**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is sent to you as a shareholder(s) of **Century 21st Portfolio Limited.** If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

**OPEN OFFER**

By

**Mr. Hemraj Baid**

H. No. 8-2-684/4/40/1, Road No. 12, Banjara Hills, Hyderabad – 500 034

Tel No. : 040-24525204 Fax. : 040 – 66461474

&

**Mrs. K. Anasuya**

402, Malaya-2, Jayabharathi Gardens, KKPY Junction, Hyderabad-500 018; Tel No. :040-23801249

To acquire 6,00,900 equity shares of Rs. 10/- each representing 20% of subscribed capital, from the existing shareholders of CPL (other than parties to the Agreements), at a price of Rs. 8.40 per fully paid share ("Offer Price") and Re.0.90 per partly paid shares payable in cash. However, only 5,37,700 fully paid Equity Shares representing 38.48% of voting capital are available in public as on date, of

**CENTURY 21ST PORTFOLIO LIMITED (CPL)**

Regd. Off.: 404, Mayfair Gardens, Road No. 12, Banjara Hills, Hyderabad – 500 034.

Telefax No.: 040- 66684220

These shares will be acquired in cash, in accordance with regulation 20 (2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as 'Regulations') from the existing shareholders of CPL.

This Offer is being made in compliance with regulation 10 & 12 and other provisions of Chapter III and in compliance with the Regulations.

The Offer is subject to receiving the necessary approval(s), if any, from the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders. In case of acceptances from Non-Resident shareholders, the Acquirers would after the closure of the Offer, make the requisite applications to RBI to obtain its approval for transfer of such shares of CPL to the Acquirers. There are no other statutory approvals required to acquire equity shares that are tendered pursuant to this Offer.

**Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of Closure of the Offer i.e. on or before March 04, 2009 (Wednesday).**

If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of Closure of the Offer i.e. **February 26, 2009 (Thursday)** or withdrawal of the Offer in terms of the regulation, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable for all the shares tendered any time during the Offer & accepted under the Offer.

The Offer is not conditional and not subject to any minimum level of acceptance from Shareholders.

**There was no competitive bid.**

**As the Offer Price cannot be revised during 7 working days prior to the Closing date of the Offers, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly.**

The Public Announcement, Corrigendum to Public Announcement and this Letter of Offer including the Form of Acceptance cum Acknowledgement and Form of Withdrawal would also be available on SEBI's website at www.sebi.gov.in.

| MANAGER TO THE OFFER | REGISTRAR TO THE OFFER |
|---|---|
| **Ashika Capital Limited**<br>1008, 10th Floor, Raheja Centre,<br>214, Nariman Point, Mumbai-400021;<br>Tel: 022-66111700;<br>Fax:022-66111710<br>E-Mail: mbd@ashikagroup.com<br>Contact Person: Ms. Nimisha Joshi | **Venture Capital and Corporate Investments Private Limited,**<br>12-10-167, Bharat Nagar,<br>Hyderabad-500 018;<br>Tel.:040- 23818475/76; Fax: 040-23868024<br>E-mail: info@vccilindia.com<br>Contact Person: Mr. P.V. Srinivas |

**THE SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:**

| Activity | Date | Day |
|---|---|---|
| Public Announcement | January 01, 2009 | Thursday |
| Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent) | January 24, 2009 | Saturday |
| Last date for a Competitive Bid | January 22, 2009 | Thursday |
| Corrigendum to Public Announcement | February 05, 2009 | Thursday |
| Date by which Letter of Offer will be posted to shareholders | February 11, 2009 | Wednesday |
| Date of Opening of the Offer | February 18, 2009 | Wednesday |
| Last date for revising the Offer Price / No. of equity Shares | February 26, 2009 | Thursday |
| Last date of withdrawal of tendered application by the shareholders of Target Company | March 04, 2009 | Wednesday |
| Date of Closing of Offer | March 09, 2009 | Monday |
| Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired equity shares and/or the unaccepted equity shares / Share Certificate(s) will be dispatched / credited | March 24, 2009 | Tuesday |

**RISK FACTORS:**

**Relating to the Transaction:**

1. The Share Purchase Agreements (Agreements) contains a clause that it is subject to the provisions of the Regulations and in case of non-compliance with any of the provisions of the Regulations, the Agreements for such sale shall not be acted upon by the Sellers or the Acquirers.

**Relating to the Offer:**

2. The Offer involves an offer to acquire 6,00,900 equity shares of Rs. 10/- each representing 20% of subscribed capital of CPL from its shareholders. In case of oversubscription of total no. of shares in the Offer, the Acquirer will accept fully paid shares on firm basis and partly paid shares on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

3. The shares tendered in the physical form will lie with the Registrar to the Offer, till the completion of the Offer formalities. The Acquirers make no assurance with respect to the market price of the shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.

**Relating to the Acquirers:**

4. The Acquirers make no assurance with respect to the future financial performance of the Target Company or with respect to their investment/divestment relating to their proposed shareholding in the Target Company.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of CPL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of CPL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

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## 1. ABBREVIATIONS / DEFINITIONS

| | |
|---|---|
| **Acquirers** | Mr. Hemraj Baid and Mrs. K. Anasuya |
| **ASE** | Ahmedabad Stock Exchange Limited, Ahmedabad |
| **BSE** | Bombay Stock Exchange Limited, Mumbai, |
| **DSE** | Delhi Stock Exchange Limited, New Delhi |
| **Eligible Persons for the Offer** | All owners of shares registered or unregistered of CPL (who own shares at any time prior to the Closure of the Offer) except Parties to the Agreement |
| **FEMA** | Foreign Exchange Management Act, 1999 |
| **Form of Acceptance** | Form of Acceptance cum Acknowledgement |
| **Form of Withdrawal** | Form of Withdrawal cum Acknowledgement |
| **LOO or Letter of Offer** | Offer Document |
| **LSE** | Ludhiana Stock Exchange Limited, Ludhiana |
| **Manager to the Offer** | Ashika Capital Limited |
| **Negotiated Price** | Rs. 1.30 per share |
| **Offer** | Cash Offer being made by the Acquirers to acquire 6,00,900 equity shares of Rs. 10/- each representing 20% of subscribed capital from the existing shareholders of CPL (other than parties to the Agreements) at a price 8.40 per fully paid share ("Offer Price") and Re. 0.90 per partly paid share payable in cash. However only 5,37,700 fully paid equity shares representing 38.48% of voting capital are available in public. |
| **Offer Price** | Rs. 8.40 per fully paid up share and Re.0.90 per partly paid up share |
| **PA / Public Announcement** | Announcement of the Offer made by Acquirers on January 01, 2009 and February 05, 2009 |
| **Promoters Sellers** | Mr T. Suryaprakasa Rao, Mrs. M.A.Rajeswari, Mrs.R. Pushpalatha, Mr. K. Suryanarayna Murthy |
| **CPL/Target Company** | Century 21st Portfolio Limited |
| **RBI** | Reserve Bank of India |
| **Registrar to the Offer/ Registrar** | Venture Capital and Corporate Investments Private Limited |
| **SEBI** | Securities and Exchange Board of India |
| **SEBI (SAST) Regulations or Regulations** | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent amendments thereof |
| **Specified Date** | Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of CPL, to whom the Letter of Offer will be sent, i.e. January 24, 2009 |

## 2. DISCLAIMER CLAUSE

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CENTURY 21ST PORTFOLIO LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS 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 THE ACQUIRERS ARE 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 ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER ASHIKA CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 13, 2009 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 1997 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.**

## 3. DETAILS OF THE OFFERS

### 3.1. Background of the Offer

a) This Open Offer ('Offer') is being made by **Mr. Hemraj Baid and Mrs. K. Anasuya** (hereinafter referred to as 'Acquirers') pursuant to regulation 10 & 12 of the Regulations with the prime object to have substantial acquisition of shares/voting rights accompanied with the change of control and management of the company.

