LETTER OF OFFER ("LOF")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This LOF is sent to you as a public equity shareholder(s) of CITYMAN Limited. If you require any clarification about action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer (Karvy Investor Services Limited) or Registrar to the Offer (Integrated Enterprises (India) Limited). In case you have recently sold your equity shares in CITYMAN Limited, please hand over the Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed (s) to the member of the stock exchange through whom the said sale was effected.

Pursuant to Regulations 11(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof ("SEBI (SAST) Regulations")

Mr. Santhosh J Karimattom residing at Villa 17/1, (W-Sub-Meter), 394/ Emirates Hill Third, Post Box: 500295, Dubai, United Arab Emirates Tel No: 97 15045 01674 (herein after referred to as the "**Acquirer**")

makes a **CASH OFFER AT *₹20.75* (RUPEES TWENTY AND SEVENTY FIVE PAISE ONLY) PER FULLY PAID UP EQUITY SHARE (INCLUSIVE OF INTEREST OF *₹10.75 PER SHARE)* ("Open Offer Price")**

To acquire 23,40,220 equity shares of ₹ 10 (Rupees Ten Only) each fully paid up **("Open Offer Shares"),** representing 20% of the total Voting Capital **("Open Offer").**

Of

CITYMAN Limited ("Target Company" or "CITYMAN")

Registered Office: # 13, Padmalaya, 2nd Floor, Buddha Vihar Road, Frazer Town, Bangalore – 560 005, India.

Tel No.: 91 80 4152 4846/47 **Fax:** 91 80 4152 4845; **Website:** www.cityman.co.in; **Email:** info@cityman.co.in

Notes:

1. This Open Offer is being made by the Acquirer to the public equity shareholders (i.e. shareholders other than the Promoter Group) of the Target Company, pursuant to, and in accordance with the provisions of Regulations 11(1) of the SEBI (SAST) Regulations for substantial acquisition of 23,40,220 fully paid up equity shares of ₹ 10/- each at ₹ 20.75 per share by the Acquirer, constituting 20% of the Voting Capital of the Target Company from the public equity shareholders, with no change in the control or management of the Target Company consequent to the acquisition.
2. The Open Offer is not conditional on any minimum level of acceptance.
3. Public equity shareholders who accept the Open Offer by tendering the requisite documents in terms of the Public Announcement published on October 21, 2011 (**"PA"**) / and LOF, can withdraw the same in part/whole up to three (3) working days prior to the date of closure of the Open Offer (i.e. not later than Tuesday, July 3, 2012) in terms of Regulation 22(5A) of the SEBI (SAST) Regulations. The PA was published prior to coming into force of the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"2011 Takeover Code"**). In accordance with regulation 35 of the 2011 Takeover Code, any open offer for which a public announcement has been made under SEBI (SAST) Regulations shall be continued and completed under the SEBI (SAST) Regulations. Accordingly this Open Offer shall be undertaken and completed in accordance with the SEBI (SAST) Regulations**.**
4. Regulation 26 of the SEBI (SAST) Regulations provides for an upward revision of the Open Offer Price / Open Offer size at any time, up to seven (7) working days prior to the date of closure of the Open Offer (i.e. not later than Wednesday, June 27, 2012). In case of revision in the Open Offer Price / Open Offer Size, the public announcement for revision will be made in the same newspapers in which the PA appeared. The revised price shall be paid by the Acquirer for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer.
5. This is not a competitive bid and no competitive bid had been announced upto the last date i.e. November 10, 2011.
6. **As the Open Offer Price can be revised until the period beginning seven (7) working days prior to the closing date of the Open Offer / bids, it would, therefore, be in the interest of the shareholders of the Target Company to wait until the commencement of that period to know the final Open Offer Price of each Open Offer/bid and tender their acceptances accordingly.**
7. A copy of the PA and the LOF (including the Form of Acceptance cum Acknowledgment **("FOA")** and Form of Withdrawal (**"FOW"**) will be available on Securities and Exchange Board of India (**"SEBI"**) website (www.sebi.gov.in). A copy of these documents may also be obtained from the Registrar to the Offer, commencing on the date of the dispatch of the LOF.
8. In accordance with the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations there-under (FEMA), the Target Company had submitted an application dated October 28, 2011 seeking the prior approval of RBI for the acquisition of upto 23,40,220 shares of the Target Company by the Acquirer from the public shareholders of the Target Company who may be either resident Indians, non residents or non-resident Indians and whose shares are accepted under the Open Offer. The RBI has, vide its letter dated November 14, 2011 advised the Target Company to refer to the Circular no. 43 dated November 4, 2011 issued by RBI (the "Circular"). As per the Circular, transfer of shares from residents to non residents where the SEBI (SAST) Regulations are attracted, prior approval of RBI has been dispensed with, subject to the adherence with the pricing guidelines and documentation requirements as specified by RBI from time to time. Accordingly, no approval is required from RBI for the acquisition of shares by the Acquirer.

