LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder of Circuit Systems (India) Ltd., ('Target Company' or 'CSIL'). 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 sold your Shares, please hand over this Letter of Offer, the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed, if applicable, to the member of the Stock Exchange through whom the said sale was effected.

CASH OFFER

pursuant to and in compliance with regulations 10, 11(1) and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 & subsequent amendments thereto ('Regulations').

BY

MR. PARESH N. VASANI ('ACQUIRER')

Residing at 350, Satyagraha Chhavani, Lane 18, Satellite, Ahmedabad- 380015; **Tel. No.** +91 – 79 -2676 6465

To acquire up to 31,40,000 fully paid-up equity shares of the face value of Rs. 10 each ('Equity Shares') representing 20% of the Voting Capital ('Offer' or 'Open Offer') at Rs. 16.00 (Rupees Sixteen only), including Applicable Interest, per fully paid-up Equity Share of Rs. 10 each ('Offer Price') payable in cash of

CIRCUIT SYSTEMS (INDIA) LIMITED

having its registered office at B-24, GIDC Electronics Estate, Sector-25, Gandhinagar – 382 044

Tel. No.: +91 – 79 – 2328 7086 / 87 / 88; **Fax No.:** +91– 79 – 2328 7089

ATTENTION:

a) This Open Offer is being made by the Acquirer pursuant to the provisions of regulations 10, 11(1) and 12 of the Regulations for the purpose of consolidation of holding of the Acquirer in the Target Company and change in control of the Target Company.

b) The Offer is not a competitive bid.

c) The acceptance of Equity Shares in the Offer from shareholders who are persons resident outside India is subject to the receipt of the approval of the Reserve Bank of India ('RBI') under the Foreign Exchange Management Act, 1999 ('FEMA') and the rules and regulations made thereunder. The Acquirer will make necessary application to the respective authorities for their approval and acceptance of shares offered by such non-residents would be subject to such approvals being obtained. There are no other statutory approvals required to implement the Offer other than those specified above. If any other statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such other statutory approvals.

d) The Acquirer will have the right to make payments to resident Shareholders (as defined below) and non-resident Shareholders in respect of whom no RBI Approval is required and not accept Equity Shares from non-resident Shareholders in respect of whom prior RBI Approval is required in the event that the aforesaid RBI Approval is refused or delayed.

e) The Shareholders who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement (as defined below) and the Letter of Offer can withdraw the same upto 3 (three) working days prior to the Date of Closure of the Offer.

f) If there is any upward revision in the Offer Price or Offer Size (as defined below) prior to or on the last date for such revision 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 appeared. The Acquirer will pay such revised price for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer.

g) This offer is not conditional on any minimum level of acceptance by the Shareholders.

h) This document has not been filed, registered or approved in any jurisdiction outside India. Recipients of this document resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements.

i) As the offer price cannot be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.

j) There has been no competitive bid as on the date of this Letter of Offer.

k) The Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed (where applicable) are enclosed with the Letter of Offer

MANAGER TO THE OFFER

Prabhudas Lilladher
POWERING YOUR FINANCIAL GROWTH

PL CAPITAL MARKETS PVT. LTD.
3rd Floor, Sadhana House, 570, P.B.Marg,
Worli, Mumbai - 400 018
Tel:+91 - 22 - 6632 2222; **Fax:**+91-22 -6632 2229;
Website: www.plindia.com;
Email: csil@plindia.com;
Contact person: Mr. Ajesh Dalal/Mr. Bhavin Shah;
SEBI Registration No.: INM000011237

REGISTRAR TO THE OFFER

CAMEO

CAMEO CORPORATE SERVICES LTD.
Subramaniam Building, Road, No.1,
Club House Road, Chennai - 600 002;
Tel: +91 - 44 - 2846 0390; **Fax:**+91 - 44 - 2846 0129
Website: www.cameoindia.com;
E-mail: investor@cameoindia.com
Contact Person: Ms. Sreepriya K.
SEBI Registration No.: INR000003753

OFFER OPENS ON: THURSDAY, NOVEMBER 3, 2011

OFFER CLOSES ON: TUESDAY, NOVEMBER 22, 2011

A copy of Public Announcement and this Letter of Offer (including Form of Acceptance cum Acknowledgement and Form of Withdrawal) will also be available on SEBI's website at www.sebi.gov.in.

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date	
	Original	Revised
Public Announcement ('PA')Date	Wednesday, July 6, 2011	Wednesday, July 6, 2011
Specified date*	Wednesday, August 3, 2011	Wednesday, August 3, 2011
Last date for a competitive bid	Wednesday, July 27, 2011	Wednesday, July 27, 2011
Date by which individual Letters of Offer will be dispatched to the Shareholders	Tuesday, August 16, 2011	Saturday, October 29, 2011
Offer opening date	Friday, August 26, 2011	Thursday, November 3,2011
Last date for revising the Offer Price/ Offer Size	Monday, September 5, 2011	Wednesday, November 9, 2011
Last date for withdrawal ofacceptances by the Shareholders	Friday, September 9, 2011	Wednesday, November 16, 2011
Offer Closing Date	Wednesday, September 14, 2011	Tuesday, November, 22, 2011
Date by which acceptance/ rejection would be intimated and the corresponding payment for the acquired Equity Shares and/or the share certificates for the rejected/ withdrawn Equity Shares will be dispatched and/or credited to the beneficiary account in case of dematerialised Equity Shares	Wednesday, September 28, 2011	Monday, December 5, 2011

*****Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer ('LOF') will be sent. However, all owners (registered or unregistered) of the Equity Shares of the Target Company (except the Acquirer) are eligible to participate in the Offer any time before the Date of Closure of the Offer.Company) are eligible to participate in the Offer anytime before closure of the Offer.*

RISK FACTORS

RELATING TO THE OFFER AND THE ACQUIRER

- The acceptance of Equity Shares of non-resident Shareholders who validly tender their Equity Shares under this Offer and in respect of whom prior RBI Approval under FEMA is required shall be subject to the receipt of such approval from the RBI.

- The Acquirer will have the right to make payment to the resident Shareholders and non-resident Shareholders in respect of whom no approval is required from the RBI and not accept Equity Shares from such non-resident Shareholders in respect of whom prior approval of the RBI is required in the event of the aforesaid RBI approval being refused or delayed.

- In the event of regulatory approvals not being received in a timely manner or litigation leading to a stay on the Offer or the Securities and Exchange Board of India instructing that the Offer should not proceed, the Offer process may be delayed beyond the schedule indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Equity Shares have been accepted in the Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed. Shareholders should note that after the last date for withdrawal of acceptances under the Offer, Shareholders who have lodged the Equity Shares will not be able to withdraw them even if the acceptance of Equity Shares under the Offer and dispatch of consideration gets delayed. The tendered Equity Shares and documents will be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

- The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the Shareholders will not be able to trade such Shares. During such period there may be fluctuations in the market price of the Shares. Accordingly, the Acquirer makes 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 the decision by any Shareholder on whether to participate or not to participate in the Offer.

- In the event of oversubscription to the Offer, the acceptance of the Equity Shares tendered will be on a proportionate basis and will be contingent upon the level of subscription. The unaccepted Shares will be returned to the Equity Shareholders in accordance with the Schedule of Activities for the Offer.

OTHER PROBABLE RISKS INVOLVED

- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this LOF and the Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) would be doing so at his/her/their own risk.

- The Acquirer expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

- The Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company. Association of the Acquirer with CSIL/taking control of CSIL by the Acquirer does not warrant any assurance with respect to the future financial performance of CSIL.

- The Acquirer also makes no assurances with respect to his investment/ divestment decisions relating to his proposed shareholding in the Target Company.

The risk factors set forth above are not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirer, but are only indicative. They do not relate to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a Shareholder in the Offer. The Shareholders are advised to consult their stockbroker, investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

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1. DEFINITIONS

Unless the context otherwise indicates or requires in Letter of Offer, the following terms have the meanings given below:

Acquirer	Mr. Paresh N. Vasani
Acquired Shares	Shares acquired by the Acquirer from Mr. Maganbhai H. Patel and Mr. Anand A. Patel as described in paragraph 3.1.3 of the Letter of Offer
Act	The Companies Act, 1956 as amended from time to time
Applicable Interest	Interest @ 10% p.a for the period from the date on which the payment for the offer pursuant to the First Trigger Event ought to have been made till the date on which the payment will actually be made.
Board	Board of Directors of the Target Company
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Date of Closure	Tuesday, November 22,2011
Equity Share (s) / Share (s)	Fully paid-up equity shares of the face value of Rs. 10 each of CSIL
FY	Financial Year ended 31st March
First Trigger Event	The preferential allotment of 20 lac shares of the Target Company at an issue price of Rs 14 per share on March 31, 2010 which resulted in the Acquirer's shareholding exceeding the limit of 15% stated in regulation 10 and the Acquirer has accordingly triggered the provisions of the Regulations requiring the Acquirer to make an open offer on or before April 6, 2010
Form of Acceptance	Form of Acceptance cum Acknowledgement
Form of Withdrawal	Form of Withdrawal
INR or Rs.	Indian Rupees
LOF	This Letter of Offer
Manager to the Offer/Manager	PL Capital Markets Pvt. Ltd.
NSDL	National Securities Depository Ltd.
Offer/ Open Offer	Open offer to acquire upto 31,40,000 Equity Shares being 20% of the Voting Capital of the Target Company pursuant to regulations10,11(1) and 12 of the Regulations, at a price of Rs 16.00 (Rupees Sixteen only), including Applicable Interest per fully paid up Equity Share, payable in cash
Offer Price	Rs. 16.00 (Rupees Sixteen only), including Applicable Interest , per equity share
Offer Shares	Equity Shares representing 20% of the paid up equity share capital and voting Capital of CSIL consisting of 31,40,000 Equity Shares
Offer Size	20% of the paid up equity share capital and voting Capital of CSIL consisting of 31,40,000 Equity Shares at a price of Rs. 16.00 including Applicable Interest, per fully paid up Equity Share aggregating to Rs. 5,02,40,000.
PCB	Printed Circuit Boards
Person(s) eligible to participate in the Offer	All Shareholders (registered and unregistered) of Equity Shares of CSIL (other than the Acquirer) anytime before the closure of the Offer and whose Equity Shares have either reached the Registrar or credited to the Special Depository Account on or before the closure of the issue
Public Announcement (PA)	Public announcement of the Offer made by the Acquirer on July 6, 2011
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Cameo Corporate Services Limited
Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations 1997 and subsequent amendments thereto
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto
Second Trigger Event	Acquisition of the Acquired Shares by the Acquirer on June 30, 2011 and July 4, 2011
Sellers	Mr. Maganbhai H. Patel and Mr. Anand A. Patel

Shareholders / Equity Shareholders	All owners (registered and unregistered) of Equity Shares of the Target Company excluding the Acquirer
Specified Date	Wednesday, August 3, 2011
Special Depository Account	Depository account with Stock Holding Corporation of India Limited as Depository Participant, called 'Cameo Corporate Services Ltd Escrow A/c CSIL Open Offer'
Target Company	Circuit Systems (India) Ltd. ('CSIL')
Voting Capital	1,57,00,000 Equity Shares of the Target Company of Rs. 10 each as on December 7, 2011 i.e. 15 days post Date of Closure of the Offer

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

All the information including financial data unless otherwise specifically stated in this Letter of Offer are up to and as of the date of the PA i.e. July 6, 2011.

1. DISCLAIMER

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE 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 THE LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CSIL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES/CONTROL ARE 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 THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER. THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER, PL CAPITAL MARKETS PRIVATE LIMITED, HAS SUBMITTED A DUE-DILIGENCE CERTIFICATE DATED JULY 19, 2011. TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. 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.

The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer or in the Public Announcement or in any advertisement or other announcement issued by, or at the instance of the Acquirer and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so entirely at his/her/their own risk.

2. DETAILS OF THE OFFER

3.1 Background to the Offer

3.1.1 This Offer is being made by the Acquirer viz. Mr. Paresh N. Vasani to the shareholders (except the Acquirer) of CSIL having its registered office at B-24, GIDC Electronics Estate, Sector-25, Gandhinagar- 382044, in terms of regulation 10, regulation 11(1) and regulation 12 of the Regulations for the purpose of complying with the Regulations, consolidation of holding in the Target Company and change in control of the Target Company.

3.1.2 The Acquirer was allotted 20,00,000 equity shares of Rs. 10 each of CSIL at a premium of Rs 4 per share at the Board Meeting held on March 31, 2010, consequent to which the shareholding of the Acquirer increased from 6,48,090 equity shares (representing 5.40% of the pre allotment equity share capital) to 26,48,090 equity shares representing 16.87% of the post allotment equity share capital of the Target Company. This preferential allotment was authorised by appropriate resolutions passed at the meeting of the Board of Directors held on February 18 2010, at which meeting, it was also resolved to call for an extra-ordinary general meeting on March 20, 2010 to obtain approval of the shareholders in terms of Section 81(1A) of the Companies Act, 1956. Consequent to this preferential allotment on March 31, 2010, the Acquirer's shareholding has exceeded the limit of 15% stipulated in regulation 10 and the Acquirer has accordingly triggered the provisions of the Regulations requiring the Acquirer to make an open offer to the shareholders of the Target Company on or before April 6, 2010 ("First Trigger Event"). Had the Acquirer made the open offer as required by the Regulations, the last date for payment to shareholders would have been July 5, 2010. The Acquirer had not made the required Open Offer.

3.1.3 As on March 31, 2011, the Acquirer held 26,48,090 Equity Shares of Rs. 10 each representing 16.87% of the total paid up equity share capital of CSIL. On June 30, 2011 and July 4, 2011, the Acquirer purchased a total of 50,55,090 Equity Shares of Rs. 10 each of CSIL (the "Acquired Shares") from Mr. Maganbhai H. Patel and Mr. Anand A. Patel ('Sellers') representing 32.20% of the total paid up equity share capital and voting capital of CSIL for a total consideration of Rs. 6,60,89,564.70 ("Second Trigger Event").. On June 30, 2011, the Acquirer purchased from the open market 47,27,470 Equity Shares in two block deals done on the BSE at the rate of Rs. 12.85 per share for 41,27,470 shares and Rs. 14.13 per share for the remaining 6,00,000 shares. On July 4, 2011, the Acquirer purchased 3,27,620 Equity Shares from Mr. Maganbhai H. Patel in the open market on BSE at the rate of Rs. 13.96 per Equity Share. Consequent to the purchase of the Acquired Shares described above, the holding of the Acquirer in the Target Company increased to 77,03,180 Equity Shares of Rs. 10 each representing 49.07% of the total paid up equity share capital and voting capital of CSIL The Acquirer and Sellers are the Promoters of the Target Company.

3.1.4 SEBI has vide its letter of observation dated October 20, 2011 ("Letter of Observation") advised that the offer price be revised taking into account the price which is higher of (a) the price calculated on account of the First Trigger Event plus interest @ 10% p.a for the period from the date on which the payment for the offer pursuant to the First Trigger Event ought to have been made (July 5, 2010) till the date on which the payment will actually be made (December 5, 2011), and (b) the price calculated on account of the Second Trigger Event. Accordingly, as described in para 7.1.4, the offer price of Rs 14.75 per share stated in the PA now stands revised to Rs 16.00 per equity share, including Applicable Interest.

3.1.5 Since the acquisition of the Second Trigger Event does not meet with the conditions stipulated under regulation 3(1)(e) of the Regulations exempting the inter-se transfer of shares amongst Promoters from applicability of the Regulations, the change in control of the Target Company from the joint control of the three Promoters to the sole control of the Acquirer pursuant to the acquisition is also not exempt from the applicability of regulation 12 of the Regulations. Mr. Anand A. Patel continues to remain as a Promoter of the Target Company.

3.1.6 Details of the shareholdings of the Sellers & Acquirer Pre- acquisition of the Second Trigger Event are as under:

Name of the Sellers	No. of Equity Shares	% of total paid-up capital of the Target Company
Mr. Maganbhai H. Patel	44,55,090	28.38
Mr. Anand A. Patel	7,30,000	4.65
Total	**51,85,090**	**33.03**

Name of the Acquirer	No. of Equity Shares	% of total paid-up capital of the Target Company
Mr. Paresh N. Vasani	26,48,090	16.87

3.1.7 Details of the shareholdings of the Sellers & Acquirer Post- acquisition of the Second Trigger Event are as under:

Name of the Sellers	No. of Equity Shares	% of total paid-up capital of the Target Company
Mr. Maganbhai H. Patel	Nil	0.00
Mr. Anand A. Patel	1,30,000	0.82
Total	**1,30,000**	**0.82**

Name of the Acquirer	No. of Equity Shares	% of total paid-up capital of the Target Company
Mr. Paresh N. Vasani	77,03,180	49.07

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3.1.8 None of the Acquirer, Sellers or the Target Company have been prohibited by SEBI from dealing in securities under directions issued pursuant to Section 11B of SEBI Act or under any of the regulations made under the SEBI Act.

3.1.9 The Acquirer may reconstitute the Board of Directors of the Target Company pursuant to the provisions of regulation 22(7) of the Regulations.

3.2 **Details of the proposed offer:**

3.2.1 The PA was made on July 6, 2011 in the following newspapers, in accordance with regulation 15 of the Regulations:

Publications/Newspapers	Language	Editions
The Financial Express	English	All
Jansatta	Hindi	All
The Financial Express – Gujarati, being the regional language newspaper of the place where the registered office of the Target Company is situated	Gujarati	Ahmedabad
Navshakti being the regional language newspaper of the place where the Equity Shares of the Target Company are frequently traded	Marathi	Mumbai

(A copy of the PA is also available on the SEBI website at www.sebi.gov.in)

3.2.2 This Offer is being made under regulations 10, 11(1) and 12 of the Regulations pursuant to acquisition of 20,00,000 equity shares on March 31, 2010 resulting in the Acquirers shareholding exceeding the stipulated limit of 15% as stated in regulation 10 and pursuant to the consolidation of holdings and change in control of the Target Company pursuant to the block deals dated June 30, 2011 and July 4, 2011 made between the Acquirer and the Sellers. Pursuant to the above, the Acquirer makes this Offer to the Equity Shareholders (other than the Acquirer) to acquire up to an aggregate of 31,40,000 Equity Shares constituting 20% of the paid up equity share capital and voting capital of the Target Company at a price of Rs 16.00 (Rupees Sixteen only), including Applicable Interest, per Equity Share payable in cash, in accordance with the Regulations and subject to the terms and conditions mentioned in the Public Announcement and in this Letter of Offer circulated to the Shareholders in accordance with the Regulations.

3.2.3 There are no partly paid-up shares of the Target Company as on the date of PA. There are no outstanding instruments in the nature of warrants/fully convertible debentures/ party convertible debentures etc, which are convertible into equity later.

3.2.4 Pursuant to the Offer, the Acquirer proposes to acquire up to a maximum of 31,40,000 Equity Shares at Rs. 16.00, including Applicable Interest, for each fully paid-up Equity Share payable in cash and subject to the terms and conditions mentioned in the PA and in this LOF, representing 20% of the Voting Capital and aggregating Rs. 5,02,40,000 (Rupees five crore two lac forty thousand only). The Offer is subject to the receipt of certain approvals as set forth below in the section titled "Terms and Conditions of the Offer".

3.2.5 This is not a competitive bid. As of the date of this LOF, there has been no competitive bid.

3.2.6 The Offer is not conditional on any minimum level of acceptance by the Shareholders. The Acquirer will acquire all the fully paid-up Equity Shares of the Target Company that are validly tendered by the Shareholders in terms of the Offer up to 31,40,000 Equity Shares representing in aggregate 20% of the Voting Capital, subject to the conditions specified in the PA and this LOF. In case the number of Equity Shares validly tendered in the Offer is more than the Equity Shares to be acquired in the Offer, the acquisition of Equity Shares from each Shareholder will, subject to the terms and conditions specified in the LOF, be on a proportionate basis (as per the provisions of regulation 21(6) of the Regulations) in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot.

3.2.7 The Acquirer has not acquired or sold or traded in any Equity Shares of the Target Company during the 12 month period prior to the date of the PA except as described in paragraph 3.1.3.

3.2.8 Pursuant to the completion of all of the Offer formalities and assuming full acceptance in the Offer, the Acquirer will hold 1,08,43,180 Equity Shares constituting 69.07% of the issued and paid up Equity Share capital of the Target Company.

3.2.9 If the Acquirer acquires any Equity Shares in terms of regulation 20(7) of the Regulations, from the open market or through negotiations or otherwise, details of such acquisition will be disclosed by the Acquirer within 24 hours of such acquisition to the stock exchanges where the Equity Shares of the Target Company are listed and to the Manager to the Offer in terms of regulation 22(17) of the Regulations.

3.2.10 There are no persons acting in concert for the purpose of this Offer within the meaning of regulation 2(1)(e) of the Regulations.

3.2.11 The Manager to the Offer does not hold any Equity Shares in the Target Company.

3.2.12 In compliance with the requirements of regulation 24(5A) of the Regulations, the Manager to the Offer shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment till the expiry of the fifteen days period from the Date of Closure of the Offer.

3.2.13 As the Offer Price cannot be revised during the period of 7 working days prior to the Date of Closure of the Offer, it would, therefore, be in the interest of Shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly. In case the Offer Price is revised, the same shall be given to all Shareholders who validly tender their Equity Shares anytime during the Offer.

3.2.14 The LOF is being sent to those Shareholders of the Target Company (except the Acquirer) whose names appeared in the register of members of the Target Company and on the record of the depositories at close of business hours on the Specified Date, as required under the Regulations.

3.2.15 Equity Shares that are subject to any charge, lien or encumbrance, any court order/any other attachment/dispute are liable to be rejected in the Offer. Acceptance tendered in respect of Equity Shares of the Target Company that are the subject matter of litigation wherein the Shareholders of the Target Company may be prohibited from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected if the relevant directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Acquirer will acquire the Equity Shares together with all rights attached thereto, including the rights to all dividends, bonus and rights subsequently declared. The tender by any Shareholder of any Equity Shares in the Offer must be absolute, unconditional, and unqualified. Locked-in shares acquired in the Offer will be subject to the continuation of lock-in in the hands of Acquirer, in accordance with applicable SEBI regulations and guidelines.

3.2.16 Acquirer has not acquired any further Equity Shares after the date of PA and upto the date of Letter of Offer.

3.3 **Objects of the acquisition/Offer and future plans:**

3.3.1 As described in para 3.1.2 above, the Acquirer was allotted 20,00,000 equity shares of Rs. 10 each of CSIL at a premium of Rs 4 per share at the Board Meeting held on March 31, 2010.Consequent to this preferential allotment, the Acquirer‘s shareholding has exceeded the limit of 15% stipulated in regulation 10 and the Acquirer has accordingly triggered the provisions of the Regulations requiring the Acquirer to make an open offer to the shareholders of the Target Company. This offer is to comply with the requirements of regulation 10 of the Regulations. Due to delay in complying with the Regulations and as advised by SEBI in its Letter of observation, the Acquirer is making payment of Applicable Interest.

3.3.2 CSIL was promoted by Mr. Maganbhai H. Patel, Mr, Paresh N. Vasani and Mr. Anand A. Patel, and accordingly the Target Company has been under the control of the three Promoters. In the recent past Mr. Maganbhai H. Patel and Mr. Anand A. Patel have expressed a desire to be relieved of their responsibilities as Promoters and have agreed to sell a substantial part of their holding. Since the acquisition does not meet with the conditions stipulated under regulation 3(1)(e) of the Regulations exempting the inter se transfer of shares amongst Promoters from applicability of the Regulations, the Acquirer is making the Offer under regulation 11(1) of the Regulations.

3.3.3 Further, since the acquisition does not meet with the conditions stipulated under regulation 3(1)(e) of the Regulations exempting the inter-se transfer of shares amongst Promoters from applicability of the Regulations, the change in control of the Target Company from the joint control of the three Promoters to the sole control of the Acquirer pursuant to the acquisition cannot be exempt from the applicability of regulation 12 of the Regulations. Therefore, the acquisition of shares by the Acquirer from the Sellers has also attracted the provisions of regulation 12 of the Regulations, thus making it mandatory for the Acquirer to make this Offer under regulations 11(1) and 12 of the Regulations.

3.3.4 The Acquirer has undertaken that he does not have any plans to dispose off or otherwise encumber any asset of the Target Company in the next two years except in the ordinary course of business of CSIL. However, the Acquirer undertakes that he shall not sell, dispose off, or otherwise encumber any substantial assets of CSIL except with prior approval of the shareholders of CSIL and in accordance with and subject to applicable laws, permissions, contracts, etc.

3.3.5 The Acquirer may reconstitute the Board of Directors of the Target Company pursuant to the provisions of regulation 22(7) of the Regulations.

3.3.6 Mr. Paresh N. Vasani ('Acquirer') has not acquired/purchased any equity shares of the Target Company since the date of PA i.e. July 6, 2011 upto the date of this Letter of Offer.

4 BACKGROUND OF THE ACQUIRER

4.1 Mr. Paresh N. Vasani ('Acquirer') is the son of Mr. Navnitbhai Vasani, aged 43 years and residing at 350, Satyagraha Chhavani, Lane 18, Satellite, Ahmedabad – 380015; Tel. No. + 91 – 79 – 2676 6465.

4.2 The Acquirer has obtained a Bachelors degree in Engineering in the discipline of Electronics and Communication from L. D. College of Engineering, Gujarat University. He has also obtained a Masters degree in Science in the discipline of Computer Engineering from the University of Texas at Austin, USA. He is one of the Promoters and the Managing Director of the Target Company. He has an experience of over 18 years in various capacities in the field of Electronics. He worked with Intel Corporation USA as Senior Design Engineer from 1991 to 1994. He returned to India and promoted the Target Company with other promoters in 1995 and took the reign of management as Managing Director. Since then he is looking after day to day management of the Target Company.

4.3 The Acquirer does not hold any positions on the board of directors of any other listed company other than the Board of Directors of the Target Company.

4.4 Mr. Jigar Shah, proprietor of M/s. Jigar Shah & Associates, Chartered Accountants (Proprietor/M. No. 075778), having his office at 309, Basant House, Above State Bank of India, Navrangpura Jain Derasar Raod, Opp. HDFC Bank, Navrangpura, Ahmedabad – 380 009; Tel. No. +91 - 79 – 2642 4710, has certified vide his updated certificate dated October 24, 2011 that the networth of Mr. Paresh N. Vasani, the Acquirer as on October 24, 2011 is over Rs. 1360.00 lac and he has immediate access to liquid assets of at least Rs 560 lac which can be used for the acquisition of shares of the Target Company under the offer.

4.5 As on the date of the LOF, Mr. Paresh N. Vasani holds 77,03,180 Equity Shares representing 49.07% of the paid-up equity share capital and voting capital of CSIL.

4.6 The Acquirer has not acquired any Equity Shares in the Target Company during the 12 months period prior to the PA except as described in paragraph 3.1.3

4.7 The Acquirer has sufficient resources to fulfill the obligation under this Offer.

4.8 The details of earlier acquisition by the Acquirer in the Equity Shares of the Target Company, are set out below:

Date of Allotment/ Acquisition/ Sale	No. and % of Equity Shares Acquired	Cumulative Equity Shares	Mode of Acquisition/ Sale	Equity Shares Sold	Status of compliance
November 12, 1997	18,090 (0.115)	18,090 (0.115)	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 31, 1999	1,10,000 (0.701)	1,28,090 (0.816)	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 31, 2000	70,000 (0.446)	1,98,090 (1.262)	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws

Date of Allotment/ Acquisition/ Sale	No. and % of Equity Shares Acquired	Cumulative Equity Shares	Mode of Acquisition/ Sale	Equity Shares Sold	Status of compliance
March 31, 2007	4,00,000 (2.548)	5,98,090 (3.809)	Promoter contribution as a part of Initial Public Offer ('IPO')	-	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
October 27, 2007	50,000 (0.318)	6,48,090 (4.128)	IPO	-	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
6, 48, 090 Equity Shares of Mr. Paresh N. Vasani at the time of IPO					
March 31, 2010	20,00,000 (12.739)	26,48,090 (16.867)	Preferential allotment	-	Complied provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Companies Act, 1956 and the Listing Agreements, except as described in para 4.11 below
June 30, 2011	47,27,470 (30.111)	73,75,560 (46.978)	Market Purchase	-	Complied provisions of the Regulations
July 04, 2011	3,27,620 (2.087)	77,03,180 (49.065)	Market Purchase	-	Complied provisions of the Regulations
Total	**77,03,180 (49.065)**				

4.9 The Acquirer has complied with Chapter II of the Regulations and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, in respect of Equity Shares, except with regard to the preferential allotment of 20,00,000 shares on March 31, 2010 . The details of compliances are as follows:

Compliances under the Regulations:

Sr. No.	Regulation / Sub-Regulation	Due Date for compliance as mentioned in the Regulations	Actual date of Compliance	Delay, if any (in no. of days) (Col. 4 – Col. 3)	Remarks
1	**2**	**3**	**4**	**5**	**6**
1.	7 (1) [With regard to the preferential allotment of 20,00,000 shares]	02/04/2010	–		**Not complied**
2.	7 (1) [With regard to the purchase of 47,27,470 shares]	02/07/2011	01/07/2011	–	

Sr. No.	Regulation / Sub-Regulation	Due Date for compliance as mentioned in the Regulations	Actual date of Compliance	Delay, if any (in no. of days) (Col. 4 – Col. 3)	Remarks
3.	7 (1) [With regard to the purchase of 47,27,470 shares]	02/07/2011	01/07/2011	–	
4.	7 (1) [With regard to the purchase of 3,27,620 shares]	06/07/2011	06/07/2011	–	
5.	7 (1) [With regard to the purchase of 3,27,620 shares]	06/07/2011	06/07/2011	–	

Compliances under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Sr. No.	Regulation / Sub-Regulation	Due Date for compliance as mentioned in the Regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4 – Col. 3	Remarks
1	**2**	**3**	**4**	**5**	
1.	13 (3) [With regard to the purchase of 47,27,470 shares]	02/07/2011	01/07/2011	–	
2.	13 (3) [With regard to the purchase of 3,27,620 shares]	06/07/2011	06/07/2011	–	
3.	13 (4) [With regard to the purchase of 47,27,470 shares]	02/07/2011	01/07/2011	–	
4.	13 (4) [With regard to the purchase of 47,27,470 shares]	02/07/2011	02/07/2011	–	
5.	13 (4) [With regard to the purchase of 3,27,620 shares]	06/07/2011	06/07/2011	–	
6.	13 (4) [With regard to the purchase of 3,27,620 shares]	06/07/2011	06/07/2011	–	

4.10 As per the information provided, the Acquirer has not made delays in complying with the provisions of regulations 8 (1) & 8 (2) of Chapter II of the Regulations. Details of compliances are as follows:

Sl. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of Compliance	Delay, if any (in no. of days) Col. 4-Col. 3	Remarks
1	**2**	**3**	**4**	**5**	**6**
1.	8(2)	21-Apr-08	14-Apr-08	-	-
2.	8(2)	21-Apr-09	20-Apr-09	-	-
3.	8(1)	21-Apr-10	12-Apr-10	-	-

4.	8(2)	21-Apr-10	12-Apr-10	-	-
5.	8(1)	21-Apr-11	21-Apr-11	-	-
6.	8(2)	21-Apr-11	21-Apr-11	-	-
7.	8A(1)	27-Feb-09	NA	-	None of Shares of the Acquirer are pledged

4.11 The Acquirer has been regular in compliance with the provisions of Chapter II of the Regulations, except regulation 7(1) thereof. The Target Company allotted 20,00,000 Equity Shares at preferential basis to the Acquirer on March 31, 2010 which was 12.739% of the post allotment Equity Share Capital and the voting capital of the Target Company. The Acquirer has not complied with regulation 7(1) of the Regulations in April, 2010. Since the Acquirer's shareholding exceeded the limit of 15% stipulated in Regulation 10, the Acquirer was required to make an open offer to the shareholders of the Target Company as described in para 3.1.2 above. The Acquirer did not comply with the requirements of regulation 10 read with regulation 14 of the Regulations. SEBI has in its Letter of Observation directed that interest be paid as described in para 3.1.4 above and has further stated that the said direction for payment of interest is without prejudice to any other action SEBI may take for the aforesaid violation of the Regulations.

4.12 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended ('SEBI Act') or any other Regulations made under the SEBI Act.

4.13 As on date of the PA, there is no outstanding litigation pending against the Acquirer.

4.14 **Disclosure In Terms Of Regulation 16 (ix)**

4.14.1 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business with prior approval of the shareholders of Target Company.

4.14.2 Other than as aforesaid, the Acquirer undertakes that he shall not sell, dispose of, or otherwise encumber any substantial asset of the Target Company without the prior approval of the shareholders of the Target Company.

5 DISCLOSURE IN TERMS OF REGULATION 21(2)

5.1 As per the listing agreement entered with the BSE ('Listing Agreement') and in terms of clause 40A of the Listing Agreement, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

5.2 As on the date of this LOF, the Acquirer holds 77,03,180 Equity Shares representing 49.07% of the paid-up equity share capital and voting capital of the Target Company. The Promoter Group holding, which was 82,09,581 Equity Shares representing 52.29% of the paid-up capital and voting capital of the Target Company before the purchases mentioned in paragraph 3.1.3 above, continues to be the same since shareholding of the two Promoters, Mr. Maganbhai H. Patel and Anand A. Patel has been acquired by the third Promoter, Mr. Paresh N. Vasani, the Acquirer herein. Hence upon completion of the Offer, assuming full acceptance of the Offer, the Acquirer, will hold 1,08,43,180 Equity Shares forming 69.07% of the paid-up capital and voting capital of the Target Company, while the Promoter Group (including the Acquirer) will hold 1,13,49,581 Equity Shares forming 72.29% of the paid-up capital and voting capital of the Target Company. Hence, pursuant to this Offer, the provisions of regulation 21(2) of the Regulations are not attracted since the public shareholding will not be reduced below the minimum level of 25% required as per the Listing Agreement.

6 BACKGROUND OF THE TARGET COMPANY

(*Information about the Target Company in this LOF has been taken from publicly available data and as provided by the Target Company*)

6.1 The Target Company was incorporated on February 08, 1995 as Circuit Systems (India) Limited under Companies Act 1956. Thereafter on August 01, 2001 the Company was converted into a Private Limited Company and consequently its name was changed to Circuit Systems (India) Private Limited. Subsequently, on October 07, 2005, the Target Company was reconverted into a Public Limited Company and its name was changed to Circuit Systems (India) Limited. The Registered office of company is located at B-24, GIDC Electronics Estate, Sector – 25, Gandhinagar - 382 044. The Corporate Identification Number (CIN) of the Target Company is L74140GJ1995PLC024524.

6.2 The Target Company was promoted by Mr. Maganbhai H. Patel, Mr. Paresh N. Vasani and Mr. Anand A. Patel.

6.3 The Target Company is currently engaged in the business of manufacturing of Printed Circuit Boards ('PCB'). This activity has been carried out by the Target Company for more than a decade. The existing manufacturing plant of the Target Company is located at B-24, GIDC Electronic Estate, Sector-25, Gandhinagar with an annual manufacturing capacity of about 93,000 square meters.

6.4 The Authorized Capital of the Target Company, as on date of the PA, is Rs. 16,00,00,000 divided into 1,60,00,000 equity shares of face value of Rs. 10 each. The issued, subscribed, and paid-up capital of the Target Company, as on the date of the PA, is Rs. 15,70,00,000 comprising of 1,57,00,000 equity shares of Rs. 10 each, fully paid-up. In terms of regulation 21(5) of the Regulations, the voting rights at the expiration of 15 days after the closure of the Offer would be 1,57,00,000 Equity Shares.

6.5 There are no partly paid-up Equity Shares of the Target Company. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity at a later date.

6.6 The paid-up share capital structure of the Target Company as on the date of the PA and this LOF is as follows:

Paid up Equity Shares of the Target Company	**No. of shares**		**Voting Rights**	
	No. of shares	**%**	**Voting Rights**	**%**
Fully Paid Up Equity Shares	1,57,00,000	100	1,57,00,000	100
Partly Paid Up Equity Shares	Nil	Nil	Nil	Nil
Total Paid Up Equity Shares	1,57,00,000	100	1,57,00,000	100
Total Voting Rights in Target Company	1,57,00,000	100	1,57,00,000	100

6.7 The build-up of the current capital structure of the Target Company since inception and till the date of the PA and this LOF and the disclosure status of compliance with applicable provisions of the Regulations and other applicable regulations under the SEBI Act and other statutory requirements as applicable is set out below:

Date of allotment	**No. and % of Equity Shares issued**	**Cumulative paid up capital (Rs.)**	**Mode of allotment**	**Identity of allottees (promoters/ ex-promoters / others)**	**Status of compliance**
February 8, 1995	800 (0.01)	8,000	Subscription to Memorandum	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws
December 11, 1997	14,40,740 (9.18)	1,44,15,400	Preferential allotment	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 30, 1998	52,75,338 (33.60)	6,71,68,780	Preferential allotment	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 31, 1999	4,10,000 (2.61)	7,12,68,780	Preferential allotment	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 31, 2000	6,50,000 (4.14)	7,77,68,780	Preferential allotment	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws
October 3, 2000	20,000 (0.12)	7,79,68,780	Preferential allotment	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws

Date of allotment	No. and % of Equity Shares issued	Cumulative paid up capital (Rs.)	Mode of allotment	Identity of allottees (promoters/ ex-promoters / others)	Status of compliance
October 19, 2001	2,03,122 (1.29)	8,00,00,000	Preferential allotment	Promoters	Complied with the requirements of the Companies Act, 1956 and other applicable laws
September 30, 2002	(7,94,810)* (-5.06)	7,20,51,900	Buy Back by the Company	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws
October 10, 2006	5,50,000 (3.50)	7,75,51,900	Preferential allotment	Others (Europrint N.V)	Complied with the requirements of the Companies Act, 1956 and other applicable laws
February 14, 2007	1,00,000** (0.64)	7,85,51,900	Promoter contribution as a part of Initial Public Offer ('IPO')	Promoters	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
March 30, 2007	4,00,000** (2.55)	8,25,51,900	Promoter contribution as a part of IPO	Promoters	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
October 27, 2007	37,44,810 (23.85)	12,00,00,000	IPO	Public	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
March 31, 2010	37,00,000 (23.57)	15,70,00,000	Preferential allotment	Promoter and Europrint N.V.	Complied provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Companies Act, 1956 and the Foreign Exchange Management Act, 1999 ('FEMA')
Total	**1,57,00,000 (100)**				

* The Company has bought back 7,94,810 number of equity shares vide special resolution passed at the Extra Ordinary General Meetings dated September 30, 2002. The buy back of Equity Shares was made at a price of Rs. 15 per Equity Shares from the shareholders on proportionate basis holding Equity Shares as on record date i.e. September 30, 2002.

** The Promoters have been allotted 5,00,000 Equity Shares against their contribution toward IPO.

6.8 The Equity Shares of the Target Company are listed only on the BSE.

6.9 None of the Equity Shares of the Target Company are unlisted.

6.10 There are no outstanding convertible instruments.

6.11 The Target Company has delayed in complying with the provisions of regulations 8(3) of Chapter II of the Regulations for the year ended March 31, 2011. However, the Target Company has regularly complied with the provisions of Chapter II of the Regulations for the years preceding March 31, 2011. Details of compliances are as follows:

Sr. No.	Regulation / Sub- regulation	Due Date for compliance as mentioned in the Regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1.	8(3)	30-Apr-08	16-Apr-08	-	
2.	8(3)	30-Apr-09	20-Apr-09	-	
3.	8(3)	30-Apr-10	22-Apr-10	-	
4.	8(3)	30-Apr-11	17-May-11	17 days	

6.12 The Target Company has complied with the provisions of regulation 7(3) of Chapter II of the Regulations as applicable. Details of compliances are as follows:

Sr. No.	Regulation / Sub- regulation	Due Date for compliance as mentioned in the Regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1.	7(3)	9-July-11	1-July-11	-	
2.	7(3)	13-July-11	7-July-11	-	

6.13 The status of compliance by Mr. Maganbhai H. Patel and Mr. Anand A. Patel (who are the Promoters and Sellers), with the provisions of Chapter II of the Regulations are as follows:

Mr. Maganbhai H. Patel

Sr. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of Compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1.	8(1)	21-Apr-08	14-Apr-08	-	-
2.	8(2)	21-Apr-08	14-Apr-08	-	-
3.	8(1)	21-Apr-09	20-Apr-09	-	-
4.	8(2)	21-Apr-09	20-Apr-09	-	-
5.	8(1)	21-Apr-10	12-Apr-10	-	-
6.	8(2)	21-Apr-10	12-Apr-10	-	-
7.	8(1)	21-Apr-11	21-Apr-11	-	-
8.	8(2)	21-Apr-11	21-Apr-11	-	-
9.	8A(1)	27-Feb-09	NA	-	Nil Shares of the promoters have been pledged

Mr. Anand A. Patel

Sr. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of Compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	**2**	**3**	**4**	**5**	**6**
1.	8(2)	21-Apr-08	14-Apr-08	-	-
2.	8(2)	21-Apr-09	20-Apr-09	-	-
3.	8(2)	21-Apr-10	12-Apr-10	-	-
4.	8(2)	21-Apr-11	21-Apr-11	-	-
5.	8A(1)	27-Feb-09	NA	-	Nil Shares of the promoters have been pledged

6.14 The Target Company has complied with all the provisions of the Listing Agreements entered into with the BSE where its Equity Shares are listed and traded.

6.15 The details of the composition of the Board of Directors of the Target Company as on the date of the PA:

Name of the Directors	Designation	Date of Appointment	Experience (Years)	Qualification
Mr. Anil T. Patel	Director (Non- Executive and Non-Independent)	29/01/2008	35	BE (Mech.) and MS (Industrial Engineering)
Mr. Paresh N. Vasani (Acquirer)	Managing Director	08/02/1995	18	BE (Electronics and Communication) and MS (Computer Engineering)
Mr. Sharad R. Shah (Please refer Note given below)	Whole Time Director	01/04/2006	25	BE (Mech.) and M. Tech
Mr. Ishwarbhai H. Patel	Director (Non-Executive and Independent)	05/12/2005	45	B.A.
Mr. Ambalal C. Patel	Director (Non-Executive and Independent)	05/12/2005	30	BE (Metallurgy)
Mr. Dilip S. Vyas	Director (Non-Executive and Independent)	11/06/2007	15	BE and MBA
Mr. Niranjan R. Dave (Please refer Note given below)	Director (Non-Executive and Independent)	11/06/2007	39	BE (Mechanical) and M. Tech
Mr. Somanbhai H. Patel	Chairman (Alternate Director to Mr. Maganbhai H. Patel)	28/07/2008	28	BS
Mr. Maganbhai H. Patel	Director (Executive and Non-Independent)	20/08/1998	25	BS (Industrial Engineering)

Note: Mr Sharad R Shah and Mr Niranjan R Dave have tendered their resignations as directors of the Target Company which were accepted by the board of directors of the Target Company at the meeting held on September 28, 2011.

6.16 The Target Company has confirmed that, there has been no merger / demerger or spin off involving the Target Company during the past 3 years.

6.17 CSIL has not received any directions from SEBI under section 11B of the SEBI Act, prohibiting it from dealing in securities or under any of the regulations made under the SEBI Act. No action has been taken by SEBI against Target Company under any of the Regulations of the SEBI Act.

6.18 The financial highlights for the financial years ending March 31, 2011, March 31, 2010, March 31, 2009 and March 31, 2008 are as follows:

(Rs. in lac)

Profit & Loss Statement for financial year ended on March 31,	2008 (Audited)	2009 (Audited)	2010 (Audited)	2011 (Audited)
Income from Operations	**4,284.06**	**4,041.07**	**3,944.90**	**4,050.67**
Less: Excise duty recovered on sales	396.15	321.03	238.24	282.47
Net Income	3,887.91	3,720.04	3,706.66	3,768.20
Other Income	61.55	-	81.71	64.05
Increase/(Decrease) in Inventories	(17.09)	20.22	34.50	(19.60)
Total Income	**3,932.37**	**3,740.26**	**3,822.87**	**3,812.65**
Total Expenditure w/o depreciation, interest and tax	3,263.04	3,491.99	3,440.47	3524.60
Profit Before Depreciation Interest and Tax	669.33	248.27	382.40	288.05
Add: Income from Extra Ordinary Items	-	-	79.46	37.01
Depreciation	139.29	154.63	155.57	156.23
Interest	127.64	157.80	105.60	96.42
Profit Before Tax	402.39	(64.16)	200.69	72.41
Provision for Tax	142.18	40.25	78.62	(79.58)
Less: Prior Period Adjustments (Net)				131.64
Profit After Tax	**260.21**	**(104.41)**	**122.07**	**20.35**

(Rs. in lac)

Balance Sheet Statement as at March 31,	2008 (Audited)	2009 (Audited)	2010 (Audited)	2011 (Audited)
Sources of funds				
Paid up share capital	1,200.00	1,200.00	1,570.00	1,570.00
Reserves and Surplus (excluding revaluation reserves)	2,239.09	2,136.04	2,356.39	2,377.45
Networth	**3,439.09**	**3,336.04**	**3,926.39**	**3,947.45**
Secured loans	1,489.37	2,086.85	1,941.78	1076.04
Unsecured loans	514.29	701.30	359.78	411.92
Deferred Tax Liability	320.96	358.21	425.32	316.24
Total	**5,763.71**	**6,482.40**	**6,653.27**	**5751.65**
Uses of funds				
Net Fixed Assets	2,199.66	2,085.49	1,911.79	1812.42
Capital WIP	1,365.18	2,220.80	2,366.68	2205.48
Intangible Assets	36.76	32.68	28.97	25.14
Investments	105.37	110.36	110.36	110.36
Net current assets	1,991.87	1,984.84	2,203.56	1581.52
Total miscellaneous expenditure not written off	64.87	48.21	31.91	16.73
Total	**5,763.71**	**6,482.38**	**6,653.27**	**5,751.65**

Other Financial Data for financial year ended on March 31,	2008 (Audited)	2009 (Audited)	2010 (Audited)	2011 (Audited)
Dividend (%)	-	-	-	
Earning Per Share Basic (Rs.)	2.17	(0.87)	0.78	0.13
Return on Networth (%)	7.57	(3.13)	3.11	0.52
Book Value Per Share (Rs.)	27.81	27.13	24.62	25.04

6.19 The reasons for fall/rise in Total Income and Profit after Tax for the relevant years are as follows:

Financial year ended March 31, 2011 v/s. March 31, 2010

The Net Income for the financial year ended March 31, 2011 was Rs. 3,768.20 lac as against Rs. 3,706.66 lac for the financial year ended March 31, 2010. The Total Income for the financial year ended March 31, 2011 was Rs. 3,812.65 lac as against Rs. 3,822.87 lac for the financial year ended March 31, 2010. Profit after Tax for the financial year ended March 31, 2011 was Rs. 20.35 lac as against Rs. 122.07 lac for previous financial year ended March 31, 2010.

The decrease in Profit after Tax in financial year 2011 was due to prior period adjustments aggregating Rs 131.64 lacs on account of write-offs for (a) non recoverable excise and MODVAT claims (Rs 74.46 lac); (b) non recoverable DEPB earning (Rs 25.00 lac); (c) non recoverable service tax credits (Rs 41.05 lac); (d) Advance to creditors (Rs 4.15 lac); (e) others Sundry (balances Rs 9.85 lac) as adjusted by prior period income received (Rs 22.87 lac)

Financial year ended March 31, 2010 v/s. March 31, 2009

The Net Income for the financial year ended March 31, 2010 was Rs. 3,706.66 lac as against Rs. 3,720.04 lac for the financial year ended March 31, 2009. The Total Income for the financial year ended March 31, 2010 was Rs. 3,822.87 lac as against Rs. 3,740.26 lac for the financial year ended March 31, 2009. Profit after Tax for the financial year ended March 31, 2010 was Rs. 122.07 lac as against loss of Rs. 104.41 lac for previous financial year ended March 31, 2009.

The increase in Profit After Tax in financial year 2010 was mainly due to

i) There was a profit of Rs. 80.50 lac in the financial year 2010 as against the loss of Rs. 99.66 lac in the financial year 2009, on account of foreign exchange fluctuations; and
ii) Income from Extra Ordinary Items amounting to Rs. 79.46 lac in the financial year 2010

Financial year ended March 31, 2009 v/s. March 31, 2008

The Net Income for the financial year ended March 31, 2009 was Rs. 3,720.04 lac as against Rs. 3,887.91 lac for the financial year ended March 31, 2008. The Total Income for the financial year ended March 31, 2009 was Rs. 3,740.26 lac as against Rs. 3,932.37 lac for the financial year March 31, 2008. There was a loss of Rs. 104.40 lac for the financial year ended March 31, 2009 as against Profit After Tax of Rs. 260.21 lac for the financial year ended March 31, 2008.

The decrease in Profit After Tax in the financial year 2009 was mainly due to

i) There was a loss of Rs. 99.66 lac in the financial year 2009 as against the profit of Rs. 61.55 lac in the financial year 2008, on account of foreign exchange fluctuations; and
ii) Increase in pressure on the operating margin in the financial year 2009

6.20 The pre and post Offer shareholding pattern of the Target Company, is as follows:

Shareholder's Category	Shareholding & voting rights prior to the 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)		(D) = (A) + (B) + (C)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a. Parties to agreement, if any	n/a.	n/a.	n/a.	n/a.	n/a.	n/a.	n/a.	n/a.
b. Promoters other than (a) above#								
1. Anand A. Patel*	7,30,000	4.65	(6,00,000)	(3.82)	-	-	1,30,000	0.82
2. Maganbhai H. Patel	44,55,090	28.38	(44,05,090)	(28.38)	-	-	-	-
3. Others*	3,76,401	2.40	-	-	-	-	3,76,401	2.40
Total 1 (a+b)	**55,61,491**	**35.42**	**(50,55,090)**	**(32.20)**	**-**	**-**	**5,06,401**	**3.22**
(2) Acquirer								
a. Acquirer Mr. Paresh N. Vasani	26,48,090	16.87	50,55,090	32.20	31,40,000	20.00	1,08,43,180	69.07
b. PAC	-	-	-	-	-	-	-	-
Total 2 (a+b)	**26,48,090**	**16.87**	**50,55,090**	**32.20**	**31,40,000**	**20.00**	**1,08,43,180**	**69.07**
(3) Parties to Agreement other than (1)(a) & (2)	n/a.	n/a.	n/a.	n/a.	n/a.	n/a.	n/a.	n/a.
(4) Public (other than parties to agreement, acquirers & PACs)								
a. FIs/ MFs/ Banks/ SFIs/FII`s	-	-	-	-	-	-	-	-
b. Others**	74,90,419	47.71			(31,40,000)	(20.00)	43,50,419	27.71
Total (4) (a+b)	**74,90,419**	**47.71**			**(31,40,000)**	**(20.00)**	**43,50,419**	**27.71**
GRAND TOTAL (1+2+3+4)	**1,57,00,000**	**100.00**	**-**	**-**	**-**	**-**	**1,57,00,000**	**100.00**

Excluding the Acquirer who is also one of the promoters of the Target Company
* Assuming that they do not tender their Equity Shares in the Offer
** As per shareholding pattern reported to BSE under clause 35 of Listing Agreement for quarter ended on June 30, 2011 and total no. of shareholders in public category are 5,236 (Source: BSE website www.bseindia.com)

6.21 The share capital build-up of the Promoters and Promoter Group in the Target Company is as follows:

Date of Allotment/ Acquisition/ Sale	No. and % of Equity Shares Acquired	Cumulative Equity Shares	Mode of Acquisition/ Sale	Equity Shares Sold	Status of compliance
November 12, 1997	18,090 (0.115)	18,090	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws

Date of Allotment/ Acquisition/ Sale	No. and % of Equity Shares Acquired	Cumulative Equity Shares	Mode of Acquisition/ Sale	Equity Shares Sold	Status of compliance
March 31, 1999	1,90,000 (1.210)	2,08,090	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 31, 1999	1,90,090 (1.210)	3,98,180	Preferential Allotment		Complied with the requirements of the Companies Act, 1956 and other applicable laws
June 26, 1999	41,27,470 (26.289)	45,25,650	Transfer	-	Complied with the requirements of the Companies Act, 1956
March 31, 2000	1,70,000 (1.0828)	46,95,650	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws
March 31, 2000	1,70,090 (1.08)	48,65,740	Preferential Allotment		Complied with the requirements of the Companies Act, 1956 and other applicable laws
October 19, 2001	1,82,810 (1.164)	50,48,550	Preferential allotment	-	Complied with the requirements of the Companies Act, 1956 and other applicable laws
February 14, 2007	1,00,000 (0.637)	51,48,550	Promoter contribution as a part of Initial Public Offer (‘IPO’)	-	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
March 31, 2007	4,00,000	55,48,550	Promoter contribution as	-	Complied with the requirements of the Companies Act, 1956

Date of Allotment/ Acquisition/ Sale	No. and % of Equity Shares Acquired	Cumulative Equity Shares	Mode of Acquisition/ Sale	Equity Shares Sold	Status of compliance
	(2.548)		a part of IPO		and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
October 27, 2007	7,44,810 (4.744)	62,93,360	Promoter contribution as a part of IPO	-	Complied with the requirements of the Companies Act, 1956 and Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and other applicable laws
Promoters and Promoter Group Shareholding at the time of IPO: 62,93,360 (52.445%)					
March 25, 2008	2,000 (0.017)	62,95,360 (52.461)	Market Purchase	-	Not applicable
March 26, 2008	5,000 (0.042)	63,00,360 (52.503)	Market Purchase	-	Not applicable
March 27, 2008	4,000 (0.033)	63,04,360 (52.536)	Market Purchase	-	Not applicable
March 28,2008	-	63,04,350 (52.536)	Market Sale	10	Not applicable
April 04, 2008	1,000 (0.008)	63,05,350 (52.545)	Market Purchase	-	Not applicable
June 11, 2008	800 (0.007)	63,06,150 (52.551)	Market Purchase	-	Not applicable
June 12, 2008	431 (0.004)	63,06,581 (52.555)	Market Purchase	-	Not applicable
December 20, 2008	-	62,06,581 (51.722)	Off Market Transfer (gifted to Mr. Ishwarbhai H.	1,00,000	Not applicable

Date of Allotment/ Acquisition/ Sale	No. and % of Equity Shares Acquired	Cumulative Equity Shares	Mode of Acquisition/ Sale	Equity Shares Sold	Status of compliance
			Patel, not a part of Promoter or Promoter Group)		
March 31, 2010	20,00,000 (12.739)*	82,06,581 (52.271)*	Preferential allotment	-	Complied with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Companies Act, 1956 and the Listing Agreements. The Acquirer has not complied with Regulation 7(1) of Chapter II of the Regulations.
June 21, 2010	3,000 (0.0019)	82,09,581 (52.290)	Market Purchase		Not applicable
June 30, 2011	47,27,470 (30.111)	82,09,581 (52.290)	Inter-se Promoter Transfer	47,27,470 (30.111)	Complied with provisions of Chapter II of the Regulations.
July 04, 2011	3,27,620 (2.087)	82,09,581 (52.290)	Inter-se Promoter Transfer	3,27,620 (2.087)	Complied with provisions of Chapter II of the Regulations.
Total	**82,09,581** **(52.290)**	**82,09,581** **(52.290)**			

* Under Preferential Allotment total 37,00,000 Equity Shares were allotted. Out of these, 20,00,000 Equity Share were allotted to a Promoter and 17,00,000 Equity Shares were allotted to public category. Therefore, total increase in voting share capital of Promoter and Promoter Group increased from 51.722% to 52.271% only.

6.22 The Target Company has complied with all the requirements of Corporate Governance under clause 49 of the Listing Agreement entered into with the BSE.

6.23 The details of outstanding litigation of the Target Company are as follows:

Sr. No.	Nature of the Statute	Nature of the Dues	Amount (Rs. in lac)	Relevant Year	Forum where dispute is pending	Status
1.	GST/CST of GST Act	Section 67	N.A. *	2003-04 to 2005-06	Gujarat Value Added Tax Tribunal, Ahmedabad	Pending for adjudication
2.	Service Tax Rules 2004	Cenvat Credit	20.87	2006-07 & 2007-08	The Commissioner of Central Excise (Appeal), Ahmedabad	Final order Awaited
3.	Anti Dumping Duty Refund	Under Notification No. 141/2003 & supported by Sec. 9A of Custom Tariff Act, 1975	13.00	2003-04	Custom Appeal in Mumbai	Pending
4.	VAT Act	Section 54	1.72	2004-05	Recovery of interest on refund (Appeal)	Pending

*Since the matter relates to Time limit, Amount is not quantifiable.

6.24 The details of the Compliance Officer of the Target Company are as follows:
Mr. Dharmvijay N Solanki
Circuit Systems (India) Ltd.
B-24, GIDC Electronics Estate, Sector - 25, Gandhinagar – 382 044;
Tel. No.: +91 – 79 – 2328 7086 / 87 / 88;
Fax No.: +91– 79 – 2328 7089;
Email: cs@mycsil.com

6.25 SEBI may initiate adjudication proceedings against the Acquirer for non compliance/ delay in disclosure as required under regulation 7(1) and against the Target Company for delay in disclosure as required under regulation 8(3) of the Regulations.

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The Offer Price is Rs. 16.00 (Rupees Sixteen only), including Applicable Interest, per fully paid up Equity Share.

7.1.2 The Equity Shares of the Target Company are listed on the BSE.

7.1.3 The Equity Shares of the Target Company are frequently traded on the BSE, within the meaning of explanation (i) to regulation 20(5) of the Regulations. The annualized trading turnover in the shares of the Target Company based on trading volume during the period between October 1, 2009 to March 31, 2010, both days inclusive (being six calendar months preceding the month in which the public announcement should have been made for the First Trigger Event) and between January 1, 2011 to June 30, 2011, both days inclusive (being six calendar months preceding the month in which the PA is made for the Second Trigger Event) is as follows:

For the First Trigger Event

Stock Exchange	Total No. of Shares Traded during 6 calendar months prior to the month in which the public announcement should have been made	Total No. of Listed Equity Shares	Annualized Trading Turnover (as % of Total Equity Shares Listed)
BSE	4,33,155	1,20,00,000	7.22%

Source: *www.bseindia.com*

For the Second Trigger Event

Stock Exchange	Total No. of Shares Traded during 6 calendar months prior to the month in which the PA is made	Total No. of Listed Equity Shares	Annualized Trading Turnover (as % of Total Equity Shares Listed)
BSE	49,34,780	1,57,00,000	62.86%

Source: *www.bseindia.com*

Based on the above, the Equity Shares of the Target Company are frequently traded for both the Trigger Events on the BSE within the meaning of explanation (i) to regulation 20(5) of the Regulations.

7.1.4 The Offer Price of Rs.16.00 (Rupees Sixteen only), including Applicable Interest per Equity Share is justified, as in terms of regulation 20(4) read with explanation (ii) to regulation 20(11) of the Regulations, this Offer Price is greater than the highest of the following parameters:

(a)	The negotiated price under the SPA		NA
(b)	Highest price paid by the Acquirer for acquisitions including by way of allotment in a public issue or rights issue or preferential Allotment during the 26 weeks prior to the date of the First Trigger Event i.e. April 6, 2010. **<u>Add</u>** (as advised by SEBI vide its Letter of Observation), interest @ 10% p.a for the period from the date on which the payment for the offer pursuant to the First Trigger Event ought to have been made till the date on which the payment will actually be made ("Applicable Interest"). The interest amount is subject to change depending upon the actual date of payment of the consideration	Rs 14.00 Rs 1.99	Rs. 15.99
(c)	Highest price paid by the Acquirer for acquisitions including by way of allotment in a public issue or rights issue or preferential Allotment during the 26 weeks prior to the date of the PA, i.e. July 6, 2011 as relevant to the Second Trigger Date		Rs. 14.13
(d)	The average of the weekly high and low of closing prices of the Equity Shares of the Target Company, on BSE where it was most frequently traded for the 26 weeks period preceding February 18, 2010 being the date of the Board Meeting which authorised the preferential allotment for the First Trigger Event **<u>Add</u>** (as advised by SEBI vide its Letter of Observation), interest @ 10% p.a for the period from the date on which the payment for the offer pursuant to the First Trigger Event ought to have been made till the date on which the payment will actually be made ("Applicable Interest"). The interest amount is subject to change depending upon the actual date of payment of the consideration	Rs 13.10 Rs. 1.86	Rs 14.96
(e)	The average of the weekly high and low of closing prices of the Equity Shares of the Target Company, on BSE where it was most frequently traded for the 26 weeks preceding the date of the PA as relevant to the Second Trigger Date		Rs. 9.78
(f)	The average of the daily high and low prices of the Equity Shares of the Target Company, on the BSE where it was most frequently traded for the 2 weeks preceding April 6, 2010 being the date of the public announcement as would have been made with reference to the First Trigger Event. **<u>Add</u>** (as advised by SEBI vide its Letter of Observation), interest @ 10% p.a for the period from the date on which the payment for the offer pursuant to the First Trigger Event ought to have been made till the date on which the payment will actually be made. ("Applicable Interest") The interest amount is subject to change depending upon the actual date of payment of the consideration	Rs 13.99 Rs 1.99	Rs 15.98
(g)	The average of the daily high and low prices of the Equity Shares of the Target Company, on the BSE where it was most frequently traded for the 2 weeks preceding the date of the PA as relevant to the Second Trigger Date		Rs. 12.12

7.1.5 There are two trigger events on different dates and hence the Offer price is being computed for both the trigger events in respect of the preceding 26 week period for each trigger event.

A) The details of closing prices and volume on BSE for the 26-week period prior to the date of the Board Resolution authorizing the preferential allotment as relevant to the First Trigger Date are as under:

Week No.	**Week Ending**	**High (Rs.)**	**Low (Rs.)**	**Average (Rs.)**	**Volume (No. of Equity Shares traded)**
1	August 26, 2009	11.64	11.30	11.47	19796
2	September 2, 2009	11.85	11.40	11.62	24673
3	September 9, 2009	11.93	11.34	11.63	22929
4	September 16, 2009	12.86	12.13	12.49	25690
5	September 23, 2009	13.19	12.31	12.75	15787
6	September 30, 2009	12.75	12.49	12.62	15865
7	October 7, 2009	14.07	14.15	13.61	23425
8	October 14, 2009	13.21	12.80	13.00	7097
9	October 21, 2009	13.30	12.31	12.80	14247
10	October 28,2009	13.87	12.30	13.08	15438
11	November 4,2009	12.70	11.81	12.25	7539
12	November 11, 2009	12.80	11.28	12.04	8251
13	November 18,2009	12.39	11.51	11.95	15815
14	November 25,2009	13.33	12.96	13.14	22041
15	December 2,2009	13.28	12.55	12.91	15213
16	December 9,2009	13.81	13.10	13.45	42567
17	December 16,2009	13.50	12.52	13.01	11905
18	December 23,2009	13.50	12.68	13.09	14562
19	December 30,2009	12.98	12.89	12.93	82008
20	January 6,2010	13.96	13.32	13.64	15640
21	January 13, 2010	15.34	14.60	14.97	31670
22	January 20,2010	16.02	15.00	15.51	31589
23	January 27,2010	15.10	14.05	14.57	10571
24	February 3,2010	15.45	14.00	14.72	10741
25	February 10, 2010	14.01	13.41	13.71	8003
26	February 17,2010	13.85	13.15	13.50	17514
	February 18,2010	**Board Meeting**			
Average of the 26 week weekly high and low of closing prices (Rs.)				**13.10**	

Source: www.bseindia.com

B) The details of closing prices and volume on BSE for the 26-week period prior to the date of the PA as relevant to the Second Trigger Date are as under:

Week No.	**Week Ending**	**High (Rs.)**	**Low (Rs.)**	**Average (Rs.)**	**Volume (No. of Equity Shares traded)**
1	January 11, 2011	10.50	9.51	10.01	8031
2	January 18, 2011	9.43	9.11	9.27	6950
3	January 25, 2011	9.35	8.61	8.98	2796
4	February 1, 2011	9.48	8.83	9.16	8606
5	February 8, 2011	12.02	9.90	10.96	39805
6	February 15, 2011	11.00	9.88	10.44	7058
7	February 22, 2011	10.37	9.31	9.84	1349
8	March 1, 2011	9.50	8.50	9.00	4863
9	March 8, 2011	8.55	8.01	8.28	2651
10	March 15, 2011	8.27	8.05	8.16	751
11	March 22, 2011	8.21	7.86	8.01	2170
12	March 29, 2011	8.30	7.61	7.96	6496
13	April 5, 2011	8.26	7.50	7.88	5927

Week No.	Week Ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Equity Shares traded)
14	April 12, 2011	9.50	8.67	9.09	5844
15	April 19, 2011	10.07	9.03	9.55	6422
16	April 26, 2011	10.50	9.75	10.13	8956
17	May 3, 2011	10.78	9.98	10.38	5929
18	May 10, 2011	10.58	9.69	10.14	4169
19	May 17, 2011	10.48	9.82	10.15	9288
20	May 24, 2011	11.00	10.4	10.70	15205
21	May 31, 2011	11.12	10.04	10.58	2743
22	June 7,2011	11.00	10.14	10.57	7347
23	June 14,2011	10.39	9.75	10.07	6003
24	June 21,2011	11.09	10.20	10.65	5074
25	June 28,2011	11.79	10.14	10.97	14288
26	July 5,2011	14.13	12.85	13.49	5111915
	July 6, 2011	**Public Announcement**			
Average of the 26 week weekly high and low of closing prices (Rs.)				**9.78**	

Source: *www.bseindia.com*

7.1.6 There are two trigger events on different dates and hence the Offer price is being computed for both the trigger events in respect of the preceding 2 week period for each trigger event.

A) The details of daily high and low of the prices and volume on BSE for the 2-week period prior to the date of the public announcement (if the public announcement was made on April 6, 2010) as relevant to the First Trigger Date are as under:

Day No.	Dates	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Equity Shares traded)
1	March 23,2010	13.65	13.25	13.45	7507
2	March 24,2010	No Trading			
3	March 25,2010	14.00	13.00	13.50	12925
4	March 26,2010	14.45	13.10	13.78	3627
5	March 29,2010	14.80	13.75	14.28	5932
6	March 30,2010	13.65	12.60	13.13	850
7	March 31, 2010	14.90	13.06	13.98	2376
8	April 1, 2010	15.45	14.00	14.73	4827
9	April 2, 2010	No Trading			
10	April 5,2010	15.60	14.60	15.10	3265
Average of the 2 week daily high and low prices (Rs.)				**13.99**	

Source: www.bseindia.com

B) The details of the daily high and low of the prices and volume on BSE for the 2-week period prior to the date of the PA as relevant to the Second Trigger Date are as under:

Day No.	Dates	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Equity Shares traded)
1	June 22, 2011	11.09	10.99	11.04	700
2	June 23, 2011	11.00	10.99	11.00	300
3	June 24, 2011	11.00	10.07	10.54	2866
4	June 27, 2011	11.10	10.00	10.50	1850
5	June 28, 2011	11.95	10.17	11.06	8572
6	June 29, 2011	12.95	11.07	12.01	7164
7	June 30, 2011	14.13	12.85	13.49	4736467
8	July 1, 2011	14.83	13.65	14.24	24022

Day No.	Dates	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Equity Shares traded)
9	July 4, 2011	14.50	13.29	13.90	339182
10	July 5, 2011	14.09	12.75	13.42	5080
	July 6, 2011	**Public Announcement**			
Average of the 2 week daily high and low prices (Rs.)				**12.12**	

Source: *www.bseindia.com*

7.1.7 There are no partly-paid shares in the Target Company.

7.1.8 There is no non-compete agreement entered into by the Acquirer with the Sellers.

7.1.9 In the opinion of the Manager to the Offer, the Offer Price of Rs. 16.00, including Applicable Interest, per Equity Share offered by the Acquirer to the Shareholders of the Target Company under the Offer, being greater than the highest of all the parameters used in para 7.1.4, is justified in terms of regulation 20(4) of the Regulations.

7.1.10 The Acquirer may acquire Equity Shares of the Target Company after the date of the PA either through open market purchases and/or negotiated transactions or otherwise up to 7 working days prior to the Date of Closure of the Offer. In terms of regulation 20(7) of the Regulations, if the Acquirer acquires Equity Shares of the Target Company after the date of the PA and up to 7 working days prior to the Date of Closure 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 applications received under the Offer.

7.1.11 The Acquirer is permitted to revise the Offer Size and the Offer Price upwards up to 7 working days prior to the Date of Closure of the Offer. In the event of such revision, a public announcement will be made in the same newspapers where the PA has appeared and the revised Offer Price would be paid for all the Equity Shares validly tendered at any time during the Offer.

7.2 **Financial Arrangements**

7.2.1 The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of 31,40,000 Equity Shares in the Offer at Rs. 16.00 including Applicable Interest per Equity Share is Rs. 5,02,40,000 (Rupees Five Crore Two Lac Forty Thousand only) ('Maximum Consideration').

7.2.2 The Acquirer, the Manager to the Offer and Kotak Mahindra Bank Ltd., a banking company incorporated under the Companies Act, 1956 and a company within the meaning of the Banking Regulation Act, 1949 and having its registered office at 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai – 400 021, acting through its branch at Plot No. 319, Sector -16, GH Road, Gandhinagar - 382 016 (Tel. No. 079 - 6673 1021; Fax No. 079 – 6673 1019) have entered into an Escrow Agreement for the Offer dated July 5, 2011 ('Escrow Agreement') in accordance with regulation 28 of the Regulations. By way of security for performance of his obligations under the Regulations, the Acquirer has made an escrow arrangement for the Offer comprising of cash deposit of an amount of Rs. 5,04,33,603 (Rupees Five Crore Four Lac Thirty Three Thousand Six Hundred and Three Only) in an escrow account named "Paresh Vasani - Escrow A/c – CSIL – Open Offer" ('Escrow Account'), which is in excess of the entire 100% monetary value of the Offer and hence is in compliance with the provisions for the computation of escrow amount as per the Regulations. This has been confirmed by a confirmation letter dated October 24,2011 issued by Kotak Mahindra Bank Limited.

7.2.3 The Acquirer has empowered the Manager to the Offer to realize the value of aforesaid Escrow Account in terms of regulation 28(5) of the Regulations.

7.2.4 The Acquirer has adequate and firm financial resources to fulfill the obligations under the Offer. The financial obligation under the Offer is being fulfilled through internal resources of the Acquirer and not through borrowings from any bank/financial institution/or from any foreign/NRI Funds. Mr. Jigar Shah, proprietor of M/s. Jigar Shah & Associates, Chartered Accountants (Proprietor/M. No. 075778), having his office at 309, Basant House, Above State Bank of India, Navrangpura Jain Derasar Raod, Opp. HDFC Bank, Navrangpura, Ahmedabad – 380 009; Tel. No. +91 - 79 – 2642 4710, has certified vide his updated certificate dated October 24, 2011 that the Acquirer has immediate access to liquid assets of at least Rs 560 lac which can be used for the acquisition of shares of the Target Company under the Offer.

7.2.5 Based on the above certificate and on account of the escrow arrangement being made for the entire 100% of the monetary value of the Offer, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations, as firm arrangements for funds for payment through verifiable means are in place to fulfil the Offer obligations.

7.2.6 In case of a revision in the Offer Price, the Acquirer will ensure that the amount in the Escrow Account is in compliance with regulation 28(9) of the Regulations.

8 TERMS AND CONDITIONS OF THE OFFER

8.1 **Statutory Approvals required for the Offer**

8.1.1 The acceptance by the Acquirer of Equity Shares tendered by non-resident shareholders pursuant to this Offer is subject to the RBI Approval in terms of the FEMA.

8.1.2 As on the date of this LOF, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the Date of Closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.

8.1.3 The Acquirer shall within 15 days from the Date of Closure of the Offer complete all the procedures relating to the Offer including payment of consideration to the Shareholders who have accepted the Offer.

8.1.4 In terms of regulation 27 of the Regulations, the Acquirer will have the right not to proceed with the Offer in the event that any statutory approval that may be required is refused. In the event of withdrawal, a public announcement to that effect will be made in the same newspapers in which the Public Announcement dated July 6, 2011 had been published.

8.1.5 In case of delay in receipt of statutory approval(s), if any, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to the Shareholders who have accepted the Offer, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of regulation 22(12) of the Regulations. However, if the delay occurs on account of the willful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approval(s), the amount held in the Escrow Account shall be subject to forfeiture and be dealt with in the manner provided in regulation 28(12) of the Regulations. Nothing herein contained shall bind the Acquirer to procure the necessary approvals under the foreign exchange regulations of India if the same is not forthcoming or is refused.

8.1.6 In case of delay in or refusal of the RBI Approval, the Acquirer has the option to make payment to the resident Shareholders and non-resident Shareholders in respect of whom no prior RBI Approval is required and who have validly tendered their Equity Shares in the Offer as per the basis of acceptance if any.

8.1.7 The Acquirer will complete all procedures relating to the Offer including payment of consideration to the shareholders who have validly tendered their Equity Shares and accepted as per the basis of acceptance, if any, in the Offer., The consideration shall be paid for such accepted Equity Shares as per the provisions under regulation 22(12) of the Regulations.

8.1.8 No consents are required by the Acquirer from any financial institution or banks for the Offer.

8.1.9 To the best of his knowledge, no consents are required by the Acquirer from any other regulatory authorities for the Offer other than as mentioned above.

8.2 All shareholders (registered or unregistered), except the Acquirer, who own the Equity Shares of the Target Company are eligible to participate in the Offer at any time before the Date of Closure of the Offer.

8.3 The Offer is not conditional upon any minimum level of acceptance and the Acquirer will acquire up to 31,40,000 Equity Shares of the Target Company that are validly tendered by the public Shareholders in terms of the Offer, subject to the conditions specified in the PA, LOF and Form of Acceptance-cum-Acknowledgement.

8.4 The Letter of Offer, specifying the detailed terms and conditions, together with the Form of Acceptance, Form of Withdrawal will be mailed to the shareholders of CSIL whose names appear on the register of members of CSIL and to the beneficial owners of the equity shares of CSIL whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on the Specified Date. Accidental omission to dispatch Letter of Offer to any member entitled to the Offer or non-receipt of the Letter of Offer by any member entitled to the Offer shall not invalidate the Offer in any manner whatsoever. A copy of the Letter of Offer (including Form of Acceptance) will be available on SEBI's website at www.sebi.gov.in during the period the Offer is open and may also be downloaded from the site.

8.5 There shall be no discrimination in acceptance of locked-in and non-locked in shares and the Acquirer shall acquire all the Equity Shares tendered by the shareholders even if they are subject to lock-in period. However, these Equity Shares shall continue to be under lock-in for the residual period in the hands of the Acquirer. The event in which these Equity Shares may be rejected / returned is in case of invalid applications and/or the equity shares being rejected due to proportionate acceptance. Further, the Equity Shares of the Target Company tendered will be acquired by the Acquirer fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

8.6 The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of the Offer.

8.7 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) / offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

8.8 The Acquirer is permitted to revise the Offer Price of shares / No. of equity shares upwards, such upward revision will be made in accordance with regulation 26 of the Regulations, not later than 7 (Seven) working days prior to the Date of Closure of the Offer. If the Offer Price is revised upward, such revised price will be payable to all shareholders who have accepted the Offer and submitted their Equity Shares at any time during the offer period to the extent that their shares have been verified and accepted by the Acquirer. The same would be informed by way of a public announcement in the same newspapers where the Public Announcement dated July 6, 2011 was published.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

The Acquirer has appointed Cameo Corporate Services Ltd. as the Registrar to the Offer. The shareholders who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement duly filled and signed alongwith enclosures to the Registrar to the Offer: Cameo Corporate Services Limited, Subramaniam Building, Road, No.1, Club House Road, Chennai – 600 002, Tel. No.: +91 - 44 - 2846 0390; Fax No.: +91 - 44 - 2846 0129; E-mail: investor@cameoindia.com; Contact Person: Ms. Sreepriya K. either by hand delivery or by registered post on or before the Date of the Closure of the Offer, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

9.1 The LOF specifying the detailed terms and conditions of this Offer together with the Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed (where applicable) will be mailed to the Equity Shareholders of the Target Company whose names appear on the register of members of the Target Company (except the Acquirer), at the close of business hours on the Specified Date. The Offer is made to (i) all the shareholders whose names appeared in the register of shareholders on the Specified Date (except the Acquirer), (ii) those persons who own the shares any time prior to the closure of the Offer, but are not the registered shareholder(s) and (iii) the beneficial owners of the dematerialized Shares, whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date.

9.2 Subject to the conditions governing this Offer as mentioned herein, the acceptance of this Offer by the Shareholders of the Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional and incomplete in any respect will be rejected without assigning any reason whatsoever. The Acquirer shall accept locked-in shares, if any, under the Offer subject to the continuation of the residual lock-in period in his hands.

9.3 In case of non-receipt of the LOF, Form of Acceptance cum Acknowledgement and/or Form of Withdrawal, eligible shareholders of the Target Company, may (i) download the same from the SEBI website (http://www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer, or (iii) send their consent to participate in the Offer to the Registrar to the Offer on a plain paper stating their name, address, number of shares held, distinctive numbers, folio number and number of shares offered along with documents as mentioned herein, so as to reach the Registrar to the Offer on or before the Date of Closure of the Offer, or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of shares held, number of shares offered, depository participant ('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 Date of Closure of the Offer.

9.4 Shareholders who hold shares in physical form and who wish to tender their Shares will be required to send the Form of Acceptance cum Acknowledgement, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in the section of the LOF titled "Procedure for Acceptance and Settlement", to the Registrar to the Offer either by hand delivery during business hours or by registered post so that the same are received on or before the Date of Closure of the Offer.

9.5 In respect of dematerialized shares, the credit for the shares tendered must be received in the Special Depository Account as specified above on or before 5.00 p.m. on the Date of Closure of the Offer.

9.6 The Registrar to the Offer will hold in trust the Equity Shares/share certificates, shares held 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 Open Offer, until the cheques/drafts for the consideration or the unaccepted Equity Shares/share certificates are dispatched/returned.

9.7 Unaccepted share certificates, transfer forms 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. Unaccepted shares held in dematerialized 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-Acknowledgement.

9.8 The Equity Shareholders of the Target Company who qualify and who wish to avail of this Offer will have to deliver the relevant documents as mentioned in paragraphs 9.9 to 9.12 and such other documents as may be specified in the LOF at the Registrar to the Offer at the following collection centers either by hand delivery or by registered post (between 10 am and 5 pm on all working days i.e. except Sundays and public holidays and between 10.30 am and 1.00 pm on Saturdays on or before the Date of Closure of the Offer. **The documents should not be sent to the Manager to the Offer or the Acquirer or the Target Company.**

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person Name	Phone no.	Fax No.	Mode of Delivery
1	**Chennai**	Cameo Corporate Services Limited, Subramaniam Building, Road No. 1, Club House Road, Chennai – 600002	Ms. Sreepriya K., Manager – Operations Email: investor@cameoindia.com	044-2846 0390	044-2846 0129	Hand Delivery / Registered Post
2	**Ahmedabad**	Cameo Corporate Services Limited, C/o. Shree Vidhya Consultancy, No. 4, II Floor, Prasiddhi Complex–1, Opp. Ambedkar Hall, Saraspur, Ahmedabad – 380018	Mr. M Bala Subramanian Email: bhavani0811@gmail.com	079-2292 0024	079-2292 0024	Hand Delivery
3	**Mumbai**	Cameo Corporate Services Limited, 304, Sai Sadan, 76-78 Mody Street, Fort, Mumbai – 400001	Mr. Ashish Binsale Email: ashish@cameoindia.com	022-2264 4325 / 2979	022-2264 4325	Hand Delivery

Shareholders who cannot hand-deliver their documents at the collection centers referred to above may send the same by registered post /speed post, at their own risk, to the Registrar to the Offer and not to any other collection centre so that the same are received on or before the close of business hours on the Date of Closure of the Offer.

9.9 For the purpose of the Offer a Special Depository Account has been opened by Registrar to the Offer, in the name and style of 'Cameo Corporate Services Ltd. Escrow a/c CSIL Open Offer' with Stock Holding Corporation of India Ltd. as the Depository Participant in NSDL. The DP ID is IN301080 and Client ID is 22798970. Equity Shareholders holding the Equity Shares in dematerialized form will have to deliver the following documents:

9.9.1 Form of acceptance cum acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the depository.

9.9.2 Photocopy of the delivery instruction slip in "off-market" mode or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the relevant DP.

9.9.3 For each delivery instruction the beneficial owner should submit separate Form of Acceptance cum Acknowledgment.

9.9.4 The Shareholders having their beneficiary account in CDSL have to use inter depository delivery instruction for the purpose of crediting their shares in favour of Escrow Depository Account with NSDL. The ISIN number allotted to shares of the Target Company is INE720H01010. The Shareholders who have sent their physical shares for dematerialization need to ensure that the process of getting shares of the Target Company dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before Date of Closure of the Offer.

9.10 Equity Shareholders holding shares in physical form should enclose:

9.10.1 Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all Equity Shareholders whose name appears on the share certificates.

9.10.2 Original share certificate(s).

9.10.3 Valid share transfer form(s) duly signed as transferors by all registered Equity Shareholders (in case of joint holdings), in the same order and as per the specimen signatures registered with and duly witnessed at the appropriate place.

9.10.4 In case of registered Shareholders in whose respect, the aforesaid documents have not been received, but the original share certificate(s) and duly signed transfer form(s) have been received, the Offer shall be deemed to have been accepted.

9.11 Persons who have acquired Equity Shares of the Target Company (irrespective of the date of purchase) but whose names do not appear in the register of members of the Target Company on the Specified Date or those who have not received the LOF, may also participate in this Offer by submitting an application on plain paper giving details regarding their shareholding and confirming their agreement to participate in this Offer as per the terms and conditions of this Offer. Such application should be sent to the Registrar to the Offer together with the relevant share certificate(s) and transfer forms (if the Shares are held in physical form) or a photocopy of the DP instruction slip duly acknowledged by the DP (in case of Shares held in dematerialized form), the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired and/or such other documents as may be specified in the LOF.

9.12 No indemnity is needed from unregistered Equity Shareholders.

9.13 While tendering the Equity Shares under the Offer, NRI/ OCB/ Non-domestic companies/ other persons who are not resident in India will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring Equity Shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered. While tendering Equity Shares under the Offer, NRI/ OCB/ Non-domestic companies /Other persons who are not resident in India will be required to submit a No Objection Certificate / Tax Clearance Certificate from the Income Tax authorities, under the Income Tax Act, 1961 ('Income Tax Act'), the rate at which the tax has to be deducted by the Acquirers before remitting the consideration. In case the aforesaid No Objection Certificate / 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 shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

9.14 As per the provisions of section 196D (2) of the 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 of the Income Tax Act payable to a Foreign Institutional Investor ('FII') as defined in section 115AD of the Income Tax Act.

9.15 The securities transaction tax will not be applicable to the Equity Shares accepted in the Offer.

9.16 In accordance with regulation 22(5A) of the Regulations, shareholders who have accepted the Offer by tendering the requisite documents in terms of the PA and the LOF can withdraw the same up to 3 working days prior to the Date of Closure of the Offer. The withdrawal option can be exercised by submitting the documents including Form of Withdrawal, 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 the Date of the Closure.

9.17 In case of non-receipt of the 'Form of Withdrawal', the withdrawal option can be exercised by making an application on plain paper along with the (in case of Shares held in physical form) name, address, distinctive numbers, folio number, and number of Shares tendered and (in case of dematerialized Shares) name, address, 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 favor of the Special Depository Account. In case of partial withdrawal of Equity Shares tendered in physical form, if the original share certificate is required to be split, the same will be returned on receipt of share certificate from the Target Company. The facility of partial withdrawal is available only for registered shareholders.

9.18 Shareholders, while tendering their Equity Shares in the Offer may indicate an option to receive the payment of Offer consideration through electronic form by indicating in the space provided in the Form of Acceptance cum Acknowledgement. The payment consideration for Equity Shares accepted under the Offer, in such cases, may be made through National Electronic Clearing Services ('NECS'), Direct Credit, Real Time Gross Settlement ('RTGS') or National Electronic Funds Transfer ('NEFT'), as applicable, at specified centers where clearing houses are managed by the Reserve Bank of India, wherever possible. In other cases, payment of consideration would be made through cheque / demand draft / pay order sent by Registered post / speed post. Shareholders who opt for receiving consideration through electronic form are requested to give the authorization for electronic mode of transfer of funds in the Form of Acceptance cum Acknowledgement, provide the Magnetic Ink Character Recognition / Indian Financial System Code of their bank branch and enclose a cancelled cheque or a photocopy of a cheque associated with the particular bank account, along with the Form of Acceptance cum Acknowledgement. In case of joint holders/unregistered owners, payments will be made in the name of the first holder/ unregistered owner.

9.19 For the purposes of electronic transfer, in case of Shareholders opting for electronic payment of consideration and for purposes printing on the cheque / demand draft / pay-order for the other cases, the bank account details will be directly taken from the depositories' database, wherever possible. A Shareholder tendering Equity Shares in the Offer, is deemed to have given consent to obtain the bank account details from the Depositories, for this purpose. Only if the required details cannot be obtained from the depositories' database then the particulars provided by the Shareholders would be used.

9.20 For Shareholders who do not opt for electronic mode of transfer and for those shareholders, whose payment consideration is rejected / not credited through NECS / Direct Credit / RTGS /NEFT, due to any technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through Speed Post / Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the Shareholder is registered. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that the same can be incorporated in the cheque/demand draft/pay order. It will be the responsibility of the tendering Shareholders to ensure that correct bank account details are mentioned with the Depositories and in the Form of Acceptance cum Acknowledgment.

9.21 To the extent of the Offer Size and in accordance with the PA and this LOF to be sent to the Shareholders of the Target Company, the Equity Shares of the Target Company that are validly tendered and accepted pursuant to this Offer are proposed to be acquired by the Acquirer. In case the number of validly tendered Equity Shares in the Offer are more than the Equity Shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the shareholders on a proportionate basis as per regulation 21(6) of the Regulations in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner. Rejected applications will be returned to the applicants by registered / speed post.

9.22 Equity Shares of the Target Company are compulsory traded in demat form/ segment on the BSE and the minimum marketable lot for the Equity Shares is 1 Equity Share.

9.23 In terms of regulation 27 of the Regulations, the Acquirer will have the right not to proceed with the Offer in the event that any statutory approval that may be required is refused. In the event of withdrawal, a public announcement to that effect will be made in the same newspapers in which the Public Announcement dated July 6, 2011 had been published.

10 DOCUMENTS FOR INSPECTION

The following material documents are available for inspection at the office of the Manager to the Offer, i.e. PL Capital Markets Pvt. Ltd. located at 3rd Floor, Sadhana House, 570, P.B. Marg, Worli, Mumbai – 400 018 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 closes.

10.1 Copy of the Certificate of Incorporation, Memorandum and Articles of Association of CSIL.

10.2 Certificates dated July 4, 2011 and October 24, 2011 received from Mr. Jigar Shah, proprietor of M/s, Jigar Shah & Associates Chartered Accountants (Proprietor/M. No. 075778) regarding the networth and the ability of Mr. Paresh N. Vasani i.e. the Acquirer to fulfill the Open Offer obligations.

10.3 Memorandum of Understanding dated July 1, 2011 between PL Capital Markets Pvt. Ltd., Manager to the Offer and the Acquirer.

10.4 Consent Letter dated July 1, 2011 from Cameo Corporate Services Limited to act as Registrar to the Offer.

10.5 Annual Reports of CSIL for the financial years ended March 31, 2008, 2009, 2010 and 2011.

10.6 Escrow Agreement dated July 5, 2011 entered among The Acquirer, the Manager to the Offer and Kotak Mahindra Bank Ltd.

10.7 The letter dated October 24, 2011 issued by Kotak Mahindra Bank Ltd. about the confirmation that the Acquirer has made cash deposit of an amount of Rs. 5,04,33,603/- in the Escrow Account and lien is in favour of the Manager to the Offer.

10.8 The Public Announcement as published in the newspapers on July 6, 2011.

10.9 Equity Share price quotations and volume data downloaded from BSE’s website (www.bseindia.com).

10.10 Certificate from the Acquirer that there are no outstanding litigations against him

10.11 Various undertakings received from the Acquirer regarding his conduct and obligations during the Offer.

10.12 The copy of the letter bearing number CFD/DCR/TO/SD/OW/32885/11 dated October 20, 2011 issued by the SEBI in terms of regulation 18(2) of the Regulations.

11 DECLARATION BY THE ACQUIRER

11.1 The Acquirer accepts full responsibility for the information contained in this LOF.

11.2 The Acquirer accepts the responsibility for ensuring compliance of the Regulations.

All information contained in the LOF is as on the date of the Public Announcement, unless stated otherwise.

Signed by the Acquirer

Sd/-
(Mr. Paresh N Vasani)

Date: October 25, 2011
Place: Ahmedabad

Encl.:
1) Form of Acceptance-cum-Acknowledgement
2) Form of Withdrawal
3) Transfer deed for the Shareholders holding Equity Shares in physical form.

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FORM OF ACCEPTANCE CUM ACKNOWLEDGMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to Cameo Corporate Services Limited at any of the collection centres as mentioned in Letter of Offer)

From: ____________________

Name: ____________________

Address: ____________________

____

____

OFFER	
Opens On	**Thursday, November 3, 2011**
Last Date of Withdrawal	**Wednesday, November 16, 2011**
Closes On	**Tuesday, November 22, 2011**

Tel No: (_____) __________ Fax No.: (_____) __________ E-mail: ____________________

To,
The Acquirer - Mr. Paresh N. Vasani
Unit: CSIL - Open Offer
C/o. Cameo Corporate Services Limited,
Subramaniam Building,
Road No.1, Club House Road,
Chennai - 600 002, India

Dear Sir/Madam,

SUB: Open offer to acquire up to 31,40,000 fully paid-up equity shares of face value Rs. 10 each, representing 20% of the Share Capital of Circuit Systems (India) Limited ("CSIL" / "Target Company") at a price of Rs. 16.00 (Rupees Sixteen only), including Applicable Interest, (the "Offer Price") for each fully paid-up equity share of CSIL, payable in cash ("Offer")

I / We refer to the Letter of Offer dated October 25, 2011 for acquiring the Equity Shares held by me / us in the Target Company.

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

— — — — — — — — — — — — — — — — — — **TEAR ALONG THIS LINE** — — — — — — — — — — — — — — — — — —

ACKNOWLEDGMENT SLIP

CSIL - Open Offer

(To be filled in by the shareholders) (Subject to verification)

Sr. No.

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

Address ____________________

Physical Shares: Folio No. __________ / Demat shares: __________; 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

Stamp of Collection Centre

(Tick whichever is applicable)

Signature of Official: ____________________ Date of Receipt ____________________

SHARES HELD IN PHYSICAL FORM

I / We, am/are holding shares in physical form, 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:

Sr. No.	Folio No.	Certificate No.	Distinctive No(s).		No. of Shares
			From	To	
Total No. of Equity Shares					

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

SHARES HELD IN DEMAT FORM

I/We, am/are holding shares in dematerialized form, accept the Offer and enclose a photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by my/our DP in respect of my/our equity shares as detailed below:

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

I/We have executed an off-market transaction for crediting the shares to the special depository account with Stock Holding Corporation of India Limited as the DP in NSDL styled 'Cameo Corporate Services Ltd Escrow A/c CSIL Open Offer' whose particulars are:

DP Name: Stock Holding Corporation of India Limited	DP ID: IN301080	Client ID: 22798970

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):

- ☐ Power of Attorney
- ☐ Corporate authorization in case of companies along with Board Resolution and specimen signatures of Authorized Signatories
- ☐ Death Certificate / Succession Certificate
- ☐ Others (Please specify) ____________________
- ☐ RBI approvals for acquiring shares of Circuit Systems (India) Limited hereby tendered in the Offer, in case of non-resident shareholders

— — — — — — — — — — — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — — — — — — — — — — —

Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address:

Cameo Corporate Services Limited,
(Unit: CSIL - Open Offer)

Subramaniam Building,
Road No.1, Club House Road,
Chennai - 600 002, India
Tel: +91 - 44 - 2846 0390,
Fax: +91 - 44 - 2846 0129

I/We confirm that the equity shares of Circuit Systems (India) 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 authorize the Acquirer or the Registrar to the Offer to send by Speed Post/Registered Post/ or through electronic mode, as may be applicable, at my/our risk, the crossed account payee cheque, demand draft/pay order, in full and final settlement due to me/us and/or other documents or papers or correspondence 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.

I/We authorize the Acquirer to accept the shares so offered or such lesser number of shares that it may decide to accept in terms of the Letter of Offer.

I/We authorize the Acquirer 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 Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

The Permanent Account No. (PAN/GIR No.) allotted under the Income Tax Act, 1961 is as under.

	1st Shareholder	**2nd Shareholder**	**3rd Shareholder**
PAN No.			

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 all shareholders

I / We, confirm that our residential status for the purposes of tax is:

☐ Resident ☐ Non-resident

I / We, confirm that our status is:

☐ Individual ☐ Firm ☐ Any other - please specify ____________

☐ Company ☐ Trust

For FII Shareholders

I / We, confirm that the income arising from the transfer of shares tendered by me/ us is in the nature of: (*select whichever is applicable)*:

☐ Capital gains ☐ Any other income

I / We, have enclosed the following documents:

☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities ☐ Banker certificate certifying inward remittance

☐ SEBI Registration Certificate for FIIs ☐ Self attested copy of PAN card

For other Non-resident shareholders (except FIIs)

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card ☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities

☐ Banker certificate certifying inward remittance ☐ RBI approval for acquiring shares of Marathwada Refractories Limited tendered herein

For Resident shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card

☐ Self declaration form in Form 15G / Form 15H, if applicable to be obtained in duplicate copy

☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities (applicable only for interest payment, if any)

☐ For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any)

Yours faithfully,

Signed and Delivered,

	Full name(s) of the holder	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 and necessary Board resolutions should be attached.

Place: Date:

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS / SHARES THAT ARE RECEIVED BY THE REGISTRAR AFTER THE DATE OF CLOSURE OF THE OFFER i.e. BY 5.00 P.M. ON TUESDAY, NOVEMBER 22, 2011 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

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FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to Cameo Corporate Services Limited at any of the collection centres as mentioned in Letter of Offer)

From: ______________________________

Name: ______________________________

Address: ______________________________

____

____

OFFER	
Opens On	**Thursday, November 3, 2011**
Last Date of Withdrawal	**Wednesday, November 16, 2011**
Closes On	**Tuesday, November 22, 2011**

Tel No: (_____) ____________ Fax No.: (_____) ____________ E-mail: ______________________________

To,
The Acquirer - Mr. Paresh N. Vasani
Unit: CSIL - Open Offer
C/o. Cameo Corporate Services Limited,
Subramaniam Building,
Road No.1, Club House Road,
Chennai - 600 002, India

Dear Sir/Madam,

SUB: Open offer to acquire up to 31,40,000 fully paid-up equity shares of face value Rs. 10 each, representing 20% of the Share Capital of Circuit Systems (India) Limited ("CSIL" / "Target Company") at a price of Rs. 16.00 (Rupees Sixteen only), including Applicable Interest (the "Offer Price") for each fully paid-up equity share of CSIL, payable in cash ("Offer")

I/We refer to the Letter of Offer dated October 25, 2011 for acquiring the Equity Shares held by me/us in Circuit Systems (India) Limited.

I/We, the undersigned, have read the Public Announcement and the Letter of Offer and understood its contents and unconditionally accepted 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 Acquirer 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 Acquirer/Manager to the Offer/ Registrar/Financial Advisor 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. Wednesday, November 16, 2011.

I/We note that the Acquirer/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 Acquirer 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 ALONG THIS LINE — — — — — — — — — — — — — — — — — —

Acknowledgment Slip
CSIL - Open Offer
Withdrawal Form

Sr. No.

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

Address ______________________________

Physical Shares: Folio No. ____________ / Demat shares: ____________; Client ID ____________

for ____________ number of shares, signature of Official ____________ Date of Receipt ____________

Stamp of Collection Centre

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

Sr. No.	Folio No.	Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
Total No. of Shares (in case of insufficient space, please attach a separate sheet)					

I/We hold the following Shares in dematerialised form and had done an off-market transaction for crediting the shares to the **account with Stock Holding Corporation of India Limited as the DP in NSDL styled 'Cameo Corporate Services Ltd Escrow A/c CSIL Open Offer'** as per the following particulars:-

DP Name: Stock Holding Corporation of India Limited	DP ID: IN301080	Client ID: 22798970

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. In case of body corporate, the Company seal should be affixed and necessary Board resolutions should be attached.

Place: ______________________________ Date: ________________

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Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address:

Cameo Corporate Services Limited,
(Unit: CSIL - Open Offer)

Subramaniam Building,
Road No.1, Club House Road,
Chennai - 600 002, India
Tel: +91 - 44 - 2846 0390,
Fax: +91 - 44 - 2846 0129