DKK'000 (Rs. 11,264.05 million) as against 901,695.00 DKK'000 (Rs. 8,547.77 million) in FY 2005/06 showing an increase of approximately 32 %. During the period under review financial results showed improvement on account of increase in profits in subsidiaries of the Company.

FY 2005/06 vis-à-vis FY 2004/05

The PAC earned total income of 1,287,936.00 DKK'000 (Rs. 12,209.21 million) in FY 2005/06 as against total income of 1,126,045.00 DKK'000 (Rs. 10,674.54 million) in FY 2004/05 showing moderate increase of approximately 14%. PAT of the PAC in FY 2005/06 was 901,695.00 DKK'000 (Rs. 8,547.77 million) as against 802,593.00 DKK'000 (Rs. 7,608.32 million) in FY 2004/05 showing moderate increase of approximately 12%. During the period under review financial results showed improvement on account of increase in profits in subsidiaries of the Company.

4.3. Disclosure in terms of Regulation 16(ix) of the Regulations and Acquirer's Future Plans for the Target Company

4.3.1. This acquisition will not result in a change in control of the Target Company, accordingly they do not have any intention to sell, dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business of the Target Company. Further, they undertake not to sell, dispose off or otherwise encumber any substantial assets of the Target Company except with the prior approval of the Shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

4.3.2. The acquisition of the Equity Shares of the Target Company provides the Acquirer and the PAC long term value for all the stakeholders through synergy of businesses of the Acquirer, the PAC and the Target Company.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

Pursuant to the Preferential Issue to the Acquirer and subsequent acquisition of Equity Shares by the Acquirer and /or by the PAC in the Target Company under this Offer, the Acquirer will be classified as a public shareholder and accordingly the public shareholding in the Target Company is not expected to fall below the levels stipulated by the listing agreement. In light of the same, the provision of Regulation 21(2) of the Regulations shall not apply.

6. BACKGROUND OF BOMBAY RAYON FASHIONS LIMITED ("Target Company" or "BRFL")

6.1. The Target Company was originally incorporated as a private limited company by name of Mudra Fabrics Private Limited on 21 May 1992. Name of the Target Company was changed to Mudra Fabrics Limited w.e.f. 13 October 1992 and it was converted into a public limited company, which was further changed to Bombay Rayon Fashions Limited w.e.f. 30 September 2004. The registered and corporate office of the Target Company is situated at D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai 400 072, India, Tel: +91 22 28031800, Fax: +91 22 2847 6992.

6.2. The Target Company is amongst India's largest, vertically integrated textile group, engaged in the manufacture, exports and distribution of high-end designer range of fabrics and garments. The Target Company enjoys a strong presence across the entire value chain of yarn dyeing, weaving, fabric processing, design, garment manufacturing. The Target Company has various production units in the States of Karnataka, Maharashtra, Kerala & Tamil Nadu and at Silvassa (in Union Territory of Dadra and Nagar Haveli). The Target Company's finished products are fabric and readymade garments.

6.3. Brief history and major events:

Year	Key Events
1986	Bombay Rayon Private Limited (BRPL), the first company of Bombay Rayon Group incorporated for undertaking the business of manufacture of woven fabric
1990	Started a manufacturing facilities for manufacturing woven fabric at Navi Mumbai BRPL
1992	BRFL incorporated for undertaking the business of manufacture of woven fabric
1998	Started manufacturing facilities for woven fabric at Sonale in Thane district by BRFL
1998	Started export of Fabric by forming B R Exports for undertaking this business
2003	- Group turnover reaches Rs. 1,000 million - Start of Group's Silvassa unit for manufacture of woven fabric under Reynold Shirting Private Limited - Garment manufacturing for exports started in the Group. Garden City Clothing was formed for undertaking this business

2004	- Decided to set up an integrated facility of yarn dyeing, weaving, process house and garment manufacturing at the apparel park in Doddaballapura near Bangalore - Awarded contract to Gherzi Eastern Limited for technical appraisal of the Expansion Project - Land allotment by Karnataka Industrial Apparel Development Board at the apparel park being developed in Doddaballapura near Bangalore
2005	- Consolidation of business of companies and firms of the Promoters - Group turnover crosses Rs. 1,400 million - Company ventures into home furnishing and made ups - Incorporated a Wholly Owned Subsidiary at Almere, the Netherlands - EXIM Bank acquires equity in BRFL. This was the first time that EXIM Bank has acquired an equity stake in an Indian Company on preferential basis. - Successfully completed its maiden IPO of approx Rs. 940 million
2006	Group turnover crosses Rs. 2,000 million
2007	- Successfully commenced commercial production of yarn dyeing, weaving, processing and garment manufacturing at the apparel park in Doddaballapura near Bangalore - Completed the Qualified Institution Placement of Rs.2,944.27 million - Acquired majority stake in DPJ Clothing, a UK based Company; - Acquired the garment business of Leela Scottish Lace (Private) Limited for a consideration of Rs. 1,550 million - Acquired the garment manufacturing unit 'LNJ Apparel' of RSWM Limited, an LNJ Bhilwara Group company for a consideration of Rs. 255 million. - Signed Memorandum of Understanding with Government of Maharashtra (GoM) for new expansions plans - Turnover crosses Rs. 4,500 million
2008	- Acquired the garment unit of 'Maryan Apparel Private Limited', located in Trivandrum, Kerala - Acquired the European brand 'GURU' and the retail business of Jam Session Holding S.r.l (Jam) through subsidiary. - Turnover crosses Rs. 9,000 million - Amalgamation of wholly owned subsidiary Leela Scottish Lace Private Limited into it.

- 6.4. As on March 31, 2009, the authorized share capital of the Target Company is Rs.1,200 million (Rupees Twelve hundred million) divided into 120,000,000 Equity Shares of Rs.10 each and the issued and subscribed Equity Share capital is Rs. 691 million (Rupees Sixty Ninety One Million Only) divided into 69,100,000 Equity Shares of Rs.10 each fully paid-up. There are no partly paid-up Equity Shares of the Target Company and further there are no outstanding convertible instruments or warrants as on the date of this Letter of Offer. The share capital structure of BRFL is as follows:

Paid up Equity Shares of BRFL	Number of Equity Shares / voting rights	% of Equity Shares / voting rights
Fully paid up Equity Shares	69,100,000	100%
Partly paid up Equity Shares	NIL	NIL
Total paid up Equity Shares	69,100,000	100%
Total voting rights in BRFL	69,100,000	100%

- 6.5. Build-up of the current capital structure of the Target Company since inception and, in this regard, the status of compliance with the applicable provisions of the Regulations and other statutory requirements are as follows:

Date of allotment	No. of Shares issued	% of Shares issued	Cumulative paid-up capital (Rs.)	Mode of allotment	Identity of allottees	Status of compliance
May 21, 1992	20	100.00%	2,000	Cash at par	Subscription to Memorandum of Association ("MOA")	Complied
August 24, 1992	6,180	99.68%	620,000	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
March 24, 1994	8,103	56.65%	1,430,300	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
February 28, 1997	6,100	29.90%	2,040,300	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
February 15, 2000	30,100	59.60%	5,050,300	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
May 12, 2000	4,990	8.99%	5,549,300	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
December 15, 2002	44,507	44.51%	10,000,000	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
October 16, 2003	200,000	66.67%	30,000,000	Bonus in the ratio of 2:1	Bonus Issue	Complied
October 25, 2003	199,500	39.94%	49,950,000	Cash at par	Preferential Allotment to Promoters , Promoter Group & Others	Complied
March 30, 2004	4,995,000	100.00%	49,950,000	Subdivision from face value Rs. 100 to Rs. 10	-	Complied
May 3, 2004	1,998,000	28.57%	69,930,000	Bonus in the ratio of 2:5	Bonus Issue	Complied
May 14, 2004	3,000,000	30.02%	99,930,000	Cash at par	Preferential Allotment to Group Companies	Complied
March 29, 2005	11,587,600	53.69%	215,806,000	As per Scheme of Amalgamation		Complied
March 31, 2005	6,050,000	21.90%	276,306,000	Cash at par	Preferential Allotment to Promoters,	Complied

Date of allotment	No. of Shares issued	% of Shares issued	Cumulative paid-up capital (Rs.)	Mode of allotment	Identity of allottees	Status of compliance
					Promoter Group & Group Companies	
March 31, 2005	5,333,040	16.18%	329,636,400	Cash at a premium of Rs. 10 per Equity Share	Preferential Allotment to Others	Complied
May 16, 2005	702,000	2.09%	336,656,400	Cash at a premium of Rs. 10 per Equity Share	Preferential Allotment to Others	Complied
June 11, 2005	834,360	2.42%	345,000,000	Cash at a premium of Rs. 10 per Equity Share	Preferential Allotment to Group Companies and Others	Complied
July 25, 2005	1,000,000	2.82%	355,000,000	Cash at a premium of Rs. 40 per Equity Share	Preferential Allotment to EXIM Bank	Complied
November 29, 2005	13,479,686	27.52%	489,796,860	Cash at a premium of Rs. 60 per Equity Share	Public Issue	Complied
January 17, 2007	14,020,314	22.25%	630,000,000	Cash at a premium of Rs. 200 per Equity Share	Qualified Institutions Placement	Complied
June 16, 2008	6,100,000*	8.83%	691,000,000	Conversion of Warrants at a premium of Rs. 197 per Equity Share	Promoter Group Company	Complied

Promoter and Promoter Group refers to those individuals / entities whose details are submitted to exchanges

**- These Shares are presently under lock-in*

- 6.6. The Equity Shares of BRFL are listed on BSE and NSE since December 5, 2005. As per the information provided by BRFL, it has complied with the listing requirements and trading of the company's stock has never been suspended from the exchange. Further, no penal / punitive actions have been taken by the Stock Exchanges.
- 6.7. As per the information provided by BRFL, the Promoters and BRFL has complied with the provisions of Chapter II of the Regulations.
- 6.8. BRFL has confirmed that it has not been prohibited by SEBI from dealing in securities in terms of section 11B of the Securities and Exchange Board of India Act, 1992, as amended.
- 6.9. The Board of Directors of BRFL, as of the date of this Letter of Offer, is as under:

Name	Date of appointment	Designation	Residential Address
Mr. Janardan Agarwal	August 24, 1992	Non Executive Chairman	315-A, Mittal Park, Ruia Park, J.M Road, Juhu, Mumbai 400 049
Mr. Aman Agarwal	January 31, 2003	Executive Vice Chairman	315-A, Mittal Park, Ruia Park, J.M Road, Juhu, Mumbai 400 049

Mr. Naseer Ahmed	July 25, 2005	Joint Vice-Chairman	391, 2 nd Main, 2 nd Cross, 2 nd Phase, 80 Feet Road, R.M.V Extension, Bangalore 560 094
Mr. Prashant Agarwal	September 01, 1997	Managing Director	315-A, Mittal Park, Ruia Park, J.M Road, Juhu, Mumbai 400 049
Mr. A.R. Mundra	May 16, 2005	Executive Director (Finance)	63-A, Shivam, 96, Jayprakash Road, Andheri (West), Mumbai 400 058
Mr. Uday Mogre	May 16, 2005	Executive Director (Corporate)	4 th Floor, Govindrao Patwardhan Marg, Opposite Portuguese Church, Dadar, Mumbai 400 028
Mr. B. S. Bhesania	July 25, 2005	Director (Independent)	Nazir Building, 13 A.K Marg, Cumballa Hill, Mumbai 400 036
Mr. S. B. Agarwal	July 25, 2005	Director (Independent)	31, Sainara, 17, Cuffe Parade, Mumbai 400 005
Dr. Pravin S. Shah	July 25, 2005	Director (Independent)	502, Dolly Chambers, Strand Cinema Road, Colaba, Mumbai 400 005
Mr. John Mathew	December 19, 2006	Director (Independent)	1501, Wallace Apt, Sleater Road, Grant Road (West), Mumbai 400 007
Mr. Suresh Vishwasrao	March 31, 2009	Additional Director (Independent)	B9, Dreams, SBI Staff Hsg. Soc. Limited, Babhiram, Mandir Road, Off Vasant Rao Road, Borivli (West), Mumbai, 400092
Mr. A. Arumugham	March 31, 2009	Additional Director (Independent)	121, Udani Layout, Cambridge Road, Ulsoor, Bangalore, 560008,

*- None of these Directors represent the Acquirer and / or the PAC

6.10. The details of experience and qualifications of the Board of Directors of PAC are as follows:

Janardan Agrawal the founder of the Bombay Rayon Group and has been involved in the business since its inception. He has over 32 years of experience in textile industry more particularly in weaving segment of the industry. He is accredited with establishment of the Bombay Rayon brand of fabrics in the local retail market. The group has consistently grown which clearly establishes the values nourished by the Group under his dynamic and compassionate leadership.

Aman Agrawal has over 14 years of experience in the textile industry. The Group's reputation of being capable of delivering of any sort of complicated yarn dyed fabric is mainly due to his efforts of building in-house expertise of transforming complex designs from drawing board to shop floor. He provides strategic direction in selection of technology and machineries in setting up new manufacturing facilities, improvement of production processes and new ventures.

Naseer Ahmed is a businessman and a sitting member of the legislative council of state of Karnataka and was a minister of state for small-scale industries in state of Karnataka during October 1990 to November 1992. The companies promoted by Mr. Naseer has established a niche in the export market by supplying to top international brands.

Prashant Agarwal has over 12 years of experience in the textile industry. Mr. Prashant is accredited with development and growth of the Group's export business. The shift of strategic focus from a fabrics company to a fully integrated complete apparel company is due to his vision.

A.R. Mundra has experience of over 27 years in finance, commercial and managerial related matters. His core strength lies in fund procurement, internal controls, mergers & acquisitions, organizational systems and strategic planning.

Uday C. Mogre has over 28 years of experience in finance & marketing

Dr. Pravin P. Shah has over 37 years of professional experience in the areas of financial consultancy, corporate structuring/restructuring, management consultancy, taxation, valuation, property matters, accounting, auditing, company law and FEMA matters etc and is involved in providing in-house consulting services in the areas of business planning, costing, finance, new project evaluation, capital expenditure planning etc.

B. S. Bhesania is an Attorney-at-law, High Court, Bombay since 1962 and a Solicitor, Supreme Court of England and Supreme Court of Hongkong since 1981 and 1982 respectively. His association with the Messers Mulla & Mulla & Craigie Blunt & Caroe dates back to 1959 and is partner with that firm since 1971.

S. B. Agarwal has over 42 years of professional experience in textile industry.

John Mathew is the Chief General Manager of Export – Import Bank of India.

Suresh Vishwasrao has an overall four decades of experience in the banking industry. He holds a masters degree in arts and is a diploma holder in risk management from New York University. He is also a member of Chartered Associate of Indian Institute of Bankers.

A. Arumugham is a senior partner in M/s Aru & Dev, a firm of Chartered Accountants. He has an overall experience of more than four decades in the industry. He holds a bachelors degree in commerce and is an associate member of the Institute of Chartered Accountants of India.

- 6.11. The Target Company has confirmed that, there has been no mergers / demergers or spin-offs involving BRFL during the last three years, except the following:

The Target Company has, pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 and with the approvals of the Shareholders and secured creditors, entered into a scheme of amalgamation with Leela Scottish Lace Private Limited, a wholly owned subsidiary with the Company. The Hon'ble High Court of Judicature at Bombay sanctioned the Scheme of Amalgamation with effect from November 28, 2008 through its order dated November 26, 2008.

- 6.12. The financials of BRFL are as follows:

The brief consolidated audited financial information for last three fiscal years ending March 31, 2008 and unaudited standalone financials for nine months ending December 31, 2008 subjected to limited review by the Statutory Auditor of the Target Company are as under:

Profit & Loss Account

(All figures are in Rs. million)

Particulars	Standalone & Unaudited for the 9 months period ending December 31, 2008	Consolidated and Audited for the 12 months period ending March 31,		
		2008	2007	2006
Income from operations	10,091.77	10,890.52	4,888.25	1,989.80
Other Income	37.24	198.59	79.26	13.73
Total Income	10,129.01	11,089.11	4,967.51	2,003.53
Total Expenditure	7,713.74	8,574.49	3,978.26	1,657.49
Profit Before Depreciation, Interest and Tax	2,415.27	2,514.62	989.25	346.04
Depreciation	324.25	351.68	105.17	29.87
Interest	432.53	375.89	130.90	64.51

Particulars	Standalone & Unaudited for the 9 months period ending December 31, 2008	Consolidated and Audited for the 12 months period ending March 31,		
		2008	2007	2006
Profit Before Tax	1,658.48	1,787.05	753.18	251.66
Provision for Tax	424.41	550.95	212.95	72.82
Profit After Tax	1,234.07	1,227.48	539.67	178.84

Balance Sheet

(All figures are in Rs. million)

Particulars	Consolidated and Audited as on March 31,		
	2008	2007	2006
Source of Funds			
Paid up share capital	630.00	630.00	489.80
Reserves and Surplus	5,489.13	4,317.57	1,040.93
Networth	6,119.13	4,947.57	1,530.73
Secured loans	8,632.10	3,205.65	841.11
Unsecured loans	575.56	138.91	108.75
Deferred Tax Liability (Net)	246.27	134.68	14.89
Total	15,573.06	8,426.82	2,495.48
Uses of funds			
Net fixed assets (Incl. WIP)	8,430.34	3,644.68	1,204.41
Investments	44.50	1,222.42	99.15
Net current assets	7,098.13	3,559.73	1,191.92
Preliminary Expenses	0.08	-	-
Profit & Loss Account	-	-	-
Total	15,573.06	8,426.82	2,495.48

Other Financial Data

Particulars	As on March 31,		
	2008	2007	2006
Dividend (%)	15%	12.5%	10%
Earnings Per Share - Basic (Rs.)	17.76	9.33	4.53
Return on Net worth (%)	20%	11%	12%
Book Value Per Share (Rs.)	97.13	78.53	31.25

Source: Annual Reports, www.nseindia.com and www.bseindia.com

6.13. Reason for rise/fall in income and profitability:

2008 compared with 2007:

The Target Company earned total income of Rs. 10,890.52million in FY 2007/08 as against total income of Rs. 4,888.25million in FY 2006/07 showing a growth of approximately 123%. PAT of the Target Company in FY 2007/08 was Rs. 1,227.48 million as against Rs. 539.67million in FY 2006/07 showing an increase of approximately 127%. This growth was on account of the following:

- economies of scale which resulted into improved efficiency and productivity
- increased production capacities on account of acquisitions made; and
- full utilization of capacities added in 2007

2007 compared with 2006:

The Target Company earned total income of Rs. 4,888.25 million in FY 2006/07 as against total income of Rs. 1,989.80 million in FY 2005/06 showing a growth of approximately 146%. PAT of the Target Company in FY 2006/07 was Rs. 539.67 million as against Rs. 178.84 million in FY 2005/06 showing an increase of approximately 202%. This growth was on account of the following:

- economies of scale
- fresh capacities added during the year (funded through QIP proceeds)
- full utilization of capacities added in 2006; and
- increase in sale of higher margin products

2006 compared with 2005:

The Target Company earned total income of Rs. 1,989.80 million in FY 2005/06 as against total income of Rs. 1,038.77 million in FY 2004/05 showing a growth of approximately 92%. PAT of the Target Company in FY 2005/06 was Rs. 178.84 million as against Rs. 72.62 million in FY 2004/05 showing an increase of approximately 146%. This growth was on account of the following:

- fresh capacities added during the year (funded through IPO proceeds); and
- economies of scale which resulted in lower cost of materials for the company

6.14. Pre and post Offer share holding pattern of BRFL is as follows:

Shareholders' Category	Shareholding & voting rights prior to the agreement / acquisition & offer		Shares / voting rights agreed to be acquired which triggered off the regulations		Shares / voting rights to be acquired in open offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and offer i.e.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a) Parties to agreement, if any	-	-	-	-	-	-	-	-
b) Promoters other than (a) above	33,459,160	48.42%	-	-	-	-	33,459,160	38.41%
Total 1(a+b)	33,459,160	48.42%	-	-	-	-	33,459,160	38.41%
(2) Acquirers								
a) Acquirer (AAA United B.V.)								
i) Through Open Offer	-	-	-	-	17,420,000	20.00%	17,420,000	20.00%
ii) Through Preferential Allotment	-	-	18,000,000	20.67%	-	-	18,000,000	20.67%
b) PAC (Aktieselskabet af 1/8 2004)								
i) Through Open Offer	-	-	-	-	-	-	-	-
ii) Through Preferential Allotment	-	-	-	-	-	-	-	-
Total 2(a+b) ^[1]	-	-	18,000,000	20.67%	17,420,000	20.00%	35,420,000	40.67%
(3) Parties to agreement other than (1)(a) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, acquirers & PAC)							This will depend on the response within each category of (4)	
a) Institutions (Mutual Funds / UTI, FIs/Banks/FIIs/ FVCI etc ^[2])	27,200,266	39.36%						
(b) Bodies Corporate ^[3]	4,675,623	6.77%						
(c) Individuals (Indian Public/ NRIs/ Foreign Individuals etc. ^[4])	3,764,951	5.45%						
Total 4(a+b+c)	35,640,840	51.58%	-	-	-	-	18,220,840	20.92%
Grand Total (1+2+3+4)	69,100,000	100.00%	-	-	-	-	87,100,000	100.00%

Notes:

^[1] Post Preferential Allotment and the Offer, the holding of the Acquirers will be shown under the Public Shareholding

Category

^[2] Ten Shareholders in this category individually hold more than 1% of the paid up Equity Share capital

^[3] In this category, one shareholder holds more than 1% of the paid up Equity Share capital: (Scotts Garments Limited) 33,00,000 Equity Shares

^[4] Details of shareholding

Indian Public	5,360,906	7.76%
NRI's	912,143	1.32%
Clearing Member	258,924	0.37%

^[5] The Target company had 10,922 Shareholders as at March 20, 2009 (being the latest date of the PA as on which the beneficiary position list was made available).

^[6] All percentages in Column B, C, and D have been computed on the Emerging Voting Capital of the Target Company

- 6.15. There are 10,300 public Shareholders (including 183 NRI's/OCB's) holding 6,531,973 Equity Shares of BRFL.
- 6.16. BRFL has confirmed that it is in compliance with the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges.
- 6.17. The Target Company has confirmed that there are no litigations pending against them.
- 6.18. Compliance Officer:
Ms Prachi Deshpande
 Company Secretary & Compliance Officer
 Bombay Rayon Fashions Limited
 D-1st Floor, Oberoi Garden Estates
 Chandivali Farms Road, Chandivali
 Andheri (East), Mumbai 400 072
 Email: prachi@bombayrayon.com
 Tel: +91 22 28031800
- 6.19. The change in shareholding of the Promoters of BRFL as and when it happened in BRFL is shown in the table below:

Date of Transaction	Particulars	Shares Acquired /Purchased	Shares Sold / Transferred	Total Holding of Promoter	% to Total Shares of Company	Status of Compliance
21-May-92	Subscription to MoA by Promoter	10	-	10	50.00%	Complied
24-Aug-92	Subscription by Promoter and Promoter Group	3,910	-	3,920	63.23%	Complied
24-Mar-94	Subscription by Promoter and Promoter Group	5,602	-	9,522	66.57%	Complied
28-Feb-97	Subscription by Promoter	4,000	-	13,522	66.27%	Complied
15-Feb-00	Subscription by Promoter and Promoter Group	30,100	-	43, 622	86.38%	Complied
12-May-00	Subscription by Promoter	2,990	-	46,612	84.00%	Complied
15-Dec-02	Subscription by Promoter and Promoter Group	44,507	-	91,119	91.12%	Complied
6-Oct-03	Acquisition by Promoter by way of transfer	7,181	-	98,300	32.77%	Complied
16-Oct-03	Bonus 2:1	1,96,600	-	294,900	98.30%	

Date of Transaction	Particulars	Shares Acquired /Purchased	Shares Sold / Transferred	Total Holding of Promoter	% to Total Shares of Company	Status of Compliance
25-Oct-03	Subscription by Promoter and Promoter Group	199,500	-	494,400	98.98%	Complied
30-Mar-04	Post Subdivision Total	4,944,000	-	4,944,000	98.98%	
12-Apr-04	Acquisition by Promoter by way of transfer	48,000	-	4,992,000	99.94%	Complied
3-May-04	Bonus 2:5	1,996,800	-	6,988,800	99.94%	Complied
14-May-04	Subscription by Promoter and Promoter Group	3,000,000	-	9,988,800	99.96%	Complied
29-Mar-05	Allotment pursuant to Scheme of Amalgamation to Promoter and Promoter Group company	11,467,600	-	21,456,400	99.42%	Complied
31-Mar-05	Subscription by Promoter and Promoter Group	6,050,000	-	27,506,400	99.55%	Complied
27-Apr-05	Transfer to Employees of BRFL by one of the Promoter Group company	-	53,900	27,630,860	83.82%	Complied
4-Jul-05	Acquisition by Promoter by way of transfer	50,000	-	27,359,160	81.27%	Complied
11-Jun-05	Subscription by one of the Promoter Group company	178,360	-	27,684,760	80.25%	Complied
11-Jun-05	Transfer to Employees of the Company by one of the Promoter Group company	-	321,700	27,309,160	79.16%	Complied
12-Apr-07	Open Market Sale by one of the individual forming part of the Promoter Group	-	250,000	27,109,160	43.03%	Complied
12-Apr-07	Open Market Purchase by one of the Promoter Group company	250,000	-	27,359,160	43.43%	Complied
4-Aug-07	Open Market Purchase by one of the Promoter Group company	100,000	-	27,459,160	43.59%	Complied
11-Feb-08	Open Market Sale by one of the individual forming part of the Promoter Group	-	100,000	27,359,160	43.43%	Complied
13-Feb-08	Open Market Purchase by one of the Promoter Group company	100,000	-	27,459,160	43.59%	Complied
26-Mar-08	Open Market Sale by one of the individual forming part of the Promoter Group	-	100,000	27,359,160	43.43%	Complied

Date of Transaction	Particulars	Shares Acquired /Purchased	Shares Sold / Transferred	Total Holding of Promoter	% to Total Shares of Company	Status of Compliance
31-Mar-08	Open Market Purchase by one of the Promoter Group company	100,000	-	27,459,160	43.59%	Complied
3-May-08	Gift by one of the individual forming part of the Promoter Group to one of the Promoter	-	157,000	27,302,160	43.34%	Complied
3-May-08	Gift by one of the individual forming part of the Promoter Group to one of the Promoter	157,000	-	27,459,160	43.59%	Complied
16-Jun-08	Subscription by one of the Promoter Group company by way of conversion of warrants	6,100,000	-	33,559,160	48.57%	Complied
30-Jul-08	Open Market Sale by one of the individual forming part of the Promoter Group	-	100,000	33,459,160	48.42%	Complied

Note:

1. The gift of 157,000 Equity Shares on May 3, 2008, is by one of the Promoter Group to one of the Promoter and as such there is no change in the overall shareholding of the Target Company; and
2. The subscription to the 6,100,000 Equity Shares by one of the Promoter Group Company (by way of conversion of warrants) has not triggered the provisions of SEBI (SAST) Regulations, as the shareholding for the particular period has changed from 43.59% to 48.57%, i.e.; an overall change of 4.98%.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. Justification of Offer Price

- 7.1.1. The Equity Shares of BRFL are listed on BSE and the NSE. The Equity Shares are frequently traded on the BSE and NSE.
- 7.1.2. The Acquirer made the PA on March 26, 2009. The annualized trading turnover during the period September 2008 to February 2009, the six calendar months prior to March 2009 (the month in which the PA was made), is as follows :

Name of the Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month in which the PA was made	Total No. of listed Shares	Annualized trading turnover (in terms of % to total listed Shares)
NSE	40,051,179	69,100,000	115.92%
BSE	16,102,968	69,100,000	46.61%

Source: Official Data from BSE and NSE

- 7.1.3. As the annualized trading turnover (by number of Shares) on BSE and NSE is more than 5% of the total number of listed Shares of BRFL, the Shares of BRFL are deemed to be frequently traded as per the explanation to Regulation 20(5) of the Regulations.

7.1.4. The Offer Price of Rs. 185.00 (Rupees One Eighty Five only) per Equity Share is justified in terms of Regulation 20(4) of the Regulations, being the highest amongst the following:

(a)	proposed acquisition price under the Preferential Issue	Rs. 185.00
(b)	the highest price paid by the Acquirer and the PAC for acquisition of Equity Shares of the Target Company during the 26-week period prior to the date of the PA	Not Applicable
(c)	the average of the weekly high and low of closing prices of the Equity Shares of the target company on NSE for the 26 weeks preceding the date of the PA and during the 26 weeks preceding the date of the board meeting where the Preferential Issue was proposed (March 24, 2009)	Rs. 143.43 Rs. 147.06
(d)	The average of the daily high and low prices of the Equity Shares of the Target Company on NSE for the two weeks preceding the date of the PA and during the 26 weeks preceding the date of the board meeting where the Preferential Issue was proposed (March 24, 2009)	Rs. 133.36 Rs. 130.57

7.1.5. The details of closing prices and volume on NSE for the 26-week period prior to the date of the Public Announcement are as under:

Week No.	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1.	Wednesday, October 01, 2008	352.00	292.55	322.28	1,097,982
2.	Wednesday, October 08, 2008	290.80	246.60	268.70	1,344,742
3.	Wednesday, October 15, 2008	239.45	203.00	221.23	4,513,350
4.	Wednesday, October 22, 2008	202.50	180.70	191.60	2,362,830
5.	Wednesday, October 29, 2008	182.55	148.00	165.28	1,286,162
6.	Wednesday, November 05, 2008	181.70	155.15	168.43	534,682
7.	Wednesday, November 12, 2008	197.60	177.90	187.75	680,904
8.	Wednesday, November 19, 2008	178.55	147.10	162.83	691,124
9.	Wednesday, November 26, 2008	152.10	125.85	138.98	1,043,211
10.	Wednesday, December 03, 2008	131.8	103.95	117.88	2,843,614
11.	Wednesday, December 10, 2008	122.90	107.35	115.13	2,681,517
12.	Wednesday, December 17, 2008	137.65	119.65	128.65	2,380,446
13.	Wednesday, December 24, 2008	128.65	121.40	125.03	1,245,659
14.	Wednesday, December 31, 2008	126.15	120.20	123.18	522,313
15.	Wednesday, January 07, 2009	140.05	127.80	133.93	1,469,985
16.	Wednesday, January 14, 2009	126.10	100.65	113.38	3,130,551
17.	Wednesday, January 21, 2009	101.30	95.25	98.28	1,071,992
18.	Wednesday, January 28, 2009	96.85	90.80	93.83	1,086,316
19.	Wednesday, February 04, 2009	105.35	99.40	102.38	1,513,971
20.	Wednesday, February 11, 2009	108.90	103.00	105.95	720,287
21.	Wednesday, February 18, 2009	110.20	93.65	101.93	1,426,474
22.	Wednesday, February 25, 2009	93.20	85.50	89.35	2,739,347
23.	Wednesday, March 04, 2009	90.25	83.30	86.78	1,687,320
24.	Wednesday, March 11, 2009	111.10	85.50	98.30	7,361,302
25.	Wednesday, March 18, 2009	136.05	119.95	128.00	9,379,615
26.	Wednesday, March 25, 2009	146.45	133.85	140.15	6,773,180
	Average			143.43	

Source: www.nseindia.com

7.1.6. The average of the weekly high and low of the closing prices of the Equity Shares of the Target Company during the 26 weeks preceding the date of the Board Meeting where the Preferential Issue was proposed (March 24, 2009), is Rs. 147.06 per share. Please see the following table for detailed computation:

Week No.	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1.	Monday, September 29, 2008	352.00	308.10	330.05	1,317,365
2.	Monday, October 06, 2008	300.85	275.35	288.10	553,013
3.	Monday, October 13, 2008	248.20	237.80	243.00	3,952,789
4.	Monday, October 20, 2008	214.80	186.00	200.40	3,201,860
5.	Monday, October 27, 2008	182.65	151.15	166.90	1,513,166
6.	Monday, November 03, 2008	161.95	148.00	154.98	882,418
7.	Monday, November 10, 2008	197.60	177.90	187.75	728,704
8.	Monday, November 17, 2008	194.05	169.55	181.80	444,195
9.	Monday, November 24, 2008	157.90	140.85	149.38	823,831
10.	Monday, December 01, 2008	131.80	115.05	123.43	1,938,446
11.	Monday, December 08, 2008	122.90	103.95	113.43	3,810,147
12.	Monday, December 15, 2008	137.65	118.00	127.83	2,342,185
13.	Monday, December 22, 2008	135.40	119.65	127.53	1,369,584
14.	Monday, December 29, 2008	125.35	120.20	122.78	581,780
15.	Monday, January 05, 2009	132.55	124.90	128.73	997,509
16.	Monday, January 12, 2009	140.05	117.55	128.80	942,702
17.	Monday, January 19, 2009	102.30	98.10	100.20	3,510,135
18.	Monday, January 26, 2009	100.10	90.80	95.45	1,266,419
19.	Monday, February 02, 2009	105.35	95.65	100.50	1,632,983
20.	Monday, February 09, 2009	106.80	101.35	104.08	780,535
21.	Monday, February 16, 2009	110.20	104.05	107.13	764,048
22.	Monday, February 23, 2009	94.30	85.50	89.90	2,376,370
23.	Monday, March 02, 2009	90.25	86.65	88.45	2,237,344
24.	Monday, March 09, 2009	111.10	83.30	97.20	8,022,940
25.	Monday, March 16, 2009	136.05	119.95	128.00	6,942,725
26.	Monday, March 23, 2009	144.65	130.85	137.75	4,915,784
	Average			147.06	

Source: www.nseindia.com

- 7.1.7. The average of the daily high and low prices of the Equity Shares of the Target Company during the 2 weeks preceding the PA is Rs. 133.36 per share. Please see the following table for detailed computation:

Day No.	Day & Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1.	Thursday, March 12, 2009	122.45	112.00	117.23	3,144,805
2.	Friday, March 13, 2009	126.50	119.80	123.15	1,725,600
3.	Monday, March 16, 2009	138.00	120.65	129.33	2,072,320
4.	Tuesday, March 17, 2009	136.90	128.00	132.45	1,434,520
5.	Wednesday, March 18, 2009	138.30	131.05	134.68	1,002,370
6.	Thursday, March 19, 2009	135.75	130.50	133.13	376,562
7.	Friday, March 20, 2009	137.95	131.00	134.48	543,010
8.	Monday, March 23, 2009	146.00	134.25	140.13	1,559,322
9.	Tuesday, March 24, 2009	156.75	136.75	146.75	2,956,533
10.	Wednesday, March 25, 2009	147.60	137.00	142.30	1,337,753
	Average			133.36	

Source: www.nseindia.com

- 7.1.8. The average of the daily high and low prices of the Equity Shares of the Target Company during the 2 weeks preceding the date of the Board Meeting where the Preferential Issue was proposed (March 24, 2009) is Rs. 130.57 per share. Please see the following table for detailed computation:

Day No.	Day & Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1.	Tuesday, March 10, 2009*	-	-	-	-
2.	Wednesday, March 11, 2009*	-	-	-	-
3.	Thursday, March 12, 2009	122.45	112.00	117.23	3,144,805
4.	Friday, March 13, 2009	126.50	119.80	123.15	1,725,600
5.	Monday, March 16, 2009	138.00	120.65	129.33	2,072,320
6.	Tuesday, March 17, 2009	136.90	128.00	132.45	1,434,520
7.	Wednesday, March 18, 2009	138.30	131.05	134.68	1,002,370
8.	Thursday, March 19, 2009	135.75	130.50	133.13	376,562
9.	Friday, March 20, 2009	137.95	131.00	134.48	543,010
10.	Monday, March 23, 2009	146.00	134.25	140.13	1,559,322
	Average			130.57	

*- Non-trading days

Source: www.nseindia.com

- 7.1.9. There is no non-compete agreement entered into by the Acquirer or PAC with the Target Company or its Promoters or the Promoter Group.
- 7.1.10. In the opinion of the Managers to the Offer and the Acquirers, the Offer Price is justified as per the Regulations.
- 7.1.11. As per the Regulations, the Acquirers can revise the Offer Price upwards up to 7 working days prior to the closure of this Offer and the revision, if any, in the Offer Price would be announced in the same newspapers where the Public Announcement has appeared and the revised price will be paid for all Equity Shares acquired pursuant to this Offer.
- 7.1.12. If the Acquirers acquire Equity Shares after the date of Public Announcement up to 7 working days prior to the close of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer, provided no such acquisition shall be made by the Acquirers during the last seven working days prior to the closure of the Offer. Further the Equity Shares or voting rights so acquired taken together with the acquisition under the public offer and Equity Shares or voting rights, if any, held the Acquirers, will not result in public shareholding in BRFL being reduced to a level below the limit specified in the Listing Agreement with the stock exchange for the purpose of listing on continuous basis

7.2. Financial Arrangements

- 7.2.1. The maximum payable consideration required for the Offer assuming full acceptance at the Offer Price will be Rs. 3,222.70 Million (Rupees Three Thousand Two Hundred and Twenty Two Million and Seven Hundred Thousand Only) ("**Maximum Consideration**"). Fund required by the Acquirer for subscribing to the Preferential Issue is Rs. 3,330.00 Million (Rupees Three Thousand Three Hundred Thirty Million Only). Thus the total amount required, considering subscription to the Preferential Shares and the Maximum Consideration is Rs. 6,552.70 Million (Rupees Six Thousand Five Hundred and Fifty Two Million and Seven Hundred Thousand Only).
- 7.2.2. In accordance with the requirements of the SEBI (SAST) Regulations, the Acquirer has made a cash deposit of Rs. 853.79 mn in an escrow bank account in name of "Axis Bank Escrow Account – BRFL Open Offer" with Axis Bank Limited Fort Main Branch, Mumbai ("**Cash Deposit**"). Assuming full acceptance, the amount placed in the Escrow Account is in excess of the amount required under Regulation 28(2) of the of SEBI (SAST) Regulations i.e. 25% for the first Rs. 100 crores and 10% thereafter. The Manager to the Offer has been solely authorized by the Acquirer to operate and realize the value of Escrow Account in terms of the Regulations.

- 7.2.3. The PAC has vide its letter dated March 23, 2009 confirmed to extend financial support to the Acquirer and ensure that the obligations of Acquirer as set out under the Regulations are complied with.
- 7.2.4. Partner Revision, State Authorised Public Accountant, located at Torvegade 20, 7330 Brande, Denmark, Tel #: (+45) 97 18 03 66, Fax #: (+45) 97 18 14 01 have vide their certificate dated March 23, 2009 confirmed that on the basis of necessary information and explanation furnished to them and also on the verification of assets, liabilities, requirement of funds, the Acquirer and the PAC have adequate resources to meet the financial requirements of the Open Offer.
- 7.2.5. The source of funding in order to meet the obligations under the Preferential Issue and the Offer for the Acquirer is out of its existing cash and bank balance and financial assistance to be extended by the PAC and for the PAC from its existing cash and cash equivalents generated from its operations.
- 7.2.6. The Manager to the Offer is satisfied that firm arrangements for financial resources required to implement the Offer i.e. funds for payment through verifiable means are in place to fulfill the obligations of the Acquirer under the Offer and are satisfied that the Acquirer has adequate resources to meet the financial requirements of the Offer and ability to implement the Offer in accordance with the SEBI (SAST) Regulations.

8. TERMS AND CONDITIONS OF OFFER

8.1. Statutory Approvals required for the Offer

- 8.1.1. The Offer along with any obligation to make payment for, or purchase the Equity Shares tendered and accepted, is subject to the receipt of the approval from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made thereunder. The Acquirer has filed an application with the RBI on April 9, 2009 for approval to acquire Equity Shares from residents/non-resident persons pursuant to the Offer.
- 8.1.2. As of the date of the PA, other than the above, no statutory approvals are required to acquire the Equity Shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to receipt of such other statutory approvals. In terms of Regulation 27 of the Regulations, the Acquirer and the PAC will not proceed with the Offer in the event that such statutory approvals that are required are not obtained.
- 8.1.3. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to the tendering Shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will become applicable.
- 8.1.4. The Acquirer does not require any approvals from financial institutions or banks for the Offer.

8.2. Others

- 8.2.1. The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to the Shareholders of BRFL (other than the Acquirer, the PAC, the Promoters and the Promoter Group), whose names appear on the Register of Members of BRFL and to the beneficial owners of the Equity Shares of BRFL, whose names appear as beneficiaries on the records of the respective Depositories, at the close of business on April 17, 2009 ("Specified Date").
- 8.2.2. All owners (registered or unregistered) of Equity Shares of BRFL (except the Acquirer, the PAC, the Promoters and the Promoter Group) are eligible to participate in the Offer anytime before the Closure of the Offer. Unregistered owners can send their application in writing to the

Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the original Share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their Equity Shares. No indemnity is required from the unregistered owners.

- 8.2.3. The acceptance of the Offer is entirely at the discretion of the Shareholders of BRFL. The Acquirer and the PAC will not be responsible in any manner for any loss of Equity Share certificate(s) and offer acceptance documents during transit and the Shareholders of BRFL are advised to adequately safeguard their interest in this regard.
- 8.2.4. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected. Acquirer will acquire the Equity Shares free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to dividends, bonus and rights declared hereafter.
- 8.2.5. Each Shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 9.1. Shareholders who wish to tender their Equity Shares will be required to send the Form of Acceptance cum Acknowledgement, original share certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer- Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai – 400 078, India (“**Registrar to the Offer**”) either by hand delivery on weekdays or by registered post on or before the Close of the Offer, i.e not later than June 10, 2009, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgment. If the Registrar to the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from a registered Shareholder, then the Offer will be deemed to have been accepted by such Shareholders
- 9.2. For Shareholders holding Equity Shares in dematerialised form, **Registrar to the Offer** has opened a Special Depository Account with National Securities Depository Limited (“NSDL”) called “**LIPL BRFL OFFER ESCROW ACCOUNT**” (“**Special Depository Account**”). Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the special depository account:

Depository Participant (“DP”) Name	Stockholding Corporation of India Limited
DP ID	IN301330
Client ID	20665688
Account Name	LIPL BRFL Offer Escrow Account
Depository	National Securities Depository Limited

- 9.3. Shareholders having their beneficiary account in Central Depository Service (India) Limited (CDSL) have to use the inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the Special Depository Account.
- 9.4. Beneficial owners (holders of Shares in dematerialized form) who wish to tender their Shares will be required to send their Form of Acceptance cum Acknowledgment along with the photocopy of the delivery instruction in “off-market” mode or counter foil of delivery instructions in “off-market” mode, duly acknowledged by the Depository Participant (“DP”) in favour of the Special Depository Account to the Registrar to the Offer, either by hand delivery on weekdays or by registered post on or before the Close of the Offer, i.e not later than June 10, 2009, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgment. The credit for the delivered Shares should be received in the Special Depository Account on or before Close of the Offer, i.e., no later than June 10, 2009. In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.

- 9.5. Shareholders who have sent Equity Shares of the Target Company for dematerialization need to ensure that the process of getting Equity Shares dematerialized is completed well in time so that the credit in the Special Depository Account should be received on or before the closure of the Offer, else their application would be rejected.
- 9.6. In case of non-receipt of the Letter of Offer, the eligible persons may download the same from the website of SEBI at www.sebi.gov.in or alternatively send their consent to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Distinctive Number, Folio Number and Number of Shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. June 10, 2009 or by registered post so as to reach on or before the Closing of the Offer, i.e. June 10, 2009 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the Closing of the Offer, i.e. June 10, 2009 or by registered post so as to reach on or before the Closing of the Offer, i.e. June 10, 2009.
- 9.7. The share certificate(s), share transfer form, Form of Acceptance and other documents, if any should be sent only to the Registrar to the Offer, at the collection centres mentioned below. **They should not be sent to the Manager to the Offer or the Acquirer or the PAC or the Target Company.** The above-mentioned documents can be sent to the following collection centres on all days except Saturdays, Sundays and public holidays between 10:00AM to 4:30PM.

City	Contact Person	Address	Tel. No.	Fax No.	E-mail ID	Mode of Delivery
Mumbai	Nilesh Chalke	Link Intime India Private Limited C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078.	022-25960320	022-25960329	brfl-offer@linkintime.co.in	Hand Delivery & Registered Post
Mumbai	Vivek Limaye	Link Intime India Private Limited, 203, Davar House, Next to Central Camera, D N Road, Fort Mumbai - 400 001	022-22694127	-	vivek.limaye@linkintime.co.in	Hand Delivery
Ahmedabad	Hitesh Patel	Link Intime India Private Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	079-2646 5179	079-2646 5179 (Telefax)	ahmedabad@linkintime.co.in	Hand Delivery
Bangalore	Chandrasekhar	Link Intime India Private Limited., 543/A, 7TH Main , 3rd Cross, Hanumanthanagar, Bangalore - 560 019	080-26509004	080-26509004 (Telefax)	bangalore@linkintime.co.in	Hand Delivery
Baroda	Alpesh Gandhi	Link Intime India Private Limited., First Floor, Jaldhara Complex, Nr. Manisha Society, Old Padara Road, Vadodara - 390015	0265-2250241 / 3249857	0265-2250246 (Telefax)	vadodara@linkintime.co.in	Hand Delivery
Kolkata	Debu Ghosh	Link Intime India Private Limited, 59C, Chowringhee Road, 3rd Floor, Kolkata - 700020	033-22890539/40	033-22890539/40 (Telefax)	kolkata@linkintime.co.in	Hand Delivery
New Delhi	Swapan Naskar	Link Intime India Private Limited., A-40, 2nd Floor, Naraina Industrial	011-41410592/93/94	011-41410591	delhi@linkintime.co.in	Hand Delivery

City	Contact Person	Address	Tel. No.	Fax No.	E-mail ID	Mode of Delivery
		Area, Phase II, Near Batra Banquet, New Delhi – 110028				
Pune	P. N Albal	Link Intime India Private Limited, Block No 202 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001.	020 -26051629 / 0084	020 -26053503 (Telefax)	pune@linkintime.co.in	Hand Delivery
Chennai	Mrs.Solly Soy	C/o SGS Corporate Solutions India Private Limited., Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai- 600 017	044- 2815 2672, 044- 4207 0906	044- 2815 2672 (Telefax)	chennai@sgs-cs.com	Hand Delivery

- 9.8. In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, the Shareholders desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three (3) working days prior to the date of closure of the Offer. The Withdrawal Option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before June 5, 2009.
- 9.9. The Withdrawal Option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.
- 9.10. In case of non-receipt of Form of Withdrawal, the Withdrawal Option can be exercised by making a plain paper application alongwith the following details:
- 9.10.1. *In case of physical Shares*, name, address, distinctive numbers, folio number, number of Shares tendered; and
- 9.10.2. *In case of dematerialized Shares: name, address, number of Shares offered, DP name DP ID, beneficiary account number and a photo-copy of delivery instruction in “Off-market” mode or counter-foil of the delivery instruction in “Off-market” mode duly acknowledged by the DP in favour of the Special Depository Account.*
- 9.11. The withdrawal of Shares will be available only for the share certificates/ Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.
- 9.12. The intimation of returned Shares to the Shareholders will be at the address as per the records of the BRFL/ Depository as the case may be.
- 9.13. The Form of Withdrawal should be sent only to the Registrar to the Offer.
- 9.14. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from BRFL.
- 9.15. Partial withdrawal of tendered Shares can be done only by the Registered Shareholders / Beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.
- 9.16. Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.
- 9.17. In case of delay in receipt of statutory approvals beyond June 24, 2009, interest will be payable for the delayed period in terms of Regulation 22(12) of SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by Acquirer in obtaining the requisite approvals, Regulation 22(13) of SEBI (SAST) Regulations will also become applicable.

- 9.18. Payment of consideration will be made by crossed account payee cheque / demand draft and sent by registered post, to those Shareholders/unregistered owners and at their own risk, whose Shares/ Share certificates and other documents are found in order and accepted by Acquirer. In case of joint registered holders, cheques /demand drafts will be drawn in the name of the sole/first named holder/unregistered owner and will be sent to him. It is desirable that Shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque / demand draft.
- 9.19. Unaccepted or withdrawn share certificate(s), transfer form(s) and other documents, if any, will be returned by registered post at the Shareholders'/unregistered owners' sole risk to the sole/first named shareholder/unregistered owner. Unaccepted or withdrawn Shares held in demat form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgment.
- 9.20. The Registrar to the Offer will hold in trust the Shares/Share certificates, Shares lying in the credit of the Special Depository Account, Form of Acceptance cum Acknowledgment, if any, and the transfer form(s) on behalf of the Shareholders of BRFL who have accepted the Offer, till the cheques/ drafts for the consideration and/ or the unaccepted Shares/Share certificates are dispatched/ returned.
- 9.21. If the aggregate of the valid responses to the Offer exceeds the Offer size of 17,420,000 fully paid-up Equity Shares of BRFL, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The Shares of BRFL are compulsorily traded in dematerialization form, hence minimum acceptance/market lot will be one share.
- 9.22. While tendering the Shares under the Offer, NRIs/OCBs/foreign Shareholders will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring the Shares of BRFL. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered. While tendering Shares under the Offer NRI/ OCBs/foreign Shareholders will be required to submit a tax clearance certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid tax clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the Shareholders under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.
- 9.23. **Payment of consideration**
- 9.23.1. Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgment, the Registrar to the Issue will obtain, from the Depositories, the Shareholders' demographic details including address, bank account details, the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf and occupation. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the PAC, the Manager to the Offer, Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay.
- 9.23.2. **Electronic Clearing System ('ECS')** – Payment would be done through ECS for Shareholders having an account at any of the following 68 centers: Ahmedabad, Bangalore, Bhubaneswar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakhpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem

and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment through ECS is mandatory for Shareholders having a bank account at any of the abovementioned 68 centers, except where the Shareholder, being eligible, opts to receive payment through direct credit or RTGS.

- 9.23.3. **Direct Credit** – Shareholders having bank accounts with the Escrow Banker, as mentioned in the Acceptance cum Acknowledgement Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer and PAC.
- 9.23.4. **Real Time Gross Settlement ('RTGS')** – Shareholders having a bank account at any of the abovementioned 68 centres and whose amount exceeds Rs. 5 million, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Acceptance-cum-acknowledgement form. In the event the same is not provided, payment shall be made through ECS. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer and PAC. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholder.
- 9.23.5. **National Electronic Fund Transfer ('NEFT')** – Payment shall be undertaken through NEFT wherever the Shareholder's bank has been assigned the Indian Financial System Code ('IFSC'), which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.
- 9.23.6. For all other Shareholders, including physical Shareholders and those who have not updated their bank particulars with the MICR code, the payments will be despatched under certificate of posting for value upto Rs. 1,500 and through Speed Post/ Registered Post for payments above Rs. 1,500. Such payments will be made by cheques, pay orders or demand drafts drawn on the Escrow Bank and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders.

10. TAX TO BE DEDUCTED AT SOURCE

Summary of various provisions related to Tax Deduction at Source (withholding tax) under the Income Tax Act.

- 10.1. All the Shareholders should be classified as resident or non-resident. The status as resident / non-resident is to be determined on the basis of criteria laid down in section 6 of the Income Tax Act, 1961.
- 10.2. No tax is required to be deducted on payment of consideration to resident Shareholders.
- 10.3. The Rate of Deduction of Tax in the case of non-resident is dependent on few other factors. Since the Acquirer does not have in-house information in respect of various Shareholders, all the Shareholders have to specify their category in the Form of Acceptance.

- 10.4. As per the provisions of the section 2(37A) (iii) of the Income Tax Act, 1961, for the purposes of deduction of tax under section 195, the rate or rates of income-tax specified in this behalf in the Finance Act of the assessment year i.e. 20010-11 or the rates or rates of income tax specified in an agreement entered into by the Central Government under section 90 or an agreement notified by the Central Government under section 90A, whichever is applicable by virtue of the provisions of section 90, or section 90A, as the case may be, i.e. whichever beneficial, would be the applicable rate of TDS.
- 10.5. In the event the aforementioned categories of Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities either under section 195(3) or under section 197 of the Income Tax Act, and submit the same to Acquirer while submitting the Bid Form. In the absence of any such certificate from the income tax authorities, the Acquirer will deduct tax as aforesaid, and a certificate in the prescribed form shall be issued to that effect.
- 10.6. The Shareholders should specify their residential status and in case of FII the nature of their holding i.e. whether Shares held as investment account or on trade account. Non disclosure in the bid form would lead to deduction of tax at source at the highest rate. If any shareholder wishes that lesser tax should be deducted in his / its case he / it should produce certificate from his / its jurisdictional Income Tax Officer to that effect.
- 10.7. The indicative rates of tax on capital gains for the assessment year 2010-2011 are as follows:

TYPE OF RECEIPT	LONG TERM CAPITAL GAIN					SHORT TERM CAPITAL GAIN / BUSINESS INCOME				
	Basic Tax Rate	Sur-charge	Edu. Cess	Sec. Higher Edu. Cess	Total	Basic Tax Rate	Sur-charge	Edu. Cess	Sec. Higher Edu. Cess	Total
1) OTHER THAN F.I.I.										
1.1) NON - RESIDENT INDIANS (INDIVIDUALS)										
a) SHARES ACQUIRED BY THE INDIVIDUAL HIMSELF WITH CONVERTIBLE FOREIGN EXCHANGE										
(i) Consideration Exceeding Rs.10,00,000	10.00%	1.00%	0.22%	0.11%	11.33%	30.00%	3.00%	0.66%	0.33%	33.99%
(ii) Consideration Not Exceeding Rs. 10,00,000	10.00%	0.00%	0.20%	0.10%	10.30%	30.00%	0.00%	0.60%	0.30%	30.90%
(b) SHARES ACQUIRED IN ANY OTHER MANNER										
(i) Consideration Exceeding Rs. 10,00,000	20.00%	2.00%	0.44%	0.22%	22.66%	30.00%	3.00%	0.66%	0.33%	33.99%
(ii) Consideration Not Exceeding Rs. 10,00,000	20.00%	0.00%	0.40%	0.20%	20.60%	30.00%	0.00%	0.60%	0.30%	30.90%
1.2) OVERSEAS CORPORATE BODIES / NON DOMESTIC COMPANY										
(i) Consideration Exceeding Rs.1,00,00,000	20.00%	0.50%	0.41%	0.205%	21.115%	40.00%	1.00%	0.82%	0.41%	42.23%
(ii) Consideration Not Exceeding Rs. 1,00,00,000	20.00%	0.00%	0.40%	0.200%	20.60%	40.00%	0.00%	0.80%	0.40%	41.20%
1.3) NON-RESIDENT NOT COVERED BY 1.1 & 1.2 and 2										
(i) Consideration Exceeding Rs.10,00,000	20.00%	2.00%	0.44%	0.22%	22.66%	30.00%	3.00%	0.66%	0.33%	33.99%
(ii) Consideration Not Exceeding Rs. 10,00,000	20.00%	0.00%	0.40%	0.20%	20.60%	30.00%	0.00%	0.60%	0.30%	30.90%
2) F.I.I.										
(a) REGISTERED AS COMPANY										
(i) Consideration Exceeding Rs.1,00,00,000	NIL	NIL	NIL	NIL	NIL	40.00%	1.00%	0.82%	0.41%	42.23%

TYPE OF RECEIPT	LONG TERM CAPITAL GAIN					SHORT TERM CAPITAL GAIN / BUSINESS INCOME				
	Basic Tax Rate	Sur-charge	Edu. Cess	Sec. Higher Edu. Cess	Total	Basic Tax Rate	Sur-charge	Edu. Cess	Sec. Higher Edu. Cess	Total
(ii) Consideration Not Exceeding Rs. 1,00,00,000	NIL	NIL	NIL	NIL	NIL	40.00%	0.00%	0.80%	0.40%	41.20%
(b) REGISTERED AS OTHER THAN COMPANY I.e. TRUST e.t.c.										
(i) Consideration Exceeding Rs.10,00,000	NIL	NIL	NIL	NIL	NIL	30.00%	3.00%	0.66%	0.33%	33.99%
(ii) Consideration Not Exceeding Rs. 10,00,000	NIL	NIL	NIL	NIL	NIL	30.00%	0.00%	0.60%	0.30%	30.90%

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 Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

The tax rate and other provisions may undergo changes.

11. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by Shareholders of the Target Company at the office of the Manager to the Offer, Axis Bank Limited, 11th Floor, Maker Towers 'F', Cuffe Parade, Mumbai 400 005, from 10.30 a.m. to 1.00 p.m. on any day, except Saturdays, Sundays and public holidays, from the date of opening of the Offer until the Offer Closing Date:

- 11.1. Copy of the Certificate of Incorporation, and Deed of Incorporation of the Acquirer and the PAC and English translation versions thereof.
- 11.2. Copy of the Certificate of Incorporation, Memorandum of Association and Articles of Association of the Target Company
- 11.3. Copy of published Public Announcement dated March 26, 2009
- 11.4. The audited financial statements for last three years of the PAC and unaudited certified financials for the three months period ended October 31, 2008
- 11.5. Copies of the Annual Reports of the Target Company for the last three years
- 11.6. Copy of the letter from Partner Revision, State Authorised Public Accountant, Denmark dated March 23, 2009 confirming that the Acquirer alongwith the PAC have sufficient means to fulfill all the obligations under the Open Offer.
- 11.7. Copy of the letter from the PAC confirming to extend financial support to the Acquirer
- 11.8. Copy of Memorandum of Understanding between the Manager to the Offer and the Acquirer.
- 11.9. Copy of the agreement between the Escrow banker, the Acquirer and the Manager to the Offer, authorising the Manager to the Offer to realize the value of the 100% cash deposit, in terms of the Regulations
- 11.10. Copy of Agreement between Registrar to the Offer and the Acquirer
- 11.11. Copy of letter from Axis Bank Limited confirming the amount kept in the escrow account
- 11.12. Copy of the board resolutions of the Acquirer and the PAC, authorising Ms. Lise Løvbjerg to do the needful on their behalf for this Offer

11.13. SEBI observation letter no. CFD/DCR/SG/SKS/161176/ 09 dated April 23, 2009;

12. DECLARATION BY THE ACQUIRER AND THE PAC

Boards of the Acquirer and the PAC accept full responsibility for the information contained in this Letter of Offer (except the section pertaining to the Target Company, which has been compiled from publicly available sources) and also accept responsibility for the obligations of the Acquirer and the PAC laid down in the Regulations.

For **AAA United B.V.**

For **Aktieselskabet af 1/8 2004**

Sd/-

Sd/-

Name: Lise Kaae Løvbjerg
Designation: Authorized Signatory

Name: Lise Kaae Løvbjerg
Designation: Authorized Signatory

Date: May 5, 2009

Place: Brande, Denmark

Encl:

1. Form of Acceptance
2. Form of Withdrawal
3. Transfer deed for Shareholders holding Shares in physical form.

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
BOMBAY RAYON FASHIONS LIMITED - OPEN OFFER**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to Link Intime India Private Limited at any of the collection centres as mentioned in the Letter of Offer)

OFFER OPENS ON : Wednesday, May 20, 2009

LAST DATE OF WITHDRAWAL: Friday, June 05, 2009

OFFER CLOSES ON : Wednesday, June 10, 2009

From: _____

Name: _____

Address: _____

Tel No.: _____ **Fax No.:** _____ **Email:** _____

To,
The Acquirers AAA United B.V.
C/o Link Intime India Private
Limited, C-13, Pannalal Silk Mills
Compound, L B S Marg, Bhandup
(W), Mumbai -400078

Dear Sir,

Sub: Open Offer to acquire 17,420,000 equity shares of Rs.10/- each representing 20% of the paid-up equity capital of Bombay Rayon Fashions Limited by AAA United B.V. ("Acquirer") along with Aktieselskabet af 1/8 2004 (referred to as Persons Acting in Concert) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("Regulations").

I/We refer to the Letter of Offer dated May 05, 2009 for acquiring the equity shares held by me/us in Bombay Rayon Fashions Limited. I/We, the undersigned have read the Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

SHARES IN DEMATERIALIZED FORM

I/We, holding Shares in the dematerialised form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below :

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

SHARES IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate (s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below:

Ledger Folio No(s) :

S. No.	Certificate No(s)	Distinctive No(s)		No. of Shares
		From	To	
(In case the space provided is inadequate, please attach a separate sheet with details)				Total No. of Equity Shares

I/We have done an off-market transaction for crediting the shares to the depository account with Stockholding Corporation of India Limited as the DP in NSDL styled " LIIPL BRFL OFFER ESCROW ACCOUNT" whose particulars are:

DP Name: Stockholding Corporation of India Limited	DP ID: IN301330	Client ID: 20665688
---	------------------------	----------------------------

Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

☐	Duly attested Power of Attorney, if any person apart from the shareholder, has signed the acceptance form or transfer deed(s).
☐	Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories
☐	No Objection Certificate & Tax Clearance Certificate under Income-tax Act, 1961, for NRIs/OCBs/Foreign Shareholders as applicable
☐	Duly attested Death Certificate/ Succession Certificate (in case of single shareholder) in case the original shareholder has expired.
☐	Others (please specify):

I/We confirm that the equity shares of Bombay Rayon Fashions Limited, which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers pays the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

I/We authorise the Acquirers to send by registered post/speed post/UCP the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned above.

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.

I/We authorise the Acquirers to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirers to return to me/us, share certificate(s) in respect of which the offer is not found valid/not accepted. The Permanent Account No. (PAN) allotted under the Income Tax Act, 1961 is as under.

PAN	1 st Shareholder	2 nd Shareholder	3 rd Shareholder

Bank Details

So as to avoid fraudulent encashment in transit, shareholder(s) holding 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 the shares that are tendered in electronic form, the bank account details obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars. Please indicate the preferred mode of receiving the payment consideration. (Please tick)

1) Electronic Mode: _____, 2) Physical Mode: _____

Sr. No.	Particulars Required	Details
I.	Name of the Bank	
II.	Complete Address of the Bank	
III.	Account Type (CA/SB/NRE/NRO/Others – Please Mention)	
IV.	Account No.	
V.	9 Digit MICR Code	
VI.	IFSC Code (for RTGS/NEFT transfers)	

For NRIs / OCBs / FIIs/ Foreign Shareholders

I / We, confirm that the tax deduction on account of equity shares of Bombay Rayon Fashions Limited held by me / us is to be deducted on (select whichever is applicable):

☐	Long-term capital Gains
☐	Short-term capital Gains
☐	Trade Account

I / We, have enclosed the following documents

- No objection certificate / Tax clearance certificate from the Income Tax Authorities
- RBI approvals for acquiring shares of Bombay Rayon Fashions Limited hereby tendered in the Offer
- Copy of Permanent Account Number / PAN Card

In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence

----- Tear Here ----- Sr. No. _____

ACKNOWLEDGEMENT SLIP
Bombay Rayon Fashions Limited - Open Offer
 (To be filled in by the shareholder) (Subject to verification)

Received from Mr./Ms./ M/s. _____

Address: _____

Physical shares: Folio No. _____ / Demat shares: DP ID _____; Client ID: _____

Form of Acceptance along with:

☐	Physical Shares: No. of shares _____; No. of certificates enclosed _____
☐	Demat Shares: Copy of delivery instruction for _____ number of shares enclosed

(Tick whichever is applicable)

Stamp of Collection Centre

Signature of Official: _____, Date of Receipt: _____

For FII Shareholders:

I / We, confirm that the equity shares of Bombay Rayon Fashions Limited are held by me / us on *(select whichever is applicable)*:

Investment / Capital Account

Trade Account

In case the shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence / incorporation and that you do not have a permanent establishment in India in terms of the Double Taxation Avoidance Agreement (DTAA) entered into between India and your country of residence.

Where the tax is to be deducted on account of long-term capital gains, the Shareholders should submit a certificate from a Chartered Accountant (along with proof such as demat account statement) certifying that the shares have been held for more than one year. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of shares), the shareholder should obtain a tax clearance certificate from the assessing officer certifying the net income chargeable to capital gains tax. Alternatively, the Shareholders can submit a certificate from a Chartered Accountant certifying the cost of acquisition / net income that will be chargeable to capital gains. In the absence of the above tax would be deducted on the entire consideration paid to the shareholders.

Yours faithfully,

Signed and Delivered

	FULL NAME(S) OF THE SHAREHOLDERS	SIGNATURE(S)
First / Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note: In case of joint holdings, all holders must sign. In case of body corporate, the Company seal should be affixed

Place:

Date:

----- Tear Here -----

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID /Client ID

Link Intime India Private Limited
(Unit: BRFL-Open Offer)
 C-13, Pannalal Silk Mills Compound, LBS Marg,
 Bhandup West, Mumbai – 400 078
Tel: +91 22 2596 0320 Fax: +91 22 2596 0329

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS / SHARES THAT ARE RECEIVED BY THE REGISTRARS AFTER THE CLOSE OF THE OFFER i.e. BY 4.30 P.M. ON WEDNESDAY, JUNE 10, 2009 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

INSTRUCTIONS

1. In the case of dematerialised shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account, before the closure of the Offer i.e. Wednesday, June 10, 2009. The Form of Acceptance-cum-Acknowledgement of such demat shares not credited in favour of the Special Depository Account, before the closure of the Offer will be rejected.
2. Shareholders should enclose the following:
 - a. **For Equity shares held in demat form:**
Beneficial owners should enclose-
 - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant ('DP').
 - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP as per the instruction in the Letter of Offer.
 - In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.
 - For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.
 - b. **For Equity shares held in physical form:**
Registered shareholders should enclose-
 - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
 - Original Share Certificate(s)
 - Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Bombay Rayon Fashions Limited and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer.
 - **Please do not fill in any other details in the transfer deed except name, signature and witness.** Verification and Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirers as buyer will be filled by the Acquirers upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

If the Registrar to the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from a registered Shareholder, then the Offer will be deemed to have been accepted by such Shareholders
 - c. **Unregistered owners should enclose-**
 - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.
 - Original Share Certificate(s)
 - Original broker contract note
 - Valid Share Transfer form(s) as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected.
3. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to Link Intime India Private Limited, the Registrar to the Offer **and not to Axis Bank Limited, the Manager to the Offer, the Acquirers or Target Company.**
4. Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in favour of the special depository account with NSDL.
5. While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the shares of the Target Company and a No Objection Certificate/ Tax Clearance Certificate from the Income-Tax authorities under the Income-tax Act, 1961, indicating the rate at which the tax is to be deducted by the Acquirers before remitting the consideration. In case the previous RBI approvals are not submitted, the Acquirers reserve the right to reject such Shares tendered. In case the aforesaid No Objection Certificate/ Tax Clearance Certificate is not submitted, the Acquirers will deduct tax at the currently prevailing rate as advised by their tax advisors on the entire consideration amount payable to such NRI / OCB /Non-domestic companies / Other persons who are not resident in India. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of shares), the shareholder should obtain a tax clearance certificate from the assessing officer certifying the net income chargeable to capital gains tax. Alternatively, the Shareholders can submit a certificate from a Chartered Accountant certifying the cost of acquisition / net income that will be chargeable to capital gains. In the absence of the above tax would be deducted on the entire consideration paid to the shareholders.
6. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted at any of the Collection Centers of Link Intime India Private Limited as mentioned elsewhere in the Letter of Offer.
7. The Form of Acceptance-cum-Acknowledgement along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar of the Offer at any of the collection centres on all days (excluding Saturdays, Sundays and Public holidays) during the business hours i.e. (Mondays to Fridays between 10.00 a.m. to 4.30 p.m. All queries pertaining to this Offer may be directed to the Registrar to the Offer.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.

FORM OF WITHDRAWAL
BOMBAY RAYON FASHIONS LIMITED - OPEN OFFER

(Please send this form with enclosures to Link Intime India Private Limited at any of the collection centres as mentioned in the Letter of Offer)

OFFER OPENS ON : Wednesday, May 20, 2009

LAST DATE OF WITHDRAWAL: Friday, June 05, 2009

OFFER CLOSES ON : Wednesday, June 10, 2009

From: _____

Name: _____

Address: _____

Tel No.: _____ **Fax No.:** _____ **Email:** _____

To,
The Acquirers : AAA United B.V.
C/o Link Intime India Private Limited, C-13,
Pannalal Silk Mills Compound, L B S Marg,
Bhandup (W), Mumbai -400078

Dear Sir,

Sub: Open Offer to acquire 17,420,000 equity shares of Rs.10/- each representing 20% of the paid-up equity capital of Bombay Rayon Fashions Limited by AAA United B.V. ("Acquirer") along with Aktieselskabet af 1/8 2004 (referred to as Persons Acting in Concert) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("Regulations").

I/We refer to the Letter of Offer dated May 05, 2009 for acquiring the Equity Shares held by me/us in Bombay Rayon Fashions Limited

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/we further authorise the Acquirers to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirers/Manager to the Offer/Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or mentioned overleaf as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. Friday, June 05, 2009.

I/We note that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirers will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the Depositories from time to time.

----- Tear Here -----

ACKNOWLEDGEMENT SLIP- WITHDRAWAL FORM (BRFL- Open Offer)

Sr. No. _____

Received from Mr./Ms./ M/s. _____

Address: _____

Physical shares: Folio No. _____ / Demat shares: DP ID _____ ; Client ID: _____

Stamp of Collection Centre

Signature of Official: _____, Date of Receipt: _____

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Ledger Folio No(s):

S. No.	Certificate No(s)	Distinctive No(s)		No. of Shares
		From	To	
(In case the space provided is inadequate, please attach a separate sheet with details)				
Total No. of Equity Shares				

I/We hold the following Shares in dematerialised form and had done an off-market transaction for crediting the shares to the "LIPL BRFL OFFER ESCROW ACCOUNT" as per the following particulars:-

DP Name: Stockholding Corporation of India Limited	DP ID: IN301330	Client ID: 20665688
---	------------------------	----------------------------

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our Shares have been tendered are as detailed below:-

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I/We note that the shares will be credited back only to that depository account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised shares, I/we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

Full name(s) of the Holder(s)		PAN Number(s)	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all shareholders must sign.

Place: _____ Date: _____

INSTRUCTIONS

- Shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days i.e. by Friday, June 5, 2009 prior to the close of the Offer, i.e. Wednesday, June 10, 2009
- The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance-cum-Acknowledgement.
- In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company. The facility of partial withdrawal is available only to registered shareholders.
- The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar of the Offer at any of the collection centres on all days (excluding Saturdays, Sundays and Public holidays) during the business hours i.e. (Mondays to Fridays between 10.00 a.m. to 4.30 p.m. All queries pertaining to this Offer may be directed to the Registrar to the Offer.

----- Tear Here -----

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID /Client ID

Link Intime India Private Limited
(Unit: BRFL-Open Offer)
C-13, Pannalal Silk Mills Compound, LBS Marg,
Bhandup West, Mumbai – 400 078
Tel: +91 22 2596 0320 Fax: +91 22 2596 0329