   As on the date of this LOF, the Open Offer is not subject to any other statutory and regulatory approvals, however it may be subject to such approvals as may become applicable at a later date.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER TO SECTION "TERMS AND CONDITIONS OF THE OPEN OFFER" ON PAGE NO. 26 OF THIS LOF. ALL FUTURE CORRESPONDENCE, IF ANY, SHOULD BE ADDRESSED TO THE REGISTRAR TO THE OFFER AS SPECIFIED HEREUNDER.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
KARVY INVESTMENT BANKING	Integrated since 1974 Investments Simplified
Karvy Investor Services Limited 46, Avenue 4, Street No.1 Banjara Hills, Hyderabad – 500 034, Andhra Pradesh, India Tel No.: 91 40 2331 2454, 2332 0251 Fax No.: 91 40 2337 4714 / 2331 1968 Email: cmg@karvy.com, Web: www.karvy.com Contact Person: Mr. M P Naidu / Mr. Ankit J Bhatia SEBI Registration No.: MB/INM 000008365	**Integrated Enterprises (India) Limited** 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003, Karnataka, India Tel No.: 91 80 2346 0815 to 0818 Fax No.: 91 80 2346 0819 E-mail: alfint@vsnl.com, Web: www.iepindia.com Contact Person: Vijayagopal. S SEBI Registration No.: INR000000544
OPEN OFFER OPENS ON: Monday, June 18, 2012	**OPEN OFFER CLOSES ON: Saturday, July 7, 2012**

(For schedule of Major Activities of the Open Offer, please refer to the next page)

SCHEDULE OF MAJOR ACTIVITIES OF THE OPEN OFFER

Activity Schedule	Original Schedule Day and Date	Revised Schedule Day and Date
Public Announcement Date	Friday, October 21, 2011	Friday, October 21, 2011
Specified Date*	Friday, November 18, 2011	Friday, November 18, 2011
Last date for a Competitive Bid	Thursday, November 10, 2011	Thursday, November 10, 2011
Last Date by which Letter of Offer will be posted to shareholders	Friday, December 2, 2011	Wednesday, June 13, 2012
Date of Opening of the Open Offer	Wednesday, December 14, 2011	Monday, June 18, 2012
Last date for revising the Open Offer Price / Open Offer size	Wednesday, December 21, 2011	Wednesday, June 27, 2012
Last date of withdrawal of tendered application by the shareholders	Tuesday, December 27, 2011	Tuesday, July 03, 2012
Date of Closing of the Open Offer	Monday, January 2, 2012	Saturday, July 7, 2012
Date by which acceptance / rejection under the Open Offer would be intimated and the corresponding payment for the acquired Equity Shares and/or the unaccepted demat shares / share Certificate(s) will be credited/ dispatched	Tuesday, January 17, 2012	Friday, July 20, 2012

**Specified date is only for the purpose of determining the names of Shareholders to whom the Letter of Offer will be sent. However the owners (registered or unregistered) of the Equity Shares of the Target Company are eligible to participate in the Open Offer any time before the closure of the Open Offer.*

RISK FACTORS

The risk factors set forth below are not intended as a complete analysis of all risks as perceived in relation to the Open Offer or the Acquirer, but are only indicative. They are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Equity Shareholder in the Open Offer. Public Equity Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Open Offer. Given below are the risks related to the participation in the Open Offer and getting associated with the Acquirer.

A. Risk factors relating to the Open Offer

- The Acquirer may not be able to proceed with the Open Offer in terms of Regulation 27 of the SEBI (SAST) Regulations.

- In the event any statutory approvals are not received in a timely manner or of litigation leading to a stay on the Open Offer, or SEBI instructing that the Open Offer should not be proceeded with, the Open Offer process may be delayed beyond the schedule indicated in this LOF or the Open Offer may have to be withdrawn. Consequently, the payment of consideration to the Public Equity Shareholders whose Equity Shares have been accepted in the Open Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed. In case of delay due to non-receipt of statutory/regulatory and other approvals, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default, negligence or failure to diligently pursue such approvals on the part of the Acquirer, as per Regulation 22(12) of the SEBI (SAST) Regulations, grant an extension for completion of the Open Offer, subject to the Acquirer agreeing to pay interest to the public equity shareholders for delay beyond fifteen (15) days, as may be specified by SEBI from time to time.

- The Equity Shares tendered in the Open Offer in demat form will lie to the credit of a designated Escrow Account and the Equity Shares tendered in physical form will be held in trust by the Registrar to the Offer, till the completion of the Open Offer formalities, and the Public Equity Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares. Accordingly, the Acquirer makes no assurance with respect to the market price of the Equity Shares both during the Open Offer Period and upon the completion of the Open Offer, and disclaims any responsibility with respect to any decision by any Public Equity Shareholder on whether to participate or not in the Open Offer.

- The Acquirer and the Manager to the Offer, accept no responsibility for statements made otherwise than in the PA or the LOF, the advertisement and any materials issued by or at the instance of the Acquirer and the Manager to the Offer, and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

- In the event of oversubscription in the Open Offer, the acceptance of the Equity Shares tendered will be on a proportionate basis in consultation with the Manager to the Offer in terms of Regulation 21(6) of SEBI (SAST) Regulations. Hence, there is no certainty that all equity shares tendered by the public equity shareholders in the Open Offer will be accepted, in the event there is oversubscription of the Open Offer.

- This Open Offer is subject to completion risks as would be applicable to other Open Offers of similar nature.

B. Risk factors relating to the Acquirer

- The Acquirer makes no assurance with respect to the future financial performance of the Target Company or with respect to his investment/divestment relating to his proposed shareholding in the Target Company.

- Post this Open Offer, the Acquirer along with the Persons Acting in Concert (**"PACs"**) will have significant equity ownership of the Target Company, and will have the ability to influence the outcome of Board and shareholder resolutions of the Target Company.

Please refer to the section on 'Abbreviations / Key Definitions' for the definition of the capitalized terms used in this LOF.

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ABBREVIATIONS / KEY DEFINITIONS

Acquirer	Mr. Santhosh J Karimattom
AGM	Annual General Meeting
BGSE	Bangalore Stock Exchange Limited
Board / Board of Directors	The Board of Directors of the Target Company
BSE	BSE Limited
Cash Deposit	An amount of ₹ 1,22,00,000/-/(Rupees One Crore Twenty Two Lakhs only) deposited in the Escrow Account by the Acquirer in excess of the requisition under Regulation 28 (10) of the SEBI (SAST) Regulations.
CDSL	Central Depository Services (India) Limited.
CITYMAN	CITYMAN Limited
CSE	The Cochin Stock Exchange Limited
Depositories	Collectively NSDL and CDSL.
DLOF	Draft Letter of Offer
DOA	Date of Appointment
DP	Depository Participant
EPS	Earnings Per Share
Equity Shares	Equity shares of the face value of ₹ 10/- each of the Target Company
Escrow Account	An escrow account under the name and title "CITYMAN LIMITED - OPEN OFFER ESCROW ACCOUNT" opened by the Acquirer with the Escrow Agent in terms of Regulation 28 of the SEBI (SAST) Regulations.
Escrow Agent / Escrow Banker	HDFC Bank Ltd , Lakdikapul Branch, Hyderabad
Escrow Agreement	The Escrow Agreement dated October 17, 2011 executed amongst HDFC Bank Limited, Acquirer and the Manager to the Offer.
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time.
FII(s)	Foreign Institutional Investors registered with SEBI.
Form of Withdrawal (FOW)	Form of Withdrawal accompanying this Letter of Offer.
Form of Acceptance (FOA)	Form of Acceptance-cum-Acknowledgement accompanying this Letter of Offer.
LOF/Offer Document	Letter of Offer
Manager to the Offer / Karvy	Karvy Investor Services Limited
Maximum Consideration	The maximum consideration payable under this Open Offer assuming full acceptance, is ₹ 4,85,59,565 (Rupees Four Crores Eighty Five Lakhs Fifty Nine Thousand Five Hundred Sixty Five only)
MOA	Memorandum of Association
MSE	The Madras Stock Exchange Limited
NRI(s)	Non Resident Indians
Non Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding equity shares of the Target Company
NSDL	National Securities Depository Limited

OCB's	Overseas Corporate Bodies
Open Offer	This Open Offer to acquire 23,40,220 fully paid up Equity Shares of face value per share of ₹ 10 (Rupees Ten only) of the Target Company at a share price of ₹ 20.75 (Rupees Twenty and Seventy Five Paise only) each inclusive of interest of ₹ 10.75 per share from the Public Equity Shareholders of the Target Company.
Open Offer Closing Date	Saturday, July 7, 2012
Open Offer Period	20 day period from the date of the opening of the Open Offer on June 18, 2012 to the closing of the Open Offer on July 7, 2012 (both days inclusive)
Open Offer Price	₹ 20.75 per fully paid up Equity Share.
Open Offer Shares	23,40,220 fully paid up equity shares of the Target Company constituting 20% of the Voting Capital of the Target Company.
PACs	Mrs. Annamma Joseph, Mrs. Juliane Santhosh, Mrs. Sobha Sajan, Mrs. Sajani Toby, Mr. Joseph Sajan, Mr. John Sajan, Mr. Emmanuel Pallath, and Mrs. