LETTER OF OFFER

"This Document is important and requires your immediate attention"

This Letter of offer is sent to you as a shareholder(s) of Citi Port Financial Services Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or CIL SECURITIES LIMITED. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum acknowledgement, Form of Withdrawal and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."

CASH OFFER AT Rs. 18.50/- (RUPEES EIGHTEEN AND PAISA FIFTY ONLY) PER FULLY PAID-UP EQUITY SHARE OF Rs. 10/- (RUPEES TEN ONLY) EACH

[Pursuant to Regulation 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto]

TO ACQUIRE

upto 6,20,000 Fully Paid Equity Shares of Rs10/- each representing 20% of the voting and paid up equity share capital at Rs 18.50 /- (Rupees Eighteen and Paisa Fifty Only) per Fully Paid Equity Share

of

Citi Port Financial Services Limited (Target Company/CFSL)

(Registered Off: 27, Sembudoss Street, Chennai – 600 001, Ph No. 91-044-65683952, Fax No. 91-044-65683952, E-mail: citiportindia@hotmail.com.

BY

Goldenvalley Holdings Private Limited (Acquirer/GHPL)

(Registered Off: 2nd Floor, 6-3-902/7/6/A, Royal Cottage, Surya Nagar, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082, Ph No. 91-040-66461811, Fax No. 91-040-23418539, E-mail infogoldenvalley@gmail.com.

1. The offer is subject to the approval of RBI under the Foreign Exchange Management Act, 1999 for acquiring shares tendered by NRIs/FIIs/OCBs. No other approval is required to be obtained from Banks/Financial Institutions for the offer
2. Besides this, as on this date to the best of the knowledge of the Acquirer, no other statutory approvals are required to acquire the Shares tendered pursuant to this Open Offer. However, the Open Offer would be subject to all statutory and such other approvals that may become applicable at a later date.
3. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer, in terms of Regulation 22(12) of the Regulations. In the case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to the Acquirer agreeing to pay interest for the delayed period to the shareholders as directed by SEBI. Further if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will also become applicable.
4. In case the required RBI approvals for shares tendered by NRIs/FIIs/OCBs are not submitted/ obtained, the Acquirer reserves the right to reject such Shares tendered. The Acquirer shall withdraw this offer if the statutory/other approval(s) which shall become applicable at a later date, as specified in point no.2 above, is refused as provided in regulation 27 of the SEBI (SAST) Regulations 1997
5. Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public announcement / Letter of offer, can withdraw the same upto three working days prior to the date of the closure of the offer i.e Friday, 17 October 2008.
6. Upward revision or withdrawal, if any, of the offer would be informed by way of Public Announcement in the same newspapers where the Original Public Announcement has appeared. The last date for such revision will be Monday 13, October 2008 (regulation 26). The same price would be payable by the Acquirer for all the shares tendered anytime during the offer.
7. **If there is competitive bid:**
   -The public offers under all the subsisting bids shall close on the same date.
   - As the offer price can not be revised during 7 working days prior to the closing date of the offers / bids (i.e Monday 13, October 2008) , 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
8. **This is not a competitive bid.**
9. The Offer is not subject to any minimum level of acceptance and is not a conditional offer.
10. A copy of Public Announcement, Corrigendum Public Announcement and Letter Of Offer (including form of acceptance cum acknowledgment) is also available on SEBI's web-site (www.sebi.gov.in) from the Offer Opening Date, i.e., Friday, 03 October 2008

MANAGERS TO THE OFFER	REGISTRAR TO THE OFFER
CIL Securities Limited #214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad- 500 001 Phone No: 040 23202465/ 3155 , Fax: 040 23203028, Email: cilsec@rediffmail.com Contact Person: Mr B.M. Maheshwari, President Merchant Banker Registration No. INM000009694	**CIL Securities Limited** #214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad- 500 001 Phone No: 040 23202465/ 3155 , Fax: 040 23203028, Email: cilsec@rediffmail.com Contact Person: Mr B.M. Maheshwari, President RTA Registration No. INR000002276
OFFER OPENS ON: Friday, 03 October 2008	**OFFER CLOSES ON: Wednesday, 22 October 2008**

SCHEDULE OF ACTIVITIES

Activity	Current Day and Date	Revised Day and Date
Public Announcement Date	Monday, 26 May 2008	Monday, 26 May 2008
Last date for a Competitive Bid	Monday, 16 June 2008	Monday, 16 June 2008
Specified Date	Saturday, 21 June 2008	Saturday, 21 June 2008
Date by which Letter of Offer to be dispatched to Shareholders	Monday, 07 July 2008	Saturday, 27 September 2008
Date of opening of the Open Offer	Wednesday, 16 July 2008	Friday, 03 October 2008
Last date for revising the Offer Price / number of shares	Thursday, 24 July 2008	Monday 13, October 2008
Last date for withdrawing acceptance from the Open Offer	Wednesday, 30 July 2008	Friday, 17 October 2008
Last date of closing of the Open Offer	Monday, 04 August 2008	Wednesday, 22 October 2008
Last date of communicating rejection / acceptance and payment of consideration for accepted tenders	Tuesday, 19 August 2008	Thursday, 06 November 2008

* Specified Date is only for the Purpose of determining the names of shareholders as on such date to whom the letter of offer would be sent.

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Risk Factors relating to transaction, relating to the offer and involved in associating with the acquirer:

A) Risk relating to transaction

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

B) Risk relating to the offer

1. If the aggregate of the valid responses to the offer exceeds offer size, then the acquirer shall accept the valid application on a proportionate basis in accordance with Regulation 21(6) of the Regulations. In such an event all Equity Shares tendered by the applicant may not be accepted.
2. In the event that either, (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company whose Shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of the statutory approvals, as per Regulation 22(12) of the Regulations, SEBI, may, if satisfied that the non- receipt of approval was not due to the wilful default or negligence or failure to diligently pursue on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by the SEBI. Further, shareholders should note that after the last date of withdrawal i.e., Friday, 17 October 2008, the shareholders who have lodged the shares would not be able to withdraw them even if the acceptance of the Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Managers and Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer under the Offer. The Acquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the Regulation 27 of the Regulations. Delay, if any, in the receipt of these approvals may delay completion of the offer.
3. The Acquirer gives no assurance with respect to the market price of the shares during the Offer period and upon the completion of the offer and the Acquirer shall not be responsible for any decision of the shareholder to participate or not to participate in the Offer.

C) Risk involved in associating with the Acquirer

1. The Acquirer is proposing to continue the existing business of Investment activity of the Target Company. The objects of the Acquirer Company consist of Investment activity as one of the main objects. In case the Acquirer commences the Investment Activity there would be conflict of interest.
2. The Acquirer gives no assurance with respect to the future financial performance of the Target Company

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

Definitions

Acquirer/GHPL	Goldenvalley Holdings Private Limited
BSE	The Bombay Stock Exchange Limited
Board/Board of Directors/Directors	Board of Directors of Citi Port Financial Services Limited
CDSL	Central Depository Services (India) Limited
DSE	The Delhi Stock Exchange Association Limited
MSE	The Madras Stock Exchange Limited
Managers & Registrars to the Offer/CIL/Managers to the Offer/ Registrars to the Offer	CIL Securities Limited
NSDL	National Securities Depository Limited
Offer	Open cash offer to acquire 6,20,000 fully paid equity shares of Rs. 10/- each representing 20% of the voting and paid up equity share capital at Rs.18.50/- (Rupees Eighteen and Paisa Fifty Only) per fully paid Equity share.
Persons eligible to participate in the Offer	All equity shareholders holding fully paid equity shares (except the parties to the share purchase agreement) are eligible to participate.
Public Announcement/PA	Public Announcement for the Open Offer released on behalf of the Acquirers on Monday, 26 May 2008
RBI	Reserve Bank of India
Regulations or Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 1997 and subsequent amendments thereof
Share Purchase Agreement	Agreement dated Thursday 22nd May 2008 entered into between GHPL and the Promoters of CFSL (as defined therein)
SEBI	Securities and Exchange Board of India
Shares(s)/ Equity Shares(s)	Fully paid-up equity shares of Rs. 10/- each of Citi Port Financial Services Limited
Target Company/CFSL	Citi Port Financial Services Limited

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CITI PORT FINANCIAL SERVICES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER CIL SECURITIES LIMITED, HYDERABAD HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 05/06/2008 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 1997 AND SUBSEQUENT AMENDEMENT (S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH OTHER STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the offer

2.1.1 The Offer to the shareholders of Target Company is hereby made by the Acquirer (i.e M/s Goldenvalley Holdings Private Limited) in accordance with Regulation 10 & Regulation 12 and other applicable provisions of the SEBI (SAST) Regulations for the purposes of substantial acquisition of shares / voting rights and change in control of the Target Company.

2.1.2 This offer to the shareholders of Target Company is being made by M/s Goldenvalley Holdings Private Limited (hereinafter referred to as "Acquirer/GHPL") a company incorporated under the Companies Act, 1956 having its Registered Office at 2nd Floor, 6-3-902/7/6/A, Royal Cottage, Surya Nagar, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082. There are no Persons Acting in Concert ("PAC") with the Acquirer for the purpose of this offer.

2.1.3 The Acquirer has entered into a Share Purchase Agreement (SPA) with the Promoters Group of Target Company on Thursday, 22nd May 2008 to acquire from them 4,20,600 fully paid-up Equity Shares of Rs.10/- each representing 13.57 % of the issued, subscribed & paid up capital ("the acquisition") for cash at a price of Rs.12.50/- (Rupees Twelve and Paisa Fifty only) per share ('the negotiated price').

S.NO	Name of the Member Promoter Group	Address of the Member of	Telephone No /Fax No	No of Equity Share	Percentage of Subscribed/ Voting capital	Amount @ Rs 12.50 per fully paid
1.	Sunil Kumar Agarwal	H.No-36, Road No.62, Punjabi Bagh, West, New Delhi-110026.	011-25920299	1,50,000	4.84%	18,75,000
2	Manju Agarwal	H.No-36, Road No.62, Punjabi Bagh, West, New Delhi-110026.	011-25920299	1,67,000	5.39%	20,87,500
3	Dhruv Agarwal	H.No-36, Road No.62, Punjabi Bagh, West, New Delhi-110026.	011-25920299	2,500	0.08%	31,250
4	Unnati Agarwal	H.No-36, Road No.62, Punjabi Bagh, West, New Delhi-110026.	011-25920299	51,100	1.65%	6,38,750
5	Gradeking. Packaging Pvt.ltd	110-Magnum Phase-1, Karampura Comm, Comp, New Delhi.	011-25920744	50,000	1.61%	6,25,000
	Total			4,20,600	13.57%	52,57,500

2.1.4 Some of the salient features of the Share Purchase Agreement are mentioned below:

1 The Acquirer shall acquire 4,20,600 Equity Shares of Rs 10/- each from the Promoter Group of M/s s Citi Port Financial Services Limited. The Purchase consideration for the shares shall be Rs 12.50/- (Rupee Twelve and Paisa Fifty Only) for Fully Paid Equity Share. The Purchase Consideration for the Shares will be Paid @ Rs 7.50/- (Rupees Seven and Paisa Fifty only) per share at the time of execution of this Share Purchase Agreement and the balance consideration of Rs 5/-(Rupees Five Only) per share at the time of completion of Takeover process and handing over the Share Certificates/ Delivery Instruction slips.

2 In case of non –compliance of any of the provisions of the Securities Exchange Board of India Takeover Regulations, this agreement shall not be acted upon by either Party.

3 The Acquirer/ Seller have undertaken that if the public shareholding in the Company falls below the limit specified in listing Agreement with Stock Exchanges for the purpose of listing on continuous basis, pursuant to the agreement and Open Offer, the Acquirer will acquire only such number of shares under the agreement so as to maintain the minimum specified public shareholding in the Company.

2.1.5 GHPL held 3,70,700 Equity Shares of Target Company representing 11.96 % of the Fully Paid-up Equity Share Capital as on the date of the Public Announcement. These shares were acquired from M/s Citiport Credit Limited (Registered office at Ground Floor, 24, Haus Khas, Village, New Delhi, India - 110016 on 14th May 2008 at a price of Rs 10/- per share. M/s Citiport Credit Limited belongs to the Promoter Group of Target Company. Except the above shares GHPL has not acquired any Equity Shares of the Target Company. GHPL has not acquired any shares after the date of Public Announcement till the date of this Letter of offer.

2.1.6 No Change in the Board of Director of the Target Company is proposed after the offer as on the date of this letter of offer. Mr Ratan Kishan Musurnur, Director of GHPL is a Director on the Board of Target Company. He was appointed as Additional Director in the Board meeting held on 10th March 2006 and the appointment was regularized at the Annual General Meeting held on 25th September 2006.

2.1.7 The Acquirer, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under SEBI Act.

2.1.8 The transfer of Shares being acquired through the Share Purchase Agreement as well as those received in the Open Offer and accepted, shall be subject to compliance with the requirements as set out by Reserve Bank of India (RBI) vide circulars DNBS (PD) CC No. 11/02.01/99-2000 dated November 15, 1999, paragraph A(5) (iii) Of Circular DNBS (PD) CC No. 12/02.01/99-2000 dated January 13, 2000 and paragraph 2(ii) of Circular DNBS (PD) CC No. 63/02.02/2005-06 and circular DNBS (PD) CC No. 81/03.02.02/2006-07. These circulars require the Acquirer, the transferors in the Share purchase agreement and the Target Company, to Issue a public notice, 30 days prior to effecting the transfer of ownership by sale of Shares or transfer of control with or without sale of Shares. The Acquirer has undertaken that it shall comply with the stipulation of issuing public notice as aforesaid, jointly with the Parties to the Share Purchase Agreement and Target Company and also undertakes that it shall transfer to itself Equity Shares covered under SPA as well as Equity Shares to be acquired in open offer only after 30 days of such Public Notice. In compliance of the above RBI circulars the Acquirer, the transferors in the Share purchase agreement and the Target Company have issued Public Notice in Business Standard, leading national paper and Makkal Kural, leading regional news paper on 28th June 2008

2.2 The Offer

2.2.1 The Public Announcement dated Monday, 26 May 2008 and Corrigendum Public Announcement dated Wednesday , 24 September 2008 were made in the following newspapers, in accordance with Regulation 15 of the SEBI (SAST) Regulations:

Languages	Publication	Editions
English	Financial Express	All Editions
Hindi	Janasatta	All Editions
Tamil	Makkal Kural	Chennai.

(The Public Announcement and Corrigendum to Public Announcement are also available on the SEBI Website at www.sebi.gov.in)

2.2.2 Pursuant to the SPA , the Acquirer is making an open offer in accordance with Regulation 10, Regulation 12 and other applicable provisions of the Regulations, to the remaining shareholders (other than the parties to the Share Purchase Agreement) of Target Company to acquire upto 6,20,000 Equity Shares of Rs.10/- each representing 20% of voting Equity Share Capital of the Target Company at a price of Rs.18.50/- (Rupees Eighteen and Paisa Fifty only) per fully paid equity share (the "Offer Price"), payable in cash, in terms of Regulation 20 of the Regulations (the "Offer" or "Open Offer"). The Target Company has no Partly Paid Equity Shares

2.2.3 There is no non-compete agreement between Acquirer and Seller and any other entity as envisaged under Regulation 20(8) of the Regulations. No additional payment by way of non-compete fees are being made by the acquirer.

2.2.4 The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.

2.2.5 Acquirer will acquire all the shares that are validly tendered in terms of the Offer, upto a maximum of 6,20,000 shares at the Offer Price.

2.2.6 After the date of PA, the Acquirer has not acquired any shares of the Target Company till the date of the Letter of Offer.

2.2.7 CIL (Managers and Registrars to the offer) do not hold any shares in the Target Company. CIL (Managers and Registrars to the offer) shall not deal in the shares of the Target Company during the period commencing from the date of appointment till the expiry of 15 days from the closure of the offer i.e Thursday, 06 November 2008

2.2.8 This is not a competitive bid

2.3 Object of the acquisition/ offer

2.3.1 The acquisition is for substantial acquisition of shares and voting rights accompanied with change in control /management.

2.3.2 This offer is being made pursuant to Regulation 10 and 12 and other applicable provisions of Chapter III of the Regulations and is compliance with the Regulations.

2.3.3 The Acquirer has no future plans for the Target Company except carrying on its existing business and would like to avail various growth opportunities in the existing business and thereby increase the value of stakeholders. The Promoters/Directors of the Acquirer Company have vast experience in various fields of business. The Acquirer intents to use this vast experience and continue the existing business of the Target Company by employing key managerial personnel having experience in the existing business of the Target Company.

3 BACKGROUND OF THE ACQUIRER -M/S GOLDENVALLEY HOLDINGS PRIVATE LIMITED (GHPL)

3.1 The GHPL is a company incorporated under the Companies Act, 1956 on 06 February 2007, having its Registered Office at 2nd Floor, 6-3-902/7/6/A, Royal Cottage, Surya Nagar, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082. Ph No. 91-040-66461811, Fax No. 91-040-23418539, E-mail infogoldenvalley@gmail.com.

3.2 GHPL was incorporated with the main object of carrying on business of investing in stocks, debentures, annuities and securities of every description. As on 26th August 2008 GHPL has an Authorized Capital of 4,00,00,000 (Rupees Four Crore only) and Issued, Subscribed and Paid-up Capital of Rs 2,63,00,000 (Rupees Two Crore Sixty Three Lakhs Only). GHPL is a Non Banking Finance Company and was granted by Reserve Bank of India, Certificate of Registration to commence business of non-banking financial institution with out accepting public deposits vide certificate no 09.00424 on 31st October 2007. GHPL is yet to commence its operations.

3.3 Mr. Ratan Kishan Musurnur and Mr. Suraj Thammineni promoted GHPL. The Present Directors of GHPL are Mr. Ratan Kishan Musurnur , Mr. Suraj Thammineni and Mr K Ramakrishnan Harish.

3.4 Mr. Ratan Kishan Musurnur, Promoter Director of GHPL, is a Master of Computer Applications. He is a Software Professional having experience in product designing. He has not promoted any other Company other than GHPL and is a Director in GHPL and Target Company.

3.5 Mr. Suraj Tammineni, Promoter Director of the GHPL, is a M.Sc (Hons) Economics, B.E (Hons) Mechanical Engineering from Birla Institute of Technology and Science, Pilani and attended the Masters Program in Networking and telecommunications at the University Of Texas for two years. He is an Experienced Investment Professional with strong engineering background and having experience in Business and Marketing Strategy, Corporate Finance, Financial Modeling, Quantitative Analysis and is having Sound analytical, communication and inter-personal skills. He has not promoted any other Company other than GHPL and is a Director of GHPL.

3.6 The Net worth of GHPL as on 22/05/2008 is Rs 2,05,48,523 (Rs Two Crores Five Lakhs Forty Eight Thousand Five Hundred and Twenty Three Only) as certified by Mr Sunil Kumar Jain, Partner, M/s Sunil & Sanjay,Chartered Accountants, 1-7-264/2016 and 2017, II Floor, Emerald House, S.D Road Secunderabad -500 003. M.No 201721, Ph.no 040-27818010, Fax No040-66315104 vide certificate dated 23rd May 2008.

3.7 There are no persons acting in concert with the Acquirer.

3.8 GHPL held 3,70,700 Equity Shares of Target Company representing 11.96 % of the Fully Paid-up Equity Share Capital as on the date of the Public Announcement. These shares were acquired from M/s Citiport Credit Limited (Registered office at Ground Floor, 24, Haus Khas, Village, New Delhi, India - 110016 on 14th May 2008 at a price of Rs 10/- per share. M/s Citiport Credit Limited belongs to the Promoter Group of Target Company. Except the above shares GHPL has not acquired any Equity Shares of the Target Company. GHPL has not acquired any shares after the date of Public Announcement till the date of this Letter of offer. The highest price paid for the above acquisition is Rs 10/- per Share. GHPL has complied with the provisions of Chapter II of SEBI (SAST) Regulations, 1997 with respect to the shares acquired before Share Purchase Agreement.

3.9 Shareholding Pattern of GHPL as on 26th Augeust 2008.

Sl. No	Name of the ShareHolder	No. of Shares	% of Shares
1.	Ratan Kishan Musurnur	20,24,799	76.99
2.	Suraj Thammineni	605,201	23.01
	Total	26,30,000	100.00

3.10 Details of Directors of GHPL as on the date of Public Announcement:

Names	Designation	Date of Appointment	Qualification	Experience	Residential Address
RATAN KISHAN MUSURNUR	Director	06 February 2007	Master of Computer Applications	He is a Software Professional having experience in product designing	H.NO:11-10-1/A, VIJAYAPURI COLONY, SAROORNAGAR HYDERABAD-35
SURAJ THAMMINENI	Director	06 February 2007	B.E(HONS) Mechanical Engineering, M.E(HONS) Economics	He is an Experienced Investment Professional with strong engineering background and having experience in Business and Marketing Strategy, Corporate Finance, Financial Modeling, Quantitative Analysis and is having Sound analytical, communication and inter-personal skills	102,DIVYA RESIDENCY, H.No.6-3-680/8/1 THAKUR MASION LANE, SOMAJIGUDA HYDERABAD-82.
K RAMAKRISHNAN HARISH	Director	02 April 2008	Chartered Accountant and Grad CWA	He is having over 15 Years of experience in the filed of finance and media	NO. 301, ADMIRALTY MANOR, 13TH CROSS, 6TH MAIN, INDIRANAGAR, HAL 2ND STAGE, BANGALORE, 560038, KARNATAKA, INDIA

3.11 Ratan Kishan Musurnur, Promoter Director of GHPL is a Director in the Target Company as on date of Public Announcement. In terms of regulation 22(9), Ratan Kishan Musurnur has undertaken not to participate in any matter concerning or relating to the offer including any preparatory steps leading to the offer.

3.12 GHPL is a Private Limited Company and is not listed on any of the Stock Exchanges. GHPL has not promoted any Company

3.13 Since the GHPL was incorporated on 06 February 2007 the audited financial details are available for the period from 06th February 2007 to 31st March 2007 and for the year ended 31st March 2008. Brief audited financials of GHPL for the above period are as follows:

(Rs in Lacs)

Profit and Loss Statement	Audited Results for the year ended 31-03-2008	Audited Results for the Period 06-02-2007 to 31-03-2007
Income from Operation (Interest Received)	10.11	NIL
Other Income	NIL	NIL
Total Income	10.11	NIL
Total Expenditure	3.07	NIL
Profit before Depreciation, Interest and Tax	7.04	NIL
Depreciation	NIL	NIL
Interest	NIL	NIL

(Rs in Lacs)

Profit and Loss Statement	Audited Results for the year ended 31-03-2008	Audited Results for the Period 06-02-2007 to 31-03-2007
Profit before Tax	7.04	NIL
Provision for Tax	2.40	NIL
Profit after Tax	4.64	NIL
Balance Sheet Statements		
Sources of Fund		
Paid up Share Capital	203.00	10.00
Reserves and Surplus (excluding revaluation reserve)	4.64	NIL
Networth	207.64	10.00
Share Application Money	12.61	0.00
Secured Loan	NIL	NIL
Unsecured Loan	NIL	NIL
Total	220.25	10.00
Uses of Funds		
Net Fixed Asset	NIL	NIL
Investments	NIL	NIL
Net Current Assets	218.10	7.31
Total Miscellaneous Expenditure not written off	2.15	2.69
Total	220.25	10.00
Other Financial Data		
Dividend (%)	NIL	NIL
Earning per Share	0.23	NIL
Return on Net worth	2.23	NIL
Book Value per Share	10.23	7.31

Significant Accounting Policies of GHPL as per the Audited Financial Statements for the period ended 31/03/2007 and 31/03/2008 are as follows

a) Accounting Policy : The Accounts are maintained on accrual basis as a going concern

b) Revenue Recognition : Revenues are recognised on accrual basis as the Company follows mercantile system of accounting.

c) Depreciation : No Fixed assets were purchased

d) Investments : The Company has not invested its money in any shares, debentures or other securities of other Companies.

c) Accounting for Tax on Income : Tax expenses comprises of current, deferred and fringe benefit tax. Current Income Tax and Fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred Income Tax reflects the impact of Current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years.

3.14 The following comments were sought by SEBI from the Reserve Bank of India about the acquirer-“The Golden Valley Holdings Private Limited, the acquirer is a non deposit accepting NBFC registered with our Hyderabad Regional Office. The Net Owned Fund of the company, as on the date, is less than the prescribed statutory minimum, thus not complying with the provisions of Section 45-IA of RBI Act, 1934. The Company is being advised to stop pursuing NBFI business forthwith and submit an action plan for augmenting its Net Owned fund to the statutory minimum level”.

3.15 Reserve Bank of India (Hyderabad Regional Office) vide its letter dated July, 04, 2008 has advised GHPL to stop pursuing NBFI business forthwith as the Net Owned Fund (NOF) of GHPL as on June 30,2008 has declined to Rs 188.96 lakh, below the statutory minimum requirement of Rs 200.00 Lakh. Further RBI has advised GHPL to submit an action plan for augmenting the NOF to the required statutory minimum of Rs 200.00 Lakh. According GHPL has increased its NOF to Rs 254.96 Lacs and has submitted Auditors Certificate dated August 26, 2008. Reserve Bank of India vide its letter dated September 02, 2008 has again advised GHPL to carry on the business of NBFI as the NOF appears to have increased beyond the statutory minimum requirement level of Rs 200.00 Lakh

4 Disclosure in terms of Regulation 16(ix) of the SEBI Takeover

4.1 The Acquirer do not intend to dispose off or otherwise encumber any assets of Target Company in succeeding two years except in ordinary course of business of the Target Company.

4.2 The Acquirer undertakes not to sell, dispose off or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders.

5. **Option to the acquirer in terms of Regulation 21(2):**

As per Clause 40A of the Listing Agreement, the company is required to maintain on a continuous basis, public shareholding of at least 25% of the total number of issued shares of a class or kind, for every such class or kind of its shares which are listed. On Completion of the offer formalities the public shareholding of the Target Company shall not fall below the limit specified for the purpose of listing on continuous basis in terms of the Listing Agreement with the Stock Exchange, therefore the option available under Regulation 21 (2) of the Takeover Regulation is not applicable

6. Background of the Target Company:

6.1 Citi Port Financial Services Limited was originally incorporated on 01st July 1992 as a Private Limited Company in the name and style of 'Citi Port Financial Services Private Limited' and subsequently the name of the Company was changed to 'Citi Port Financial Services Limited' vide fresh certificate of Incorporation dated 28th May 1993. The Registered Office of the Company is Situated at 27, Sembudoss Street, Chennai – 600 001. Tel.No.91 044-65683952. The Corporate office of the Company is Situated at 207 Magnum House -1, Karampura Commercial Complex, New Delhi – 110 015 Ph No 011-25920299, Fax 011-25920299. The Target Company came out with a Public Issue of 12,50,000 Equity Shares of Rs 10/- each for cash at par in September 1995. The Objects of the Issue was to strengthen and consolidate its capital base in order to augment long term working requirement to meet the needs of fund based activities viz Leasing/Hire Purchase and Investment. After the Public Issue the Equity Shares of Target Company got listed on Bombay Stock Exchange Limited, Delhi Stock Exchange Association Limited and on Madras Stock Exchange Limited

6.2 The Target Company is a Non Deposit accepting Non Banking Finance Company engaged in the business of extending loans to Individual and Body Corporates. Surplus funds are deployed in investments in Equity and equity related instruments. The main objects clause of Target Company permits undertaking of the said activities. The Company was granted by Reserve Bank of India, Certificate of Registration to carry on the business of non-banking financial institution vide certificate no 07.00322 dated 22nd September 1998.

6.3 The Share capital structure of the Target Company is as follows :

Equity Share Capital of Target company	**No. of Equity Shares/ Voting Rights**	**% of Equity Shares/Voting Rights**
Fully paid up equity shares	31,00,000	100
Partly paid up equity shares	NA	NA
Total paid up equity shares	31,00,000	100
Total voting rights in Target company	31,00,000	100

As on the date of PA the Authorized Capital of the Target Company is Rs 320 Lacs comprising of 3,20,000 Equity Shares of Rs 10/- each and the Issued, Subscribed and Paid up Capital is Rs 310 Lacs comprising of 3,10,000 Equity Shares of Rs 10/-each.The Target Company has no Partly Paid Equity Shares

6.4 Current Capital Structure of the Company has been built up since inception as per the details given below:

Date of	Shares issued		Cumulative paid up capital		Mode of allotment	Identity of allottees	Status of compliance
allotment	Number	%	Shares	Capital			
29.07.92	700	0.02%	700	7000	Subscription and Further Issue	Promoters	Complied
06.02.93	28400	0.92%	29100	291000	Further Issue	Promoters	Complied
01.12.93	13000	0.42%	42100	421000	Further Issue	Promoters	Complied
25.08.94	161900	5.22%	204000	2040000	Further Issue	Promoters	Complied
31.12.94	147200	4.75%	351200	3512000	Further Issue	Promoters	Complied
02.03.95	155000	5.00%	506200	5062000	Further Issue	Promoters	Complied
1.11.95	1343800	43.35%	1850000	18500000	Public issue	Firm Allotment to Promoters, their friends, relatives, associates	Complied
1.11.95	1250000	40.32%	3100000	31000000	Public issue	Indian Public	Complied
Total	3100000	100					

6.5 Equity Shares of the Target Company were not suspended any time in the past in any of the Stock Exchanges.

6.6 The Target Company has paid Listing Fees to all the Stock Exchanges till the Financial Year 2007-2008

6.7 There are no Shares of the Target Company outstanding, which are pending for Listing.

6.8 The Target Company has no Subsidiaries.

6.9 There are no outstanding instruments in the Target Company in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity shares at any later date. There are no shares under lock-in period in the Target Company.

6.10 Target Company has complied with all the listing requirements. Target Company has not been penalized on account of default of compliance of listing agreement formalities by any of the Stock Exchanges where it is currently listed.

6.11 There has been no merger / de-merger, spin off in the last three years involving the Target Company.

6.12 The Promoter/Sellers have complied with the provisions of Chapter II of the SEBI (SAST) Regulations within the time specified in the Regulation.

6.13 The Target Company has not complied with the Regulation 6(2) and 6(4) for 1997 & 8(3) for 1998, 1999, 2000 and 2001. The Target Company has received from SEBI vide its Letter no CFD/DCR/RC/TO/233040/04 , dated November 16,2004 , for non compliance of the above said provisions and proposing for adjudication by consent order, if the Target Company is willing to pay an amount of Rs 1,50,000 as penalty for the aforesaid Violation. The Company has vide its letter dated January 03, 2005 addressed to SEBI agreed to pay Rs 1,50,000/- , to get the consent order passed. However no further action has been taken by SEBI or the Target Company in this regard. Except the above the Target Company has complied with the provisions of Chapter II of the SEBI (SAST) Regulations within the time specified in the Regulations. SEBI may take appropriate action for non compliance of SEBI (SAST) Regulations, 1997.

6.14 Composition of Board of Directors of Target Company and details thereof as on the date of PA were :

Names and Designation	Date of Appointment	Qualification	Residential Address	Experience
Manju Agarwal (Director)	06.06.94	B.A	House No.36, Road No.62, West Punjabi Bagh, New Delhi-110026	16 years of experience in administration of Company
Ashok Kumar Gupta (Director)	25.01.05	B. Com	C-1, 102 A, , Krishan Vihar, New Delhi-110041	20 Years of Experience in Financial Analysis and Control.
Ratan Kishan Mussumnur (Director)	10.03.06	MCA	11-10-324/301/302, Flat No. 201, Hari Krishna Residency, Vijayapuri Colony, Hyd-500 009	He is having 3 years of xperience of product designing
Rahul Yadav (Director)	22.03.04	B.Com, MBA	W-1- 73A, Todapur, I.A.R.I Pusa, New Delhi - 110012	8 Years of experience in Business Administration
Amarnath Adhya	22.03.04	B Com, MBA	6/15, Shivaji Nagar, Gurgaon 20 Haryana	Years of Vast (Director) Experience in Finance and Accounts
K.S.Balasubramaniavel (Director)	22.03.04	B.A	2696, Shadipur Bazar, West Patel Nagar, New Delhi - 110008	13 Years of Experience in general administration of business.

Ratan Kishan Musurnur, Promoter Director of GHPL is a Director in the Target Company as on date of Public Announcement. In terms of regulation 22(9), Ratan Kishan Musurnur has undertaken not to participate in any matter concerning or relating to the offer including any preparatory steps leading to the offer.

Changes in the Board of Directors of the Target Company in Last 3 Years

S.No	Name of the Director	Date of Change	Remarks
1	Ratan Kishan Mussumnur	10/03/2006	Appointed as Additional Director on 10/03/2006
2	Ratan Kishan Mussumnur	25/09/2006	Regularized at the Annual General Meeting
3	Alok Kumar Agarwal	28/01/2008	Resigned as Director

6.15 Brief Audited financial details of the acquirers is as follows:

(Amount Rs. In lacs)

Profit & Loss Statement	2007 - 2008	2006-2007	2005-2006	2004-2005
Income from Operation	21.47	17.24	12.90	9.06
Other Income	NIL	NIL	NIL	NIL
Total Income	21.47	17.24	12.90	9.06
Total Expenditure.	5.92	9.47	6.76	7.59
Profit Before Depreciation Interest and Tax	15.55	7.77	6.14	1.47
Depreciation	1.06	1.02	1.01	0.91
Interest	0.03	0.02	0.01	0.00
Profit (Loss) Before Tax	14.46	6.73	5.12	0.56
Provision for Tax	4.67	2.55	1.78	0.66
Profit (Loss) After Tax	9.79	4.18	3.34	(0.10)
Balance Sheet Statement				
Sources of funds				
Paid up share capital	310.00	310.00	310.00	310.00
Reserves and Surplus (excluding revaluation reserves)	22.24	13.28	9.10	5.77
Net worth (Paid up Capital + Reserve) – (Total Miscellaneous Expenditure not written off + Pre Operative Expenses)	332.24	323.28	319.10	315.77
Secured loans	NIL	NIL	NIL	NIL
Unsecured loans	NIL	NIL	NIL	NIL
Deffered tax liability	NIL	NIL	NIL	NIL
Total	332.24	323.28	319.10	315.77
Uses of funds				
Net fixed assets	4.75	5.82	4.48	4.79
Investments	49.71	94.44	165.94	131.25
Net current assets	277.78	223.02	148.68	179.73
Total miscellaneous expenditure not written off	NIL	NIL	NIL	NIL
Total	332.24	323.28	319.10	315.77
Other Financial Data				
Dividend (%)	NIL	NIL	NIL	NIL
Earning Per Share(Rs.)				
(Profit After Tax/ No.of Shares)	0.32	0.13	0.10	-(0.003)
Return on Net worth (%)				
(Profit After Tax/ Networth)	2.95	1.29	1.04	-(0.031)
Book Value Per Share(Rs.)				
(Networth/ No of Shares)	10.72	10.43	10.29	10.18

Reasons for Increase in Income from Operations and Increase in PAT

The Total Income for the Year 2007-2008 was Rs 21.47 Lacs higher when compared to year 2006-2007 (Rs 17.24 Lacs), 2005-2006 (Rs 12.90Lacs) and 2004-2005 (9.06 Lacs). The reason for Increased Income in the Year 2007-2008 was due to Increase in Interest on Loan and Increase in Capital Gain on sale of Shares. The Break up of Total Income for the year 2007-2008 2006-2007, 2005-2006 and 2004-2005 is as under

Rs in Lacs

Details of Income for	2007-2008	2006-2007	2005-2006	2004-2005
Interest on Loan	11.47	10.50	9.30	9.32
Dividend Received	0.01	0.16	0.14	0.16
Interest on Debentures	0.00	0.00	0.00	0.07
Interest recd on LIC Mutual Fund	0.00	0.87	0.00	0.00
Commission Received	0.00	0.25	0.00	0.00
Interest Received from Refund of Income Tax	0.12	0.09	0.04	0.00
Capital Gain on Sale of Shares	9.87	5.37	3.42	(0.49)
Total	21.47	17.24	12.90	9.06

The Increase in PAT has been due to Increase in Total Income of the Target Company

6.16 Pre and Post- Offer share holding pattern of the target company (As on the date of PA)is as follows

Shareholders' category	Shareholding & voting rights prior to the agreement/ 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)		Share holding / voting rights after the acquisition and offer. i.e.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
No. %	No.	%	No.	%	No.	%		
(1) Promoter								
a. Parties to agreement, if any	4,20,600	13.57	NIL	NIL	NIL	NIL	NIL	NIL
b. Promoters other than (a) above	7,17,600	23.15	NIL	NIL	NIL	NIL	7,17,600	23.15
Total 1(a+b)	11,38,200	36.72	NIL	NIL	NIL	NIL	7,17,600	23.15
(2) a Acquirer (i.e GHPL)	3,70,700	11.96	4,20,600	13.57	6,20,000	20.00	14,11,300	45.53
b) PAC (if any)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total 2 (a + b)	3,70,700	11.96	4,20,600	13.57	6,20,000	20.00	14,11,300	45.53
(3) Parties to agreement NIL other than(1) (a) & (b)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
(4) Public								
a. FIs/MFs/FIIs/Banks, SFIs (indicate names)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b. Others (Bodies Corporate and Individuals)	15,91,100	51.32	NIL	NIL	NIL	NIL	9,71,100	31.32
Total (4)(a+b)	15,91,100	51.32	NIL	NIL	NIL	NIL	9,71,100	31.32
GRAND TOTAL (1+2+3+4)	31,00,000	100.00	NIL	NIL	NIL	NIL	31,00,000	100.00

Note:The 7,17,600 (23.15%) Equity Shares held by the Promoter Group in the Target Company as mentioned above shall be considered as public shareholding pursuant to the change in management control after completion of the open offer formalities by the Acquirers.

There are 660 Shareholders in the Target Company as on the date of PA

6.16 Details of the change in shareholding of the promoters as and when it happened in the Target Company and status of compliance with the applicable provisions of the SEBI (SAST) Regulations/other applicable Regulations under the SEBI Act, 1992 and other statutory requirements, as applicable:

Promoters Holding as on	No. of Shares	No of Shares Acquired /(sold) by Promoter Group	% of Voting Right/ Equity Shares Acquired/(sold)	Compliance of SEBI Takeover Regulations
20.02.1997	23,03,900	N.A	N.A	Complied
31.03.1998	23,08,200	4,300	0.14	Not Applicable
31.03.2002	23,08,100	(100)	(0.00)	Not Applicable
18.01.2008	21,24,700	(1,83,400)	(5.92)	Complied with – Regulation 7(1A)
19.01.2008	20,24,700	(1,00,000)	(3.23)	Complied with – Regulation 7(1A)
21.01.2008	19,69,700	(55,000)	(1.77)	Complied with – Regulation 7(1A)
28.01.2008	19,17,100	(52,600)	(1.70)	Complied with – Regulation 7(1A)
30.01.2008	18,17,100	(1,00,000)	(3.23)	Complied with – Regulation 7(1A)
06.02.2008	16,92,100	(1,25,000)	(4.03)	Complied with – Regulation 7(1A)
07.02.2008	15,93,700	(98,400)	(3.17)	Complied with – Regulation 7(1A)
08.02.2008	15,08,900	(84,800)	(2.74)	Complied with – Regulation 7(1A)
14.05.2008	11,38,200	(3,70,700)	(11.96)	Complied with – Regulation 7(1A)

There are no Major Shareholders in the Target expect those belonging to the Promoters Group
Except as disclosed above there are no other purchases/sale/interse transfer by the Promoters

6.17 Corporate Governance: M/s K P Jain & Co, Chartered Accountants, the Statutory Auditors of the Company vide their report on Corporate Governance dated 28 May 2008 which forms part of the annual report for the year 2007-08 confirmed that (a) They have reviewed the implementation of Corporate Governance procedure by the Target Company for the year ended March 31st 2008 as stipulated in clause no. 49 of the Listing Agreement. (b) The conditions of Corporate Governance as stipulated in the listing agreement have been substantially complied with by the Company and that no Investor Grievance(s) is/are pending for a period exceeding one month against the Target Company and (c) Such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

6.18 Pending Litigation matters: There are no pending litigation matters.

6.19 The Compliance Officer: Ms. Rachana Sharma, 207 Magnum House -1, Karampura Commercial Complex, New Delhi – 110 015 Ph No 011-25920299, Fax 011-25920299, Email : citiportindia@hotmail.com

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer price

7.1.1 The Equity Shares of Target Company are currently listed on Bombay Stock Exchange Limited ("BSE"), Madras Stock Exchange Limited ("MSE") and Delhi Stock Exchange Association Limited (DSE)

7.1.2 The annualized trading turnover of the Equity Shares of Target Company during the six calendar months preceding the date of the Public Announcement (November 2007 – April 2008) on each of the Stock Exchanges where the equity shares of Target Company are listed is as follows:

Name of Stock Exchange	Total Number of shares traded during November, 2007 – April 2008	Total Number of Listed Equity Shares	Annualised Trading Turnover & % of total listed equity shares
BSE	2,40,965	31,00,000	4,81,930 (15.54%)
MSE	NIL	31,00,000	NIL
DSE	NIL	31,00,000	NIL

(Source: www.bseindia.com)

7.1.3 Based on the above information, the equity shares of Target Company are frequently traded on BSE and infrequently traded on MSE and DSE within the meaning of explanation (i) to regulation 20(5) of the Regulations

7.1.4 The Offer Price of Rs. 18.50/- (Rupees Eighteen and Paisa Fifty only) per fully paid up equity share is justified in terms of Regulation 20(4) and Regulation 20(5) of the Regulations as it is highest of the following:

\

a.	Negotiated price payable under the Share Purchase Agreement	Rs.12.50/-
b.	Highest Price paid by the Acquirer for any Acquisitions, including by way of allotment in a Public or right issue or preferential issue during the 26 weeks period prior to the date of the Public Announcement	Rs.12.50/-
c.	The average of the weekly high and low of the closing prices of the shares of Target Company on BSE, where it is most frequently traded, during the 26 weeks preceding the date of the Public Announcement	Rs.15.94
d.	The average of the daily high and low prices of the shares of Target Company on BSE, where it is most frequently traded, during the 2 weeks preceding the date of the Public Announcement	Rs 16.98
e.	Other Parameters with reference to the Target Company for Year ending March 31, 2007	
	Return on Net Worth (%)	1.29
	Book Value (Rs.)	10.43
	Earnings Per Share (Rs.)	0.13
	Price Earnings Ratio based on Offer Price	142.31

Mr. Shyam Sunder Modani, Partner, B D Saboo & Associates, Chartered Accountant (M. No. 213530) has vide their share valuation report dated 23.05.2008 based on Hon'ble Supreme Court Decision in the Case of Hindustan Lever Employee Union Vs HLL, 1995 (83.com Case 30) and the erstwhile CCI Formula has stated that the fair value per Fully Paid Equity Share is Rs 9.30 (Rupees Nine and Paisa Thirty only) for the purpose of offer price to the shareholders of Target Company. In view of the above, the Offer Price of Rs. 18.50 (Rupees Eighteen and Paisa Fifty Only) per Fully Paid Equity Share based on the Certificate of Mr Shyam Sunder Modani, Partner, B D Saboo & Associates, Chartered Accountant is justified

7.1.5 The computation of average price in terms of Regulation 20 (4) (c) of the Regulations is as below:
Table 1: The average price for the 26 weeks preceding the date of the PA i.e. Monday, 26 May 2008 is shown in table below:

Week	**Week Ending**	**Closing Price at BSE**		**Average Price**	**Volume**
		High (Rs)	Low (Rs)		
1	30-Nov-07	10.01	8.66	9.34	12,205
2	7-Dec-07	9.74	9.25	9.50	4,535
3	14-Dec-07	10.19	9.69	9.94	9,902
4	21-Dec-07	12.30	10.67	11.49	7,245
5	28-Dec-07	13.61	11.78	12.70	6,011
6	4-Jan-08	17.35	14.29	15.82	10,801
7	11-Jan-08	18.21	15.80	17.01	43,554
8	18-Jan-08	15.02	14.26	14.64	8,077
9	25-Jan-08	13.60	11.80	12.70	16,727
10	1-Feb-08	13.65	12.61	13.13	8955
11	8-Feb-08	13.50	12.25	12.88	3,009
12	15-Feb-08	14.51	12.55	13.53	4,311
13	22-Feb-08	17.61	15.23	16.42	1,723
14	29-Feb-08	22.45	18.49	20.47	48,406
15	7-Mar-08	25.83	23.57	24.70	13,312
16	14-Mar-08	23.32	20.01	21.67	910
17	21-Mar-08	19.01	19.01	19.01	80
18	28-Mar-08	18.20	17.01	17.61	777
19	4-Apr-08	17.00	16.05	16.53	2,623
20	11-Apr-08	19.00	17.05	18.03	5,812
21	18-Apr-08	19.50	18.15	18.83	2,972
22	25-Apr-08	18.25	16.95	17.60	556
23	2-May-08	19.90	19.00	19.45	2,062
24	9-May-08	18.95	16.30	17.63	14,181
25	16-May-08	18.20	16.40	17.30	4,520
26	23-May-08	17.20	15.80	16.50	3,390
	Average			15.94	

(Source: BSE Website)

Table 2: The average of the daily high and low of the price of equity shares of Target Company during the 2 weeks preceding the date of the PA, i.e., Monday, 26 May 2008 is shown in the table below:

Day	Date	Price at BSE		Average Price (of Daily high and Low)	Volume
		High (Rs)	Low (Rs)		
1	12-May-08	17.50	16.30	16.90	1,001
2	13-May-08	18.20	16.75	17.48	2,293
3	14-May-08	18.10	17.30	17.70	200
4	15-May-08	17.20	17.20	17.20	26
5	16-May-08	16.40	16.40	16.40	1,000
6	20-May-08	17.20	15.60	16.40	501
7	22-May-08	18.00	16.45	17.23	2,001
8	23-May-08	17.25	15.75	16.50	888
	Average			16.98	

(Source: BSE Website)

7.1.6 There is no non-compete fees agreement between the Acquirer and the Target Company and any other entity as envisaged under Regulation 20(8) of the Regulations. No additional payment by way of non-compete fees are being made by the Acquirer

7.1.7 The Offer Price of Rs.18.50/- per fully paid up share, offered by the Acquirer to the shareholders of Target Company under the proposed Open Offer is justified in terms of Regulation 20(4) and Regulation 20(5) of the Regulations. In the opinion of the Manager to the Offer and the Acquirer, the Offer Price is justified.

7.1.8 The Acquirer is permitted to revise this Offer upwards upto seven working days prior to the date of closure of the Offer. In the event of such revision, an announcement will be made in the same newspapers in which the PA has appeared and the revised offer price will be paid for all the equity shares tendered at any time during the Offer.

7.1.9 If the Acquirer acquires equity shares of Target Company after the date of Public Announcement upto seven working days prior to the 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 valid acceptances received under the Open Offer.

7.1.10 To the extent of the Offer size, all equity shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirer. The equity shares acquired by the Acquirer shall be free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

7.2 Financial Arrangements:

7.2.1 The total fund requirement or the maximum consideration of the Offer, assuming full acceptance of the Offer, will be Rs. 1,14,70,000 (Rupees One Crore Fourteen Lakhs and Seventy Thousand only) i.e. consideration payable for acquisition of 6,20,000 Equity Shares of Target Company at an Offer price of Rs 18.50/-(Rupees Eighteen and Paisa Fifty only) per fully paid share. The Total fund requirement or the maximum consideration under the offer and Share Purchase Agreement is Rs 1,67,27,500 (Rs 1,14,70,000 for the offer + Rs 52,57,500 for Share Purchase Agreement) . As per the Audited Balance Sheet as on 31/03/2008, the Acquirer has the following Current Assets: Fixed Deposit : Rs 208.03 Lacs and Rs 8.04 Lacs of Cash and Bank Balance. The Acquirer shall use the above sources to meet the financial obligation under Offer and Share Purchase Agreement.

7.2.2 The Acquirer has made firm financial arrangements to meet its obligations in full under the Offer. The offer obligations shall be met from internal sources of the Acquirer.

7.2.3 Mr Sunil Kumar Jain, Partner M/s. Sunil & Sanjay, Chartered Accountants, 1-7-264/2016 and 2017, II Floor, Emerald House, S.D Road Secunderabad -500 003. M.No 201721, Ph.no 040-27818010, Fax No040-66315104 vide certificate dated 23rd May 2008, has certified that Acquirer has adequate liquid resources to implement the Offer in full.

7.2.4 The Acquirer has opened an Escrow Account with HDFC Bank, Raj Bhavan Road Branch, Hyderabad and deposited cash of Rs. 1, 25,000 /- (Rupees One Lacs Twenty Five Thousand only) and have marked a lien in favour of Managers to the offer and also as a part of Escrow amount taken a term deposit receipt of Rs 31, 00,000/-(Thirty One Lac Only) of HDFC Bank, Raj Bhavan Road Branch, Hyderabad and the same is deposited with Managers to the offer. The total Escrow Account is more than 25% of the total consideration payable to shareholders

7.2.5 The acquirer has empowered the Managers to the Offer to realize the value of the Escrow Account by encashing or otherwise in terms of the SEBI (SAST) Regulations, 1997

7.2.6 Based on the above, the Managers to the Offer have satisfied themselves about the Acquirer's ability to implement the Open Offer in accordance with the SEBI (SAST) Regulations.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 The Letter of Offer, together with the Form of Acceptance cum Acknowledgment will be mailed to the Shareholders of the Target Company (except the Acquirer and the sellers who are party to the share purchase agreement) whose names appear in the Register of Members of the Target Company and to the beneficial owners of the Shares of the Target Company whose names appear as beneficiaries on the records of the respective Depositories at the close of business on Saturday, 21 June 2008. ("Specified Date").

8.2 The Managers & Registrars to the offer have opened a Special Depository Account with CDSL in the name and style of "CIL Sec Ltd Escrow A/c - CFSL Open Offer "(the "Depository Escrow Account"). The DP ID is 13500 and Client ID is 1201350000067371 Shareholders having their beneficiary account in NSDL have to use the inter-depository delivery instructions slip for the purpose of crediting their Shares in favour of the Special Depository Account with CDSL.

8.3 This Offer will open on Friday, 03 October 2008 and will close on Wednesday, 22 October 2008 . The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.

8.4 Specified date is only for the purpose of determining the names of the Shareholders as on such date, to whom the Letter of Offer would be sent and all owners (registered or unregistered) of Shares of Target Company anytime before the closure of the Offer, are eligible to participate in the Offer.

8.5 Shares that are subject to any charge, lien or encumbrance are liable to be rejected.

8.6 The Acquirer will not be responsible in any manner for any loss of Equity Shares Certificate(s) and Offer Acceptance Document(s) during transit and the Equity Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

8.7 While tendering the Shares under the Open Offer, NRIs / OCBs / FIIs if any will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the Shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered.

8.8 While tendering Shares under the Open Offer, NRIs / OCBs / FIIs if any will be required to submit a Tax Clearance Certificate from the Income Tax Authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the Category of the Shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such Shareholder.

8.9 Besides this, as on this date to the best of the knowledge of the Acquirers, no other statutory approvals are required to acquire the Shares tendered pursuant to this Open Offer. However, the Open Offer would be subject to all statutory and such other approvals that may be applicable at a later date

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

9.1 Beneficial owners (holders of Shares in dematerialised form), who wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with photocopy of the delivery instructions in "Off Market" mode or counterfoil of the delivery instructions in "Off Market" mode, duly acknowledged by the Depository Participant ("DP") in favour of "CIL Sec Ltd Escrow A/c - CFSL Open Offer " (the "Depository Escrow Account") to CIL Securities Ltd # 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad- 500 001 either by hand delivery on week days during the normal business hours or by Registered Post/Courier on or before the close of the Open Offer, i.e., not later than Wednesday, 22 October 2008 , in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered Shares should be received in the Special Depository Account on or before close of the Open Offer, i.e., not later than Wednesday, 22 October 2008 .

9.2 Shareholders (holding physical share certificates) who wish to tender their Shares will be required to send the Form of Acceptance cum Acknowledgment, original Share Certificate(s) and transfer deed(s) duly signed to the collection center mentioned below, on or before the Close of the Offer, i.e., not later than Wednesday, 22 October 2008 in accordance with the instructions to be specified in the Letter of Offer and in the form of Acceptance cum Acknowledgement.

Name and Address of the persons (Managers & Registrars to the Offer) to whom the Shares should be sent including name of the contact person, telephone no., fax no. etc.	Working days and Timings	Mode of delivery
CIL SECURITIES LIMITED #214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001. Tel. Nos. (040) 2320 2465/3155. Fax No. (040) 2320 3028. Contact Person : Shri B.M. Maheshwari,President E Mail: cilsec@rediffmail.com	Monday to Saturday (Except on Holidays) 11:00 A.M to 5:00 PM	By Post/ Courier/ Hand Delivery

9.3 All owners (registered or unregistered) of Shares of the Target Company (except the Acquirer, Persons acting in concert and the sellers who are party to the share-purchase agreement) are eligible to participate in the Open Offer any time before the closure of the Open Offer. Unregistered owners can send their application in writing to the Managers & Registrars to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the original Share Certificate(s), valid Transfer Deed(s) and the original contract notes issued by the Broker through whom they acquired their Shares. No indemnity is required from the unregistered owners.

9.4 All shareholders (registered/unregistered, holding shares in physical/demat form) who wish to tender the shares should send all the required documents only to the Managers & Registrars to the Offer and the documents should not be sent to the acquirer/ Target Company

9.5 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Managers & Registrars to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Numbers, along with documents as mentioned above so as to reach the Managers & Registrars to the Offer on or before the close of the Open Offer. i.e., not later than Wednesday, 22 October 2008 or in case of beneficial owners, they may send the application in writing to the Managers & Registrars to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and a photo copy 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 Managers & Registrars to the Offer, on or before the close of the Offer, i.e., not later than Wednesday, 22 October 2008 .

9.6 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, Equity Shareholders desirous of withdrawing the acceptance tendered by them in the Open Offer, may do so up to 3 (three) working days prior to the date of closure of the Open Offer. The withdrawal option can be exercised by submitting the documents as per the instructions given below, so as to reach the Managers & Registrars to the Offer at the Collection Centre mentioned above, as per the mode of delivery mentioned therein, on or before Friday, 17 October 2008.

9.6.1 The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

9.6.2 In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

i. In case of physical shares: Name, Address, Distinctive Numbers, Folio Number, Number of Shares tendered, and

ii. In the case of Dematerilised Shares: Name, Address, Number of Shares Offered, DP Name, DP ID, Beneficiary Account Number and a photo copy 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.

9.7 The Managers & Registrars to the Offer will hold in trust the Shares / Share Certificates, Shares lying in credit of the Special Depository Account, if any, and the transfer form(s) on behalf of the Shareholders of the Target Company who have accepted the Offer, till the cheques / drafts for the consideration and / or the acceptable Shares / Share Certificates are dispatched / returned.

9.8 If the aggregate of the valid responses to the Open Offer exceeds the Open Offer size of 6,20,000 fully paid-up Equity Shares of the Target Company (representing 20% of the paid-up Equity Share Capital of the Target Company), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The market lot for the dematerialized shares will be 1 (one) share and for the physical share the market lot will be 100 (hundred) shares.

9.9 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer, in terms of Regulation 22(12) of the Regulations. In the case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to the Acquirers agreeing to pay interest for the delayed period to the shareholders as directed by SEBI. Further if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will also become applicable

9.10 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at Shareholders' / unregistered owners' sole risk to the sole / first Shareholder. Unaccepted Shares held in demat form will be credited back to the beneficial owners' depository account with the respective depository participant, as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

9.11 Shareholders who have sent their Shares for dematerialisation need to ensure that the process of getting their Shares dematerialised is completed well in time so that the credit in the Special Depository Account is received on or before the date of the closure of the Open Offer, i.e., not later than Wednesday, 22 October 2008 , else their application would be rejected.

9.12 Any Shares that are the subject matter of litigation wherein the Shareholder(s) may be precluded from transferring the Shares during the pendency of the said litigation are liable to be rejected in case directions / orders regarding these shares are not received together with the Shares tendered under the Open Offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

9.13 The payment consideration for Shares accepted under the Offer may be made through Electronic Clearing Services (ECS) at centers where clearing houses are managed by the Reserve Bank of India, if permitted and/or through warrants/Demand Drafts payable at par. You are requested to give the authorisation in the Form of Acceptance cum Acknowledgment and enclose a photocopy of cheque along with the Form of Acceptance cum Acknowledgment. In case of joint registered holders, cheques /demand drafts will be drawn in the name of the sole/first named holder/unregistered owner and will be sent to him. In case of shareholders holding Shares in dematerialised form, the bank details of the Shareholder as per the records of the Depository participant will be incorporated in the cheque/demand draft. In case of other shareholders, it is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque/demand draft

10 DOCUMENTS FOR INSPECTION

Copies/Certified copies of the following documents will be available for inspection at the Office of CIL Securities Ltd (Managers & Registrars to the Offer) at # 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad- 500 001 during normal business hours on any working day i.e Monday to Saturday between 11.00 AM to 5.00 PM during the offer period , i.e. from Friday, 03 October 2008 to Wednesday, 22 October 2008

10.1 Copy of agreement dated 22nd May 2008, entered between Promoters of Target Company and Acquirer.

10.2 Copy of MOU dated 22nd May 2008, between the Acquirer and Manager to the Offer.

10.3 Audited Annual Accounts of Target Company for the last four years, 2005, 2006, 2007& 2008

10.4 Copy of Certificate dated 23rd May 2008, issued by Mr Sunil Kumar Jain, Partner, M/s Sunil & Sanjay, Chartered Accountants, 1-7-264/2016 and 2017, II Floor, Emerald House, S.D Road Secunderabad -500 003. M.No 201721 certifying the Net Worth of Acquirer.

10.5 Copy of Certificate dated 23rd May 2008, issued by Mr Sunil Kumar Jain, Partner, M/s Sunil & Sanjay, Chartered Accountants, 1-7-264/2016 and 2017, II Floor, Emerald House, S.D Road Secunderabad -500 003. M.No 201721 certifying that the Acquirer has adequate resources to implement the Offer in full

10.6 Copy of letters from HDFC Bank, Raj Bhavan Road Branch, Hyderabad, confirming the opening of Escrow Account and certifying that lien has been noted in favor of CIL Securities Limited, Manager to the Offer.

10.7 Copy of Letter addressed by Acquirer, giving unqualified authority to Manager to the Offer to dispose off funds held in Escrow Account and copy of letter addressed to HDFC Bank, Raj Bhavan Road Branch, Hyderabad in this regard.

10.8 Copies of the Public Announcement made in newspapers on 26th May 2008 and Copies of Corrigendum Public Announcement made in newspapers on 24th September 2008

10.9 Copies of Public Notices Issued in compliance of RBI Circulars on 28th June 2008.

10.10 Due Diligence letter dated 05/06/2008 submitted to SEBI by CIL Securities Ltd., Manager to the Offer

10.11 SEBI Observation letter No. CFD/DCR/TO/SS/138415/2008 dated September 19,2008

11 DECLARATION BY THE ACQUIRER:

11.1 The Acquirer and all its Directors accept full responsibility for the information contained in this Letter of Offer .

For and On Behalf of Goldenvalley Holdings Private Limited (Acquirer)
(Director)
Place: HYDERABAD
Date: 24/09/2008
Encl: Form of Acceptance cum Acknowledgement and Form of withdrawal

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Managers & Registrars to the Offer ONLY at their address given overleaf.)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

PLEASE READ THE PARA ON "PROCEDURE FOR THE ACCEPTANCE AND SETTLEMENT" OF THE LETTER OF OFFER BEFORE FILLING THIS FORM.

OFFER	
OPENS ON :	Friday, 03 October 2008
CLOSES ON :	Wednesday, 22 October 2008

From:___________________

____

To,
CIL Securities Limited
#214, Raghava Ratna Towers,
Chirag Ali Lane, Abids, Hyderabad – 500 001.

Sub: Open Offer to the shareholders of Citi Port Financial Services Limited (Target Company" / "CFSL") to acquire 6,20,000 Equity Shares representing 20.00% of the Voting and Paid-up Equity Capital at a price of Re. 18.50/- (Rupee Eighteen and Paise Fifty only) per fully paid up share ("Offer Price") Payable in cash by Goldenvalley Holdings Private Limited ("Acquirer").

Dear Sir,

I/We refer to the Letter of Offer dated 24/09/2008 for acquiring the equity shares held by me / us in Citi Port Financial Services Limited.

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

For Shares held in Physical Form

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

Ledger Folio No. .... No. of Share Certificate(s) .... No. of Equity Shares

Sr.No.	Certificate No.	Distinctive Nos		No. of Shares
		From	To	
		Total number of equity shares		

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

For Shares held in Demat Form

I/We hold shares in demat form and accept the Offer and enclose photocopy of the Delivery Instruction 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
Equity Shares				

I/We have done an off market transaction for crediting the shares to the Escrow Account named "CIL Sec Ltd Escrow A/c - CFSL Open Offer " (the "Depository Escrow Account") with the following particulars: Depository Participant Name: CIL Securities Limited. DP ID No.: 13500, Client ID No.: 1201350000067371

Shareholders whose shares are held in beneficiary Account with NSDL have to use an inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the Depository Escrow Account with CDSL

For NRIs/OCBs/FIIs/Foreign Shareholders:

I/We have enclosed the following documents:

● No Objection Certificate / Tax Clearance Certificate from Income Tax Authorities. l Previous RBI approvals for holding the shares of Citi Port Financial Services Limited hereby tendered in the Offer.

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

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN/GIR No.			

I/We confirm that the equity shares of Citi Port Financial Services Limited which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

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

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

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

I/We authorise the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the offer and in terms of the Letter of Offer and I/We further authorise the Acquirer to return to me/us, equity shares/share certificate(s) in respect of which the Offer is not found valid / not accepted without specifying the reasons thereof.

I/We authorise the Acquirer or the Manager to the Offer to send by registered post/speed post/UCP, the draft/ Pay Order/ cheque in settlement of the amount, to the sole / first holder at the address recorded with the Company/Depository Participant.

Yours faithfully,
Signed and Delivered:

	FULL NAMES	SIGNATURE(S)
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		
Fourth Shareholder		

Tel.No. ______________________________Fax No._________________________________ Email_______________________________________

Place : Date :

Note: In case of joint holdings, all holders must sign. In case of body corporate, stamp of the company should be affixed and necessary board resolution should be attached.

I/ We permit the Acquirer or the Manager to the Offer to make the Payment of Consideration through Electronic Clearing Service (ECS) of Reserve Bank of India based on the Bank Account Details providebelow under and a Photo Copy of Cheque enclosed

Signature

So as to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form should provide details of bank account of the first/ sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For shares that are tendered in electronic form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the Cheque or demand draft will be issued with the said Bank particulars.

Name of the Bank		Branch	
Account Number		Savings/Current/(Others: please specify)	
9 Digit MICR Code			

--TEAR ALONG THIS LINE--

Folio No./BO ID:____ Sr. No.:______________________________________Acknowledgement Slip

CIL SECURITIES LIMITED

#214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001.

Signature of Oficial and Date of Receipt

Received from Mr/Ms.____

Address____

____

Form of acceptance cum acknowledgement,#____ Number of Share Certificates____________ for Equity shares/ #copy of Delivery instruction to (DP) for _____________Equity shares

Delete whatsoever is not applicable

INSTRUCTIONS

1. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account, before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares not credited in favour of the special depository account, before the closure of the Offer will be rejected.

2. Shareholders should enclose the following :-

I For Equity shares held in demat form :- Beneficial owners should enclose

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
- For each delivery instructions the beneficial should submit separate Form of Acceptance.

In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, the offer shall be deemed to be accepted.

II For Equity shares held in physical form :- Registered Shareholders should enclose

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original Share Certificate(s).
- Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Citi Port Financial Services Limited and duly witnessed at the appropriate place.

In case of registered shareholder, non-receipt of the aforesaid documents, but receipt of the share certificates alongwith the duly completed transfer form ,the Offer shall be deemed to be accepted.

III Unregistered owners should enclose

- **Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained** therein.
- **Original Share Certificate(s).**
- **Original broker contract note.**
- **Valid Share Transfer form(s) as received from the market.**

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

3 Non resident shareholders should enclose a copy of the permission received from RBI for the equity shares held by them in Citi Port Financial Services Limited. If, the shares are held under General Permission of RBI the non resident shareholder should state that the shares are held under General Permission and whether on repatriable basis or non repatriable basis.

4 Non resident shareholders should enclose No objection certificate/Tax Clearance certificate from the Income Tax Authorities under Income Tax Act, 1961, indicating the tax to be deducted by the Acquirer before remittance of consideration otherwise tax will be deducted at marginal rate as may be applicable to the category of the shareholder on the consideration payable by the Acquirer.

--TEAR ALONG THIS LINE--

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

CIL Securities Limited

#214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001

Phone: +91 40 2320 3155/2465; Fax: +91 40 2320 3028;

Email: cilsec@rediffmail.com

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PLEASE READ THE PARA ON "PROCEDURE FOR THE ACCEPTANCE AND SETTLEMENT" OF THE LETTER OF OFFER BEFORE FILLING THIS FORM.

FORM OF WITHDRAWAL

From:

____________________ ____________________

____________________ ____________________

To,

CIL Securities Limited

#214, Raghava Ratna Towers,

Chirag Ali Lane, Abids, Hyderabad – 500 001.

OFFER	
OPENS ON	: Friday, 03 October 2008
CLOSES ON	: Wednesday, 22 October 2008
LAST DATE OF WITHDRAWAL	: Friday, 17 October 2008

Dear Sir,

Sub: Open Offer to the shareholders of Citi Port Financial Services Limited (Target Company" / "CFSL") to acquire 6,20,000 Equity Shares representing 20.00% of the Voting and Paid-up Equity Capital at a price of Rs. 18.50/- (Rupee Eighteen and paisa Fifty only) per fully paid up share ("Offer Price") Payable in cash by M/s Goldenvalley Holdings Private Limited ("Acquirer").

I/We refer to the Letter of Offer dated 24/09/2008 for acquiring the Equity Shares held by me/us in Citi Port Financial Services Limited

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

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in the para 9.6 of the Letter of Offer and unconditionally agree to the terms & condition mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our equity 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 equity shares from the Offer, no claim or liability shall lie against the Acquirer /Manager to the Offer.

I/We note that this Form of Withdrawal should reach the Managers & Registrars to the Offer at their address mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal (i.e. Friday, 17 October 2008).

I/We note that the Acquirer/ Managers & Registrars to the Offer shall not be liable for any postal delay/loss in transit of the equity shares held in physical form and also for the non receipt of equity 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 Original Share Certificate(s), Share Transfer Deed(s) and equity shares only on completion of verification of the documents, signatures and beneficiary position data as available from the Depository from time to time, respectively.

The particulars of withdrawal of original shares certificates and duly signed transfer deed(s) are detailed below:

Ledger Folio No. ____________________ No. of Share Certificate(s) ________________ No. of Equity Shares __________________

Sr.No.	Certificate No.	Distinctive Nos		No. of Shares
		From	To	
	Tendered			
1				
2				
3				
	Withdrawn			
1				
2				
3				
4				

Total number of equity shares	

(In case of insufficient space, please use an additional sheet and authenticate the same)

---TEAR ALONG THIS LINE---

Folio No./BO ID:______________________________________ Sr. No.:____________________________Acknowledgement Slip

CIL SECURITIES LIMITED

#214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001.

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

Address____

Form of Withdrawal dated ________________________ Number of Share Certificates for __________________________

Equity Shares /# Copy of Delivery instruction to (DP) for ____ Equity Shares.

Delete whichever is not applicable

Signature of Oficial and Date of Receipt

Folio No./BO ID:__________________________________ Sr. No.:___________________________Acknowledgement Slip

Signature of Oficial and Date of Receipt

CIL SECURITIES LIMITED

#214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001.

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

Address____

Form of Withdrawal dated ______________________ Number of Share Certificates for ________________________

Equity Shares /# Copy of Delivery instruction to (DP) for ______________________________________ Equity Shares.

Delete whichever is not applicable

I/We hold the following equity shares in dematerialised Form and tendered the Equity Shares in the Offer and had done an offmarket transaction for crediting the Shares to the “CIL SEC LTD ESCROW A/C - CFSL OPEN OFFER” (Depository Escrow Account) as per the following particulars:-

Depository Participant Name: CIL Securities Limited. DP ID No.: 13500, Client ID No.: 1201350000067371
Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP.

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

Address of First / Sole Shareholder :____

Tel. No.: __________________________Fax No.:_____________________ E-mail :_________________________________

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

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

In case of dematerialised Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,
Signed and delivered

	FULL NAMES	**SIGNATURE(S)**	
First/Sole Shareholder			
Second Shareholder			
Third Shareholder			
Fourth Shareholder			

Note : In case of joint holders all must sign. In case of body corporate, stamp of the company should be affixed and necessary Board resolution should be attached.

Place :
Date :

--TEAR ALONG THIS LINE--

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

CIL Securities Limited
#214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001
Phone: +91 40 2320 3155/2465; Fax: +91 40 2320 3028;
Email: cilsec@rediffmail.com

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BOOK - POST

Under Certificate of Posting

CIL Securities Limited
#214, Raghava Ratna Towers, Chirag Ali Lane,
Abids, Hyderabad- 500 001
Phone No: 040 23202465/ 3155 , Fax: 040 23203028,
Email: cilsec@rediffmail.com
Contact Person: Mr B.M. Maheshwari, President
Merchant Banker Registration No. INM000009694