b) On December 26, 2008, the Acquirers have entered into Share Purchase Agreements with the existing Promoter Group of the Target Company (hereinafter referred to as 'Sellers') to acquire in aggregate 7,60,000 fully paid-up equity shares of Rs.10/- each, representing 54.36% of voting capital and 25.30% of subscribed capital of the Target company, at a price of Rs. 1.30 per share ('Negotiated Price'), payable in cash and the details are as under:

| Name of the Acquirer(s) | Name and address of the Seller(s) | No. of Shares | % of Voting Capital | % of Subscribed Capital |
|---|---|---|---|---|
| Mr. Hemraj Baid | Mr. T. Suryaprakasa Rao<br>405, My Home Glory Apartment,<br>Masab Tank, Hyderabad. | 1,90,000 | 13.59% | 6.324% |
| | Mrs. M.A.Rajeshwari<br>204, Dattasai Towers, Road No. 1,<br>Banjara Hills, Hyderabad. | 1,90,000 | 13.59% | 6.324% |
| Mrs. K. Anasuya | Mrs. R. Pushpalatha<br>2A Palani Towers, 31, V.N. Road,<br>T. Nagar, Chennai – 600 017. | 1,90,000 | 13.59% | 6.324% |
| | Mr. K. Suryanarayna Murthy<br>Flat No. 102, Himagiri Towers, Phase -<br>3, Kalyan Nagar, Hyderabad. | 1,90,000 | 13.59% | 6.324% |
| | **Total** | **7,60,000** | **54.36%** | **25.30%** |

c) **Salient features of the Agreements are mentioned below**:

i. The Sellers have agreed to sell to the Acquirers 7,60,000 Equity shares aggregating to 25.30% of subscribed capital and 54.36% of voting capital of the Company, at a price of Rs.1.30 per share, and the Acquirers have agreed to purchase the said transaction shares.

ii. That the shares under Agreements are free from all charges, encumbrances or liens and are not subject to any lock in period.

iii. The Acquirers had paid a sum of Rs.9,88,000/- (Rupees Nine Lakh Eighty Eight Thousand only) to the Sellers on execution of the Agreements.

iv. That the Sellers agree to abide by their obligations as contained in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, as amended from time-to-time.

v. The sale and purchase of the Sale Shares shall be subject to compliance with the provisions of the Takeover Regulations. In case of non-compliance of any provisions of the Regulations, the agreement for such sale will not be acted upon by the Sellers or the Acquirers.

d) The proposed change in control is consequent to the Agreement whose salient features are described in 3.1 (c) above.

e) The Acquirers, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under SEBI Act. No action has been taken by SEBI against the Acquirers, Target Company, and its Promoters/Directors under SEBI Act or under any of the Regulations made under the SEBI Act.

f) For the purpose of this Offer, there is no Person Acting in Concert as per the provisions of the regulation 2(1)(e) of the Regulations.

g) The Acquirers have not entered into any separate non-compete agreement with the Sellers. There is no non-compete agreement between the Acquirers and the Target Company or any other entity as envisaged under regulation 20(8) of the Regulations. No additional payment is being made by the Acquirers as non-compete fee.

h) After completion of all formalities relating to the acquisition and after complying with formalities required by the Regulations, the Board of Directors might be reconstituted to include other nominee(s) of the Acquirers.

i) Mr. K. Ravikumar, spouse of Mrs. K. Anasuya is already on the Board of Directors of CPL and therefore he undertakes that he will recuse himself and not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the offer.

j) The shares acquired under the offer shall be free from lien, charges and encumbrances of any kind whatsoever.

k) The offer is unconditional and not subject to any minimum level of acceptance.

l) This is not a competitive bid.

m) During the 12 months period preceding the date of this PA, Mr. Hemraj Baid, one of the Acquirers, has acquired 1,00,000 partly paid equity shares (paid up to the extent of Rs. 2.50 each) i.e. 3.33% of paid up capital on 20$^{th}$ July, 2008 (50,000 Shares) and 4$^{th}$ September, 2008 (50,000 Shares) at a price of 25 paise per share. Thereafter, he paid allotment money @ Rs. 7.50 per share and shares were transferred in his favor in the Board Meeting held on 25.10.2008. As a result, his holding became 7.15 % of voting capital of the Target Company.

n) Irrespective of the outcome of the Agreements, the Acquirers would complete the Offer formalities under the Regulations.

### 3.2. Details of the Proposed Offer

a) The Acquirers made a Public Announcement of the Offer, which was published in all Editions of **Financial Express** (English), **Jansatta** (Hindi) and **Prajashakti** (Telugu) on January 01, 2009, in compliance with regulation 15(1) of the Regulations. A Corrigendum to PA was also published in the same Newspapers on February 05, 2009. The Public Announcement and Corrigendum to PA is also available on SEBI's website at www.sebi.gov.in.

b) The Acquirers propose to acquire 6,00,900 equity shares of Rs. 10/- each representing 20% of subscribed capital from the existing shareholders of CPL (other than parties to the Agreements), at a price of Rs. 8.40 per fully paid share ("Offer Price") and Re.0.90 per partly paid shares, payable in cash. However, only 5,37,700 fully paid Equity Shares representing 38.48% of voting capital are available in public as on date.

c) The Offer is not subject to any minimum level of acceptance. The Acquirers will acquire all Equity Shares of CPL that are tendered in terms of this Offer up to a maximum of 6,00,900 equity shares.

d) The Manager to the Offer i.e. Ashika Capital Limited does not hold any shares in the Target Company as on date. It declares and undertakes that it shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the offer till the expiry of 15 days from the date of closure of Offer.

e) The Acquirers have not acquired any shares of CPL after the date of Public Announcement and up to the date of this Letter of Offer.

### 3.3. Object of the Offer

a) The Offer has been made pursuant to regulations 10 & 12 and other provisions of Chapter III and in compliance with the Regulations.

b) The prime object of the Offer is to have substantial acquisition of shares/ voting rights accompanied with the change of control and management of the company.

c) The Acquirers are interested in taking over the management and control of CPL. The Acquirers are planning to expand their business of Equity Brokerage Services, Commodity Brokerage Services, Personal financial Services such as financial Planning including the distribution of mutual funds, savings products, life insurance products, etc. They also want to derive the benefit of listed company through this acquisition.

d) The Acquirers do not currently intend to dispose of or otherwise encumber any significant assets of the Target Company in the next two years, except such disposals or encumbrances in the ordinary course of business of the Target Company and / or for the purposes of restructuring, rationalizing and / or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Further, the Acquirers 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. BACKGROUND OF THE ACQUIRERS

### 4.1. Information about Acquirers:

a) **Mr. Hemraj Baid,** son of Shri Jaichandlal Baid, aged about 43 years, is residing at 8-2-684/4/40/1, Road No.12, Banjara Hills, Hyderabad-500 034. Tel No.040-24525204.

b) He is a qualified Company Secretary and is a Bachelor in Law (LLB). He is having around 15 years of experience in the industrial and capital market related areas including trading and investment in shares and commodities.

c) The networth of Mr. Hemraj Baid as on 30.09.2008, as certified by Shri Giridhar Toshniwal (Membership No.205140), Partner of M/s. PPKG & Co., Chartered Accountants, having office at #4-1-371, 3rd Floor, Kundas Estate, Beside Hotel Jaya International, Abids, Hyderabad-01; Tel No.: 040-66132176 Fax No.: 040–24761320, vide certificate dated 26.11.2008, is Rs.120.11 Lakhs.

d) **Mrs. K.Anasuya,** W/o of Shri K. Ravi Kumar, aged about 46 years, is residing at 402, Malaya-2, Jayabharathi Gardens, KKPY Junction, Hyderabad-500 018.Tel No.040-23801249.

e) She has done a Masters Degree in Commerce. She has around 10 years of working experience in Sir CRR College, Eluru. Since last 6 years she is doing the business of designing garments as a proprietor in the name of Shri Sai Designers. Besides this, she is also into financial activities of investments and trading in shares.

f) The networth of Mrs. K. Anasuya as on 30.09.2008, as certified by Shri Giridhar Toshniwal (Membership No.205140), Partner of M/s. PPKG & Co., Chartered Accountants, having office at #4-1-371, 3rd Floor, Kundas Estate, Beside Hotel Jaya International, Abids, Hyderabad-01; Tel No.: 040-66132176 Fax No. : 040 – 24761320, vide certificate dated 26.11.2008, is Rs.28.25 Lakhs.

g) Mr. Hemraj Baid and Mrs. K. Anasuya are friends.

h) The Acquirers have not entered into any formal agreement with respect to acquisition of shares through this Offer and acting together under an informal understanding.

i) Apart from the present agreement, one of the Acquirers Mr. Hemraj Baid has acquired 1,00,000 equity shares as mentioned in para 3.1.(m) of this Letter of Offer. The Acquirer has complied with regulation 7(1) & 7(2) of the Regulations for the said acquisition.

j) Mr. Hemraj Baid and Mrs. K. Anasuya are not on the Board of any listed company.

k) The details of the companies promoted by Mr. Hemraj Baid are given in the below para. However, none of these entities are participating/interested in this Offer.

1. **Harvy Comtrade Ltd.**

The company is having registered office at 21-2-141 & 142, Motilal Heeralal Complex, 2nd Floor, Charkaman, Charminar, Hyderabad – 500 002 and was originally incorporated under the name and style of "Comet Corporate Finance Private Limited" on 10th March, 1995 under the Companies Act, 1956. The name of company was changed to "Harvy Comtrade Private Limited" which subsequently changed to "Harvy Comtrade Limited" and a fresh Certificate of Incorporation consequent on Change of Name was obtained from Registrar of Companies, Andhra Pradesh on 7th April, 2005. The Authorised Capital of the company as on date, is Rs. 200.00 Lakhs divided into 20,00,000 equity shares of Rs.10/- each. The Company is not a Sick Industrial Company. The shares of the company are not listed on any Stock Exchange. The company is engaged in the business of online commodity broking. The company is a member of MCX (Membership code 12030) and NCDEX (Membership No.CO-04-00501). There are no complaints pending against them.

Brief financials based on Audited Accounts for the last three years are given below:

(Amount – Rs. in Lakhs)

| Particulars | 31.03.2008 (Audited) | 31.03.2007 (Audited) | 31.03.2006 (Audited) |
|---|---|---|---|
| Equity Share Capital | 200.00 | 200.00 | 200.00 |
| Share Application Money | 0.30 | 0.30 | 0.00 |
| Reserve & Surplus | 30.03 | 29.98 | 26.92 |
| Profit/Loss A/c Dr. Balance | 21.48 | 0.00 | 0.00 |
| **Net Worth** | **208.85** | **230.28** | **226.92** |
| Total Income | 23.35 | 55.92 | 177.42 |
| Profit After Tax (PAT) | (21.48) | 3.06 | 25.19 |
| Earnings Per Share (EPS) in Rs. | (1.07) | 0.15 | 1.26 |
| Net Asset Value (NAV) per share in Rs. (equity share of Rs.10/- each) | 10.43* | 10.01* | 11.35* |

Source: Audited financial statements

* Networth considered for calculation of NAV is after deduction of Share Application Money

2. **Harvy Stocktrade Private Limited**

The company is having registered office at 21-2-141 & 142, Motilal Heeralal Complex, 2nd Floor, Charkaman, Charminar, Hyderabad – 500 002, was incorporated under the name and style of "Harvy Stocktrade Private Limited" on 7th January, 2005 under the Companies Act, 1956 and a Certificate of Incorporation was obtained from Registrar of Companies, Andhra Pradesh. The Authorised Capital of the company as on date, is Rs. 1.00 Lakh divided into 10,000 equity shares of Rs.10/- each. The Company is not a Sick Industrial Company. The shares of the company are not listed on any Stock Exchange. The company is Sub Broker of Angel Capital and Debt Market Limited (SEBI Regn. INB 230600236), a member of National Stock Exchange of India Ltd and Registration No. allotted is INS233157234/23-06002 and also Sub Broker of Angel Broking Limited (SEBI Regn. No. INB 010996539), a member of Bombay Stock Exchange Limited and Registration No. allotted is INS 012706334 / 01-09965. The company is engaged in the business of investments and securities trading/broking.

Brief financials based on Audited Accounts for the last three years are given below:

(Amount – Rs. in Lakhs)

| Particulars | 31.03.2008 (Audited) | 31.03.2007 (Audited) | 31.03.2006 (Audited) |
|---|---|---|---|
| Equity Share Capital | 1.00 | 1.00 | 1.00 |
| Share Application Money | 18.20 | 12.70 | 0.70 |
| Reserve & Surplus | 2.27 | 0.97 | 0.12 |
| Misc. Exp. to the extent not written off | 0.01 | 0.03 | 0.04 |
| **Net Worth** | **21.46** | **14.64** | **1.78** |
| Total Income | 43.87 | 25.06 | 0.49 |
| Profit After Tax (PAT) | 1.30 | 0.85 | 0.09 |
| Earnings Per Share (EPS) in Rs. | 13.00 | 8.50 | 0.90 |
| Net Asset Value (NAV) per share in Rs. (equity share of Rs.10/- each) | 11.79* | 19.40* | 10.80* |

Source: Audited financial statements

* Networth considered for calculation of NAV is after deduction of Share Application Money

3. **H V Capital Services Private Limited**

The company is having registered office at 21-2-141 & 142, Motilal Hiralal Complex, Charkaman, Hyderabad – 500 002, was originally incorporated under the name and style of "Nischit Consultants Private Limited" on 2nd February, 2005 under the Companies Act, 1956. The name of company was subsequently changed to "HV Capital Services Private Limited" and a fresh Certificate of Incorporation consequent on Change of Name was obtained from Registrar of Companies, Andhra Pradesh on 6.10.2005.The Authorised Capital of the company as on date, is Rs. 1.00 Lakhs divided into 10,000 equity shares of Rs.10/- each. The Company is not a Sick Industrial Company. The shares of the company are not listed on any Stock Exchange. The company is engaged in the Business of financial services.

Brief financials based on Audited Accounts for the last three years are given below:

(Amount – Rs. in Lakhs)

| Particulars | 31.03.2008 (Audited) | 31.03.2007 (Audited) | 31.03.2006 (Audited) |
|---|---|---|---|
| Equity Share Capital | 1.00 | 1.00 | 1.00 |
| Share Application Money | 25.00 | 21.80 | 0.80 |
| Reserves and Surplus | 0.00 | 0.21 | 0.17 |
| Profit and Loss A/c | 1.05 | 0.00 | 0.00 |
| **Net Worth** | **24.95** | **23.01** | **1.97** |
| Total Income | 3.78 | 2.85 | 1.10 |
| Profit After Tax (PAT) | (1.26) | 0.04 | 0.14 |
| Earnings Per Share (EPS) in Rs. | (12.6) | 0.40 | 1.40 |
| Net Asset Value (NAV) per share in Rs. (equity share of Rs.10/- each) | (0.50)* | 12.10* | 11.70* |

Source: Audited financial statements

* Networth considered for calculation of NAV is after deduction of Share Application Money

l) Mrs. K. Anasuya is the proprietor of Sri Sai Designers, doing the business of designing garments since past 6 years and the certified financials are given in the below para:

(Amount – Rs. in Lakhs)

| Particulars | 31.03.2008 | 31.03.2007 | 31.03.2006 |
|---|---|---|---|
| Capital | 8.04 | 7.41 | 6.62 |
| Total Income | 4.58 | 6.48 | 4.26 |
| Net Profit | 2.19 | 2.16 | 1.02 |

**4.2. Disclosures in terms of regulation 16(ix) of the Regulations:**

a) The Acquirers are interested in taking over the management and control of CPL. The Acquirers are planning to expand their business of Equity Brokerage Services, Commodity Brokerage Services, Personal financial Services such as financial Planning including the distribution of mutual funds, savings products, life insurance products, etc. They also want to derive the benefit of listed company through this acquisition.

b) The Acquirers do not currently intend to dispose of or otherwise encumber any significant assets of the Target Company in the next two years, except such disposals or encumbrances in the ordinary course of business of the Target Company and / or for the purposes of restructuring, rationalizing and / or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Further, the Acquirer undertakes 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 Future Plans / strategies of Acquirer with Regard to the Target Company:**

The Acquirers are interested in taking over the management and control of CPL. The Acquirers are planning to expand their business of Equity Brokerage Services, Commodity Brokerage Services, Personal financial Services such as financial Planning including the distribution of mutual funds, savings products, life insurance products, etc. through their existing setup as well as opening of new centres/offices. They also want to derive the benefit of listed company through this acquisition.

**5. DISCLOSURE IN TERMS OF REGULATION 21(2)**

In the event, pursuant to this Offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirers will not delist the Target Company but they will, in accordance with regulation 21(2) of the Regulations, facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchange within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with the other applicable regulatory provisions.

**6. BACKGROUND OF THE TARGET COMPANY- CPL**

**6.1. Brief History and Main Areas of Operations:**

a) CPL was incorporated as a public limited company in the name and style of 'Century 21st Portfolio Limited' on 27.02.1986 under the Companies Act, 1956 in the Union Territory of New Delhi .The Company has obtained Certificate of Commencement of Business from the Union Territory of New Delhi on 17.03.1986. The registered office of the company was shifted from the State of Delhi to the State of Andhra Pradesh vide Company Law Board Order dated 28.11.2008. The Registered Office of the company is presently situated at 404, Mayfair Gardens, Road No. 12, Banjara Hills, Hyderabad – 500 034; Telefax : 040-66684220.

b) The Authorised Share Capital of the company is Rs. 350.00 Lakhs comprising of 35,00,000 Equity Shares of Rs. 10/- each. The Issued and Subscribed capital is Rs. 300.44 Lakh comprising of

30,04,400 Equity Shares of Rs. 10/- each. The Paid up share capital is Rs. 179.94 Lakh comprising of 13,97,700 fully paid up Equity Shares of Rs. 10/- each and 16,06,700 partly paid up Equity Shares (paid-up to the extent of Rs. 2.50 each). As per Article 77(b) of the Articles of Association of the Target Company, no member shall be entitled to exercise any voting rights in respect of shares on which any calls or other sums presently payable by him have not been paid.

c) There are no shares under lock-in period.

d) The main objects of the Target Company inter alia include, activities to carry on business of investors, pawners, bargainers, underwriters, brokers, dealers, financers, concessionaries, contractors, booking agents, proprietors, managers, trustees, advertisers, portfolio investment and of and to subscribe for, undertake, acquire and hold and sell all kinds of securities, shares, debentures, scripts, bonds, bills of exchanges, letters of credit, stock and other securities, to provide investment banking services and provide other financing activities. The Company is presently engaged in trading of commodities on MCX/NCDX and trading of shares.

e) The equity shares of CPL are listed on Bombay Stock Exchange Limited, Mumbai (BSE), Ahmedabad Stock Exchange Limited, Ahmedabad, (ASE), The Delhi Stock Exchange Limited, New Delhi, (DSE) and The Ludhiana Stock Exchange Limited, Ludhiana, (LSE).

f) The company came out with its maiden Public Issue of 22,40,000 equity shares of Rs. 10/- each for cash at par aggregating to Rs. 224.00 Lakhs on 9th May, 1995. The objects of the issue were to meet the need of its expanding business namely Leasing and Hire Purchase and to part finance its diversification into Merchant Banking activities, to enhance its borrowing power through expanded net worth, to enlist the equity shares of the company at recognized stock exchanges and to meet the expenses of the issue. Even after the public issue not much of the activities could be carried out by the company because of non receipt of major amount of allotment money.

g) The present promoters acquired 7,60,000 fully paid equity shares of Rs. 10/- each of the Target Company representing 25.30% of the subscribed capital of 30,04,400 equity shares at a price of Re. 1/- per share ('the Negotiated Price') through a Share Purchase Agreement dated February 24, 2000. They made an Open Offer to the shareholders of Target Company, in compliance with the Regulations, for acquisition of 9,01,320 equity shares of Rs. 10/- each being 30% of the subscribed capital of the company, divided into 93,400 fully paid up shares representing 11% of the voting capital and balance 8,07,920 partly paid up shares of CPL at a price Rs. 5/- per fully paid up share and Rs. 1.25 per partly paid up share being paid in cash. The Open Offer was opened on April 29, 2000 and closed on May 28, 2000. All the formalities of the said Open Offer under the Regulations were complied with.

h) As per the available records, there are no major shareholders in the Target Company.

i) As per the available records, there were no inter-se transfers in the Target Company after previous takeover in the year 2000 by the present promoters.

**6.2 Share Capital Structure of CPL:**

| Paid-up Equity Shares | No. of Shares/Voting Rights | % Shares/Voting Rights |
|---|---|---|
| Fully Paid-up Equity shares | 13,97,700/13,97,700 | 46.52%/100% |
| Partly Paid-up Equity shares | 16,06,700/Nil | 53.48%/Nil |
| Total paid-up Equity shares | 30,04,400/13,97,700 | 100%/ 100% |

**6.3 Current Capital Structure of the Company:**

| Date of Allotment | No and % of Shares Issued | | Cumulative Paid-Up Capital (Rs.) | Mode of Allotment | Identity of Allottees (Promoters/ Ex-Promoters/Others) | Status of Compliance |
|---|---|---|---|---|---|---|
| | No. | % | | | | |
| At the time of incorporation | 700 | 0.02 | 7,000 | Subscription to Memorandum | Subscribers to Memorandum | Complied |
| 21.01.1991 | 2,750 | 0.09 | 34,500 | Further Issue | Ex-Promoters/ Others | Complied |
| 23.03.1994 | 2,01,300 | 6.70 | 20,47,500 | Further Issue | Ex-Promoters/ Others | Complied |
| 31.12.1994 | 3,40,000 | 11.32 | 54,47,500 | Further Issue | Ex-Promoters/ Others | Complied |
| 31.01.1995 | 80,000 | 2.67 | 62,47,500 | Further Issue | Ex-Promoters/ Others | Complied |
| 30.03.1995 | 1,35,250 | 4.50 | 76,00,000 | Further Issue | Ex-Promoters/ Others | Complied |
| 15.06.1995 | 22,44,400 | 74.70 | 300,44,000 | Public Issue | Public | Complied |
| **TOTAL** | **30,04,400** | **100.00** | | | | |

**6.4** There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity shares at any later date.

**6.5** The trading in shares of Target Company has been suspended by all the concerned Stock Exchanges due to non – compliances under Listing Agreement. However, as on date, the Target Company has complied with the applicable clauses of the Listing Agreement entered into with the Stock Exchanges except payment of Listing Fees to DSE, ASE and LSE. The revocation of suspension is awaited from BSE on compliances with the listing agreement clauses of the Stock Exchange.

**6.6** The Company has addressed all investor's complaints as and when received and there is no pending complaint as on date.

**6.7 Present Composition of the Board of Directors of CPL:**

As on date of PA [January 01, 2009], the Directors on the Board of CPL were:

| Sr. No | Name | Address | Qualification | Experience | Date of Appointment |
|---|---|---|---|---|---|
| **1** | Mr. T. Suryaprakasa Rao | 405, Myhome Glory Apartment, Masab Tank, Hyderabad – 500 004. | B.E. | ▪ More than 20 years of experience in own proprietary business of agro based products. | 08.02.2001 |
| **2** | Mrs. M.A. Rejeswari | 204, Dattasai Towers, Road No. 1, Banjara Hills, Hyderabad – 500 034. | B.Sc., BL | ▪ More than 25 years of experience in the field of Human Resource | 08.02.2001 |

| | | | | | |
|---|---|---|---|---|---|
| | | | | Development and in the profession of Law | |
| **3** | Mr. K. Satyanandam | 910, Varuna Block, My Home Nawadeepa, Kondapur, Hyderabad. | M.S | ▪ More than 35 years of experience in the field of software development and Worked with various companies including IBM . | 03.03.2000 |
| **4** | Mr. K. Ravikumar | 402, Malaya -2, Jayabharti Gardens, Hyderabad – 500 018. | B.Com, ACS | ▪ 28 years experience in industry and profession | 30.04.2008 |

None of the above Directors are representing the Acquirers except Mr. K. Ravikumar

**6.8** The Shares of CPL were not traded on January 01, 2009 i.e. the date of PA.

**6.9** There has been no merger / de-merger or spin off involving CPL in the past three years.

**6.10** The Promoters/Sellers have complied with the regulations 8(1) & 8(2) for the years 2001 to 2008. However, there were delays in compliances by the Target Company with Chapter II of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto. There was delay of 3999 days for the year 1997 in compliance with regulation 6(2) and 6(4), 3654 days for the year 1998,3289 for the year 1999, 2923 days for the year 2000, 2556 days for the year 2001, 2191 days for the year 2002, 1528 days for the year 2003,1162 days for the year 2004, 797 days for the year 2005, 432 days for the year 2006, 66 days for the year 2007 and 60 days for the year 2008 in compliance with regulation 8(3).SEBI may initiate appropriate action against the Target Company under SEBI Act for delayed compliances. The Target Company has complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto for acquisition of shares by one of the acquirers Mr.Hemraj Baid.

**6.11 Financial Information:**

Brief audited financials of CPL for the last 3 Years and certified financials for six months ended 30.9.2008 is as follows:

**Profit & Loss Statement**

(Rs. in Lakhs)

| For the Year/period ended | 30.9.2008 (Certified) | 31.03.2008 (Audited) | 31.03.2007 (Audited) | 31.03.2006 (Audited) |
|---|---|---|---|---|
| | | | | |
| Income | 11.99 | 13.91 | 4.50 | 3.34 |
| Other Income | 1.10 | 0.00 | 1.03 | 0.00 |
| **Total Income** | **13.09** | **13.91** | **5.53** | **3.34** |
| Total Expenditure | 4.13 | 11.03 | 4.37 | 3.24 |
| Profit/(Loss) before Interest, Dep.& Tax | 8.96 | 2.88 | 1.16 | 0.10 |
| Depreciation | 1.03 | 0.73 | 0.31 | 0.32 |
| **Profit/(Loss) before Tax** | **7.93** | **2.15** | **0.85** | **(0.22)** |
| Provision for Tax | 0.00 | 0.81 | 0.21 | 0.00 |
| **Profit/(Loss) after Tax** | **7.93** | **1.34** | **0.64** | **(0.22)** |
| **Bal. Brought Forward from earlier years** | **(37.99)** | **(39.33)** | **(39.97)** | **(39.75)** |
| **Bal. Transferred to Balance Sheet** | **(30.08)** | **(37.99)** | **(39.33)** | **(39.97)** |

**Balance Sheet Statement**

(Rs. in Lakhs)

| As at | 30.9.2008 (Certified) | 31.03.2008 (Audited) | 31.03.2007 (Audited) | 31.03.2006 (Audited) |
|---|---|---|---|---|
| **Sources of Funds:** | | | | |
| Share Capital | 179.94 | 155.56 | 147.06 | 139.12 |
| Miscellaneous Expenditure | 1.10 | 1.10 | 1.66 | 2.21 |
| Profit and Loss A/c (Debit Balance) | 30.08 | 37.99 | 39.33 | 39.97 |
| **Net worth** | **148.76** | **116.47** | **106.07** | **96.94** |
| **Total** | **148.76** | **116.47** | **106.07** | **96.94** |
| **Application of Funds:** | | | | |
| Net Fixed Assets | 1.84 | 1.27 | 1.66 | 0.49 |
| Investments | 14.30 | 0.00 | 0.00 | 0.00 |
| Net Current Assets | 132.62 | 115.20 | 104.41 | 96.45 |
| **Total** | **148.76** | **116.47** | **106.07** | **96.94** |

**Other Financial Data**

| For year ended | 30.09.2008 | 31.03.2008 | 31.03.2007 | 31.03.2006 |
|---|---|---|---|---|
| Dividend (%) | Nil | Nil | Nil | Nil |
| EPS (Rs.) | 0.44 | 0.09 | 0.04 | (0.02) |
| Return on Net worth (%) | 5.33 | 1.18 | 0.60 | (0.23) |
| Book Value per share (Rs.) | 8.27 | 7.49 | 7.21 | 6.97 |

*Source: Annual Reports*

*Note:*
*Networth = Equity Share Capital + Reserves and Surplus -Misc. Expenses – Profit & Loss Account (debit balance)*
*EPS = Profit after Tax / No. of shares outstanding*
*Return on Net Worth = Profit after Tax / Net Worth*
*Book Value per Share = Net Worth / No. of shares outstanding*

**Reason for rise / fall in Total Income and Profit after Tax:**
There was an increase in profit in the year 2006-07 compare to previous years because the company diversified its activities in the business of online commodity trading and there was overall cost control in place during the year.
In the years 2007-08 there was increase in the business of online commodity trading along with overall cost control and as a result profit also increased.

**6.12 Pre and Post-Offer Shareholding Pattern of CPL (Based on Subscribed Capital):**

| Shareholders' Category | Shareholding & Voting Rights prior to the Agreement(s)/ Acquisition and 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 | |
|---|---|---|---|---|---|---|---|---|
| | (A) | | (B) | | (C) | | (A)+(B)+(C)=(D) | |
| | No. | % | No. | % | No. | % | No. | % |
| **1. Promoter Group** | | | | | | | | |
| a) Parties to Agreement | 7,60,000 | 25.30 | (7,60,000) | (25.30) | Nil | Nil | Nil | Nil |
| b) Promoters other than (a) above | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Total (a+b)** | **7,60,000** | **25.30** | **(7,60,000)** | **(25.30)** | **Nil** | **Nil** | **Nil** | **Nil** |
| **2. Acquirer** | | | | | | | | |
| a) Mr. Hemraj Baid | 1,00,000 | 3.33 | 3,80,000 | 12.65 | 6,00,900 | 20.00 | 14,60,900 | 48.63 |
| b) Mrs. K. Anasuya | Nil | Nil | 3,80,000 | 12.65 | | | | |
| **Total (a+b)** | **1,00,000** | **3.33** | **7,60,000** | **25.30** | **6,00,900** | **20.00** | **14,60,900** | **48.63** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **3. Parties to Agreement Other than (1) (a) & (2)** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **4. Public (Other than Promoters, Acquirer)** | | | | | | | | |
| a. FIs/MFs/FIIs/Banks, SFIs | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| b. Others | 21,44,400 | 71.37 | Nil | Nil | (6,00,900) | (20.00) | 15,43,500 | 51.37 |
| **Total (a+b)** | **21,44,400** | **71.37** | **Nil** | **Nil** | **(6,00,900)** | **(20.00)** | **15,43,500** | **51.37** |
| **GRAND TOTAL (1+2+3+4)** | **30,04,400** | **100.00** | **Nil** | **Nil** | **Nil** | **Nil** | **30,04,400** | **100.00** |

**6.13 Pre and Post-Offer Shareholding Pattern of CPL (Based on Voting Capital):**

| Shareholders' Category | Shareholding & Voting Rights prior to the Agreement(s)/ Acquisition and 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 | |
|---|---|---|---|---|---|---|---|---|
| | (A) | | (B) | | (C) | | (A)+(B)+(C)=(D) | |
| | No. | % | No. | % | No. | % | No. | % |
| **1. Promoter Group** | | | | | | | | |
| c) Parties to Agreement | 7,60,000 | 54.37 | (7,60,000) | (54.37) | Nil | Nil | Nil | Nil |
| d) Promoters other than (a) above | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Total (a+b)** | **7,60,000** | **54.37** | **(7,60,000)** | **(54.37)** | **Nil** | **Nil** | **Nil** | **Nil** |
| **2. Acquirer** | | | | | | | | |
| a) Mr. Hemraj Baid | 1,00,000 | 7.15 | 3,80,000 | 27.18 | 5,37,700 | 38.48 | 13,97,700 | 100.00 |
| b) Mrs. K. Anasuya | Nil | Nil | 3,80,000 | 27.18 | | | | |
| **Total (a+b)** | **1,00,000** | **7.15** | **7,60,000** | **54.37** | **5,37,700** | **38.48** | **13,97,700** | **100.00** |
| **3. Parties to Agreement Other than (1) (a) & (2)** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **4. Public (Other than Promoters, Acquirer)** | | | | | | | | |
| c. FIs/MFs/FIIs/Banks, SFIs | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| d. Others | 5,37,700 | 38.48 | Nil | Nil | (5,37,700) | (38.48) | Nil | Nil |
| **Total (a+b)** | **5,37,700** | **38.48** | **Nil** | **Nil** | **(5,37,700)** | **(38.48)** | **Nil** | **Nil** |
| **GRAND TOTAL (1+2+3+4)** | **13,97,700** | **100.00** | **Nil** | **Nil** | **Nil** | **Nil** | **13,97,700** | **100.00** |

**6.14** There are 560 equity shareholders under Public category as on 30.09.2008.

**6.15** Clause 49 of the Listing Agreement on Corporate Governance is not applicable to Target Company since the paid up capital of CPL is less than Rs. 3 Crores.

**6.16** As per the Balance Sheet as at 31st March, 2008, contingent liability is for disputed Income Tax Liability of Rs. 4,08,368/- for Assessment year 1997-98, against which the company filed an appeal. The appeal is partly allowed vide order dated 8.8.2008.

**6.17** Name and Contact details of the Compliance Officer:
**Mr. Y.S.V. Purnachandra Rao**
404, Mayfair Gardens,
Road No. 12, Banjara Hills,
Hyderabad – 500 034.
Telefax: 040-66684223

**6.18** There is no change in the Share holding of the Promoter Group after their acquisition in the year 2000 as mentioned in para 6.1(g) of this Letter of Offer.

## 7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 7.1. Justification of Offer Price:

1. The equity shares of CPL are listed on Bombay Stock Exchange Limited, Mumbai, (BSE), Ahmedabad Stock Exchange Limited, Ahmedabad, (ASE), The Delhi Stock Exchange Limited, New Delhi, (DSE) and The Ludhiana Stock Exchange Limited, Ludhiana, (LSE). The shares of the company are not traded on any other Stock Exchanges under Permitted Category.

2. The annualized trading turnover during the preceding 6 calendar months prior to the month in which PA is made i.e. August 2008 to January 2009 (both Inclusive) at the Stock Exchange(s) is as under: -

| Name of Stock Exchange | Total No. of Shares traded during 6 calendar months prior to the month in which PA was made | Total No. of listed Shares | Annualized Trading turnover (in terms of % to total listed shares) |
|---|---|---|---|
| BSE | Nil | 30,04,400 | Nil |
| ASE | Nil | 30,04,400 | Nil |
| DSE | Nil | 30,04,400 | Nil |
| LSE | Nil | 30,04,400 | Nil |

Based on the information available, the shares of CPL are deemed to be infrequently traded on all the stock exchanges in terms of Explanation (i) to regulation 20(5) of the Regulations and hence, the Offer Price has been determined taking into account the following parameters:

| | | | |
|---|---|---|---|
| a) | Negotiated Price under the Agreement | : | Rs.1.30 per share |
| b) | Highest Price paid by the Acquirers for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA | : | Re. 0.25 # |
| c) | **Other Parameters based on the Certified Accounts for the half year ended 30.09.2008** | | |
| | Book Value per Equity Share (Rs.) | : | 8.27 |
| | Earnings Per Equity Share (Rs.) | : | 0.88* |
| | Return on Net worth (%) | : | 10.66* |

# Amount paid for partly paid share

** Annualised*

3. Calculation of Offer Price of Partly paid share as per regulation 20(10) is as under:

| Particulars | Amount (Rs.) |
|---|---|
| Offer Price for fully paid up share | 8.40 |
| Less: Amount due towards Calls in Arrears | 7.50 |
| **Offer Price for partly paid up share** | **0.90** |

4. In view of the above, the offer price of Rs. 8.40 per fully paid-up share and Re. 0.90 per partly paid-up share is justified in terms of the regulation 20 of the Regulations.

5. If the Acquirers acquire shares after the PA and upto seven working days prior to closure of the Offer at a price higher than the Offer Price, the highest price paid for such acquisitions shall be payable for all the acceptances received under this Offer as per the Regulation 20(4) of the SEBI (SAST) Regulations, 1997. Any revision in the Offer Price shall be notified by advertisement in the same newspapers in which the Public Announcement dated January 01, 2009 (Thursday) appeared.

### 7.2. Financial Arrangements:

1. The total fund requirement for the Offer assuming full acceptance of the Offer would be Rs. 50,47,560/- (Rupees Fifty Lakh Forty Seven Thousand Five Hundred Sixty Only) (assuming all the

fully paid shares will be surrendered in open offer i.e. 6,00,900 fully paid up equity shares of Rs. 10/- each at a price of Rs. 8.40 per share).

2. In accordance with the provisions of regulation 28 of the Regulations, the Acquirers have created an Escrow Account and deposited an amount of Rs. 12,75,000/- (Rupees Twelve Lakh Seventy Five Thousand only) in the Account Number 00600350066220 opened with HDFC Bank Limited, Maneckji Wadia Building, Ground Floor, Nanik Motwane Marg, Fort, Mumbai–400 023 Tel.: 022-66573535; Fax: 022-22705520 (Escrow Account). The amount placed in the Escrow Account is more than 25% of the maximum consideration payable under the offer. The Manager to the Offer is authorised to operate and release the value of the Escrow Account in terms of the Regulations and accordingly HDFC Bank Limited have issued a Letter dated December 31, 2008 in favour of Manager to the Offer confirming the same.

3. The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own Networth and no borrowings from any Bank and/or Financial Institutions are envisaged. Shri Giridhar Toshniwal (Membership No.205140), Partner of M/s. PPKG & Co., Chartered Accountants, having office at #4-1-371, 3rd Floor, Kundas Estate, Beside Hotel Jaya International, Abids, Hyderabad-01; Tel No.: 040-66132176 Fax No. : 040–24761320 vide certificate dated 27.12.2008 has confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.

4. Total obligation required for fulfilling open offer as well as Share Purchase Agreement (SPA) is as under:

| **Particulars** | **Amount (Rs.)** |
|---|---:|
| Share Purchase Agreement | 9,88,000 |
| Open Offer Obligation | 50,47,460 |
| **Total Obligation Required** | **60,35,460** |

The above obligation amount proposed to be met out of the liquid assets of the Acquirers such as cash and bank balances, shares and gold.

5. Based on the above, the Manager to the Offer is satisfied that the Acquirers have the ability to implement the Offer in accordance with the Regulations and firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

## 8. TERMS AND CONDITIONS OF THE OFFER

1. This Offer is being made to all the equity shareholders of CPL (other than parties to the Agreement) whose names appear on the Register of Members of CPL at the close of business hours on January 24, 2009 (Saturday) ['Specified date'] and to also those persons, who own the equity shares at any time prior to closure of the Offer, but are not registered shareholders.

2. The Letter of Offer, specifying the detailed terms and conditions, together with the Form of Acceptance-cum- Acknowledgement ("Form of Acceptance"), Form of Withdrawal and Transfer Deed (for shareholders holding equity shares in the physical form only) is being mailed to those shareholders of CPL whose names appear on the Register of Members of CPL at the close of business hours on January 24, 2009 (Saturday) ['Specified Date']. Owners of equity shares at any time prior to the closure of the Offer but not registered as shareholder(s) are also eligible to participate in the Offer. No Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed to the parties to the Agreement.

3. All owners of the shares, Registered or Unregistered (except the parties to the Agreement) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer.

4. Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not

invalidate the Open Offer in any manner whatsoever. A copy of the letter of offer (including Form of Acceptance) is expected to be available on SEBI's Website (http://www.sebi.gov.in) during the period the offer is open and may also be downloaded from the website for participating in the Offer.

5. None of the Shares of CPL as on date are under lock-in.

6. Attention of the shareholders is invited to the fact that the Letter of Offer along with the form of Acceptance would also be available on the SEBI web site at www.sebi.gov.in and eligible persons may download the Form of Acceptance cum Acknowledgement from the website for participating in the offer.

7. In case the number of shares validly tendered in the Offer by the shareholders of CPL are more than the shares to be acquired under the Offer (i.e. 6,00,900 equity shares) then the acquisition of the shares from each shareholder will be as per the provision of regulation 21(6) of the Regulations on a proportionate basis subject to a minimum of 100 shares or the entire holding if less than 100 shares in case of physical mode from each shareholder accepting this Offer, as per the provisions of the Regulations. The rejected applications/ documents will be sent by Registered Post.

8. The payment of acquisition of shares will be made by the Acquirer in Cash through a crossed Demand Draft/Pay Order to the equity Share holders of CPL whose equity share certificates and other documents are found in order and accepted, with in 15 Days from the date of Closing of the Offer. The Acquirer undertakes to pay interest pursuant to Regulation 22 (12) to the shareholders for the delay, if any, in payment of consideration.

9. The Offer is subject to receiving necessary approval(s), if any, from Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments there to for acquiring equity shares tendered by Non Resident Shareholders, if any.

10. No other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer.

11. In case of non-receipt of statutory approvals within time, SEBI has a power to grant extension of time to Acquirer for payment of consideration to the shareholders, who have accepted the Offer, subject to Acquirer agreeing to pay interest as directed by SEBI under Regulation 22(12) of the Regulations.

12. The form of Acceptance along with Share Certificate (s) and other documents delivered as per the requirements mentioned above, shall become acceptance on your part, but will become a fully valid and binding contract between you and the Acquirer only upon the fulfillment of all the conditions mentioned herein.

13. Equity Shares tendered in the Offer by the Shareholders of CPL shall be free from lien, charges and encumbrances of any kind whatsoever.

14. Equity Shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the Shareholder(s) of CPL may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares tendered under the offer prior to the date of closure of the offer.

15. As per the provisions of Section 196D (2) of the Income Tax Act, 1961 ('Income Tax Act'), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor ('FII') as defined in section 115 AD of the Income Tax Act. However, while tendering their Equity Shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non-resident shareholders will be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax

authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

16. The consideration to those shareholders whose Shares or share certificates and /or other documents are found complete, valid and in order and accepted by Acquirer in part or in full will be made within 15 Days from the date of closing of the Offer. The Acquirer undertake to pay interest pursuant to regulation 22(12) to the shareholders for the delay, if any, in payment of consideration. The consideration will be paid by crossed account payee cheques/demand drafts. Such considerations in excess of Rs. 1500/- or unaccepted Share Certificate(s), transfer deed(s) and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder/unregistered owner. All dispatches involving payment of a value upto Rs.1,500/- will be made under certificate of posting at the shareholders sole risk.

## 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

1. Shareholders who hold the shares of CPL and wish to tender their equity shares pursuant to the Offer will be required to submit the Form of Acceptance, original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrars to the Offer, **Venture Capital and Corporate Investments Private Limited** at their office mentioned below, so as to reach on or before the closure of the Offer, i.e. March 09, 2009 (Monday), in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance.

| Name & Address | Contact Person | Mode of Delivery |
|---|---|---|
| **Venture Capital and Corporate Investments Pvt. Limited**<br>12-10-167, Bharat Nagar,<br>Hyderabad-500 018;<br>Tel.: 040-23818475, 23818476;<br>Fax:040- 23868024;<br>E-mail: info@vcclindia.com; | Mr. P.V.Srinivas | Hand Delivery<br>Registered Post / Speed Post |

The documents can be tendered at the above centre between Monday to Friday from 10.30 am to 1.00 pm and 2.00 pm to 4.00 pm and on Saturdays from 10.00 am to 2.00 pm. The Registrars to the Offer will be closed on Sundays and other Public Holidays.

The equity shareholders who cannot hand deliver their documents at the address referred to above may send the same by registered post/ speed post, at their own risk, to the Registrar to the Offer at their office at Hyderabad, so as to reach their office on or before the closure of the Offer i.e. March 09, 2009 (Monday).

2. Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other relevant documents are complete in all respects; otherwise the same is liable to be rejected.

3. Shareholders who wish to tender their shares under this offer should enclose the following documents duly completed:

a) 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 Certificate(s).
- **Original Share Certificate(s).**
- Valid share Transfer Deed / 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 CPL and duly witnessed at the appropriate place.

**Unregistered Shareholders should enclose:**

- **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, or application on plain paper.
- **Original share certificate(s).**
- **Original broker contract note.**
- **Valid share Transfer Deed / Form(s)** as received from market.

The details of buyer should be left blank failing which, the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) differs from the Specimen signature(s) recorded with CPL or are not in the same order, such shares are liable to be rejected under the open offer even if the Offer has been accepted by bonafide owner of such shares.

4. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent, failing which, the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):
   i. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired. In case succession certificate has not been obtained, the legal heir may approach the registrar.
   ii. Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
   iii. No objection certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
   iv. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

5. The share certificate(s), share transfer form, Form of Acceptance-cum-Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer, at the address mentioned above. **It should not be sent to the Manager to the Offer or the Acquirer or the Target Company.**

6. In case of unregistered owners or shareholders who have not received the Letter of Offer, they may send their consent to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. March 09, 2009 (Monday), No indemnity is required from the unregistered owners.

**Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer**.

Shareholders of CPL who have sent their equity shares for transfer should submit, Form of Acceptance duly completed and signed, copy of the letter sent to CPL (for transfer of said shares) and acknowledgement received thereon and valid share transfer form.

The eligible persons can write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the Closure of the Offer.

Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI's website at www.sebi.gov.in from the date of opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI's website and apply in the same.

7. Non resident shareholders should also enclose copy of permission received from RBI for the shares held by them in CPL and 'no-objection' certificate / tax clearance certificate from the Income Tax authorities under Income Tax Act, 1961, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid 'no-objection' certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the shareholder, on the entire consideration amount payable.

8. The equity shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so upto three working days prior to the date of the Closure of the Offer i.e. on or before March 04, 2009 (Wednesday). The withdrawal option can be exercised by submitting the 'Form of Withdrawal' (separately enclosed with Letter of Offer) to the Registrar to the Offer, so as to reach them on or before March 04, 2009 (Wednesday). In case of non-receipt of 'Form of Withdrawal', the withdrawal option can be exercised by making an application on plain paper along with the following details:
   a) **In case of Physical Shares:** Name, Address, distinctive numbers, folio nos., number of shares tendered/withdrawn, and shares withdrawn by the shareholders would be returned by the Registered post.

   Shares [Physical form] withdrawn by the shareholders would be returned by the Registered post.

   **The form of Withdrawal can also be downloaded from SEBI's website www.sebi.gov.in or obtained from the Manager/ Registrar to the Offer.**

9. The Registrar to the Offer will hold in trust the Shares / Share Certificates, Transfer Deed(s), Shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

10. Unaccepted Share Certificate(s), transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

11. The payment consideration for shares accepted under the offer may be made through Electronic Clearing services (ECS) at specified centers where clearing houses are managed by the Reserve Bank of India, and/or Direct Credit/NEFT/RTGS and/or through warrants/Demand Drafts payable at par. You are requested to give the authorization for payment in Electronic Mode in the form of Acceptance cum Acknowledgement and enclose a photocopy of cheque/along with the Form of Acceptance cum Acknowledgement.

12. For those applicants, who have opted for physical mode of payment and applicants whose payment consideration is not credited by electronic mode due to technical error or incomplete/ incorrect bank account details, payment consideration will be dispatched through Speed Post/Registered post. Such payment consideration will be made by warrants/Demand Drafts payable at par at places where the address of the shareholder is registered.

## 10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Offer, **Ashika Capital Limited**, 1008, 10$^{th}$ Floor, Raheja Centre, 214, Nariman Point, Mumbai-400 021, on any working day between 10.00 A.M. to 2.00 P.M. during the period the Offer is open i.e., from February 18, 2009 (Wednesday) to March 09, 2009 (Monday):

i) Copy of Share Purchase Agreement(s) executed between Acquirers & Sellers dated December 26$^{th}$ 2008, which triggered off the Offer.
ii) Memorandum & Articles of Association of CPL along with Certificate of Incorporation.

iii) Copy of Prospectus of CPL dated 7.3.1995.
iv) Audited results of CPL for the financial years ended 31.03.2006, 31.03.2007 and 31.03.2008 Certified financials for the half year ended 30.9.2008.
v) Memorandum & Articles of Association along with Certificate of Incorporation and Audited Annual Reports for the relevant years of the companies promoted by the Acquirer.
vi) Chartered Accountant's Certificate dated 26.11.2008 certifying the Net worth of the Acquirers.
vii) Chartered Accountant's Certificate dated 27.12.2008 certifying the adequacy of financial resources with Acquirers to fulfill the Open Offer obligations.
viii) Letter from HDFC Bank Ltd. dated 31.12. 2008 confirming the amount kept in an escrow account and empowering the Manager to the Offer in accordance with the Regulations.
ix) Published copies of the Public Announcement made on 1.1.2009 and Corrigendum to PA made on 05.02.2009.
x) Copy of the Letter No. CFD/DCR/TO/SKM/152486/09 dated February 02, 2009 from SEBI in terms of Provisions of regulation 18(2).
xi) Other relevant documents such as:
  a. Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer dated 27.12. 2008.
  b. Copy of consent letter from Registrar dated 27.12. 2008 for acting as registrar to the issue.
  c. Copies of undertakings from Target Company and the Acquirers.

## 11. DECLARATION BY THE ACQUIRERS

The Acquirers accept full responsibility for the information contained in PA made in this regard, Letter of Offer and also for the obligations of the Acquirers as laid down in SEBI (SAST) Regulations 1997 and subsequent amendments thereof.

The Manager to the Offer hereby states that the persons signing this Letter of Offer are the Acquirers.

Sd/-

**Hemraj Baid**

Sd/-

**K. Anasuya**

Place: Hyderabad
Date: February 09, 2009.

**Attached: Form of Acceptance cum Acknowledgement and Withdrawal**

THIS PAGE IS INTENTIONALLY LEFT BLANK

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

**Date:**

**From:**

Tel.: Fax: E-mail:

To

**Venture Capital and Corporate Investments Private Limited,**
**(Unit : - Century 21st Portfolio Limited)**
12-10-167, Bharat Nagar,
Hyderabad-500 018;

Dear Sir,

**Sub: Open Offer to acquire 6,00,900 equity shares of Rs. 10/- each representing 20% of subscribed capital from the existing shareholders of CPL (other than parties to the Agreements), at a price of Rs. 8.40 per fully paid share ("Offer Price") and Re.0.90 per partly paid shares, payable in cash. However, only 5,37,700 fully paid Equity Shares representing 38.48% of voting capital are available in public as on date.**

I/We refer to the Letter of Offer dated February 09, 2009 for acquiring the equity shares held by me/us in **Century 21st Portfolio Limited.**

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

**For Shares in Physical Form**

I/We hereby irrevocably & unconditionally 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:

| Sl. No. | Regd. Folio Number | Share Certificate Number | Distinctive Numbers | | Number of Equity Shares |
|---|---|---|---|---|---|
| | | | From | To | |
| | | | | | |
| | | | | | |
| | | | | | |
| Total No. of Shares | | | | | |

*(In case the space provided is inadequate, please attach a separate sheet with the details)*

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We confirm that the equity shares of, **Century 21st Portfolio Limited** which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize 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 Acquirer to return to me/us, share certificate(s)/ shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirers and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UPC as may be applicable at my/our risk, the draft/cheque, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirers to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirers to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirers are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

So as to avoid fraudulent encashment in transit, the 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.

Please indicate (tick) the preferred mode of receiving the payment consideration and also enclose Photo Copy of cheque.

**1. Electronic Mode :** ☐ **2. Physical Mode :** ☐

| Sr. No. | Particulars Required | Details |
|---|---|---|
| 1. | Bank Name | |
| 2. | Complete address of the bank branch | |
| 3. | Account type (Current/ Saving) | |
| 4. | Account No. | |
| 5. | 9 digit MICR Code | |
| 6. | IFSC Code (For RTGS/NEFT Transfers) | |

Yours faithfully,
Signed and delivered:

| | FULL NAME (S) | SIGNATURE (S) |
|---|---|---|
| First/sole Holder | | |
| Joint Holder 1 | | |
| Joint Holder 2 | | |
| Joint Holder 3 | | |

**Address of First/Sole Shareholder:** ____________________________________________

______________________________________________________________

Place: __________________ Date: ____________________

**Note:** In case of joint holding, all must sign. A Company must affix the common seal and furnish its corporate authorizations.

---------------------------------------------------------TEAR HERE-------------------------------------------------------

**S. No.** **(Acknowledgement Slip)**

**Venture Capital and Corporate Investments Private Limited,**
**(Unit:-Century 21st Portfolio Limited-Open Offer)**
12-10-167, Bharat Nagar, Hyderabad-500 018;
Tel.:040- 23818475/76; Fax: 040-23868024;E-mail: info@vccilindia.com

Received from Mr./Ms/Smt.:___________________________________
Address:__________________________________________________
Folio Number__________ DP ID________ Client ID________
Number of Share Certificates Enclosed _____________
Certificate Numbers _________
Total Number of Shares Enclosed: ______

| Signature of the Official Date of receipt | Stamp of Registrar to the Offer |
|---|---|
| | |

**Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the address mentioned above.**

**PLEASE USE THIS FORM ONLY IF YOU HAVE TENDERED THE SHARES AND WISH TO WITHDRAW YOUR APPLICATION**

**FORM OF WITHDRAWAL**

| | | |
|---|---|---|
| **You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to the Offer any time upto three working days prior to the date of closure of Offer i.e. on or before March 04, 2009 (Wednesday). In case you wish to withdraw your acceptance please use this form.** | **OFFER SCHEDULE** | |
| | **Offer Opens on** | **:February 18, 2009 (Wednesday)** |
| | **Last Date of Withdrawal** | **: March 04, 2009 (Wednesday)** |
| | **Offer Closes on** | **:March 09, 2009 (Monday)** |

*Please read the Instructions in Letter of Offer before filling-in this Form of Withdrawal*

**From:**

Tel.: Fax: E-mail:

**To**
**Venture Capital and Corporate Investments Private Limited,**
**(Unit : - Century 21st Portfolio Limited)**
12-10-167, Bharat Nagar,
Hyderabad-500 018;

Dear Sir,

**Sub: Open Offer to acquire 6,00,900 equity shares of Rs. 10/- each representing 20% of subscribed capital from the existing shareholders of CPL (other than parties to the Agreements), at a price of Rs. 8.40 per fully paid share ("Offer Price") and Re.0.90 per partly paid shares, payable in cash. However, only 5,37,700 fully paid Equity Shares representing 38.48% of voting capital are available in public as on date.**

I/We refer to the Letter of Offer dated February 09, 2009 for acquiring the equity shares held by me/us in **Century 21st Portfolio 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 authorize the Acquirer to return to me / us, the tendered 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 on or before the last date of withdrawal i.e. **March 04, 2009 (Wednesday).**

I / We note 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

I/we also note and understand that the Acquirers will return the original share certificate(s) share transfer deed(s) only on completion of verification of the documents, from time to time.

**For Shares held in Physical Form:**
The particulars of tendered original Share Certificate(s) and duly signed Transfer Deed(s) are detailed below:

| S. No. | Regd. Folio Number | Share Certificate Number | Distinctive Numbers | | Number of Equity Shares |
|---|---|---|---|---|---|
| | | | From | To | |
| | | | | | |
| | | | | | |
| **Total No. of Shares** | | | | | |

*(In case the space provided is inadequate, please attach a separate sheet with the details)*

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

Yours faithfully,
Signed and Delivered:

| | Full Name of the Shareholders | Address | Signature |
|---|---|---|---|
| First/sole Holder | | | |
| Joint Holder 1 | | | |
| Joint Holder 2 | | | |
| Joint Holder 3 | | | |

**Address of First/Sole Shareholder:**___________________________________________________________

____________________________________________________________________________________

**Note:** In case of joint holding, all must sign. A Company must affix the common seal and furnish its corporate authorizations.

Place: __________________ Date: ____________________

**INSTRUCTIONS**

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before 17.00 hours upto the last date of withdrawal i.e. **March 04, 2009 (Wednesday).**

2. Shareholders should enclose the following:-

   **Registered Shareholders should enclose:**
   - Duly signed and completed Form of Withdrawal.
   - Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
   - In case of partial withdrawal, 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 Target Company and duly witnessed at the appropriate place.

   **Unregistered owners should enclose:**
   - Duly signed and completed Form of Withdrawal.
   - Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip.
   - The withdrawal of Shares will be available only for the Share certificates that have been received by the Registrar to the Offer.
   - The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
   - The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.
   - 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 CPL. The facility of partial withdrawal is available only on to the registered shareholders.

---------------------------------------------------------TEAR HERE-------------------------------------------------------

**S. No.** **(Acknowledgement Slip)**

**Venture Capital and Corporate Investments Private Limited,**
**(Unit:-Century 21st Portfolio Limited-Open Offer)**
12-10-167, Bharat Nagar, Hyderabad-500 018;
Tel.:040- 23818475/76; Fax: 040-23868024; E-mail: info@vccilindia.com

Received Form of Withdrawal from Mr. / Ms. / Smt: ___________________________________________
Address: ______________________________________________

______________________________________________
Folio Number_________ DP ID __________Client ID_________
Number of Shares tendered ___________
Number of Shares withdrawn ___________________

| Signature of the Official Date of receipt | Stamp of Registrar to the Offer |
|---|---|
| | |

**PRINTED MATTER**

**BOOK POST**

**To**

**If undelivered, please return to:**
**Venture Capital and Corporate Investments Private Limited,**
**(Unit:-Century 21st Portfolio Limited-Open Offer)**
12-10-167, Bharat Nagar, Hyderabad-500 018;
Tel.:040- 23818475/76; Fax: 040-23868024;
E-mail: info@vccilindia.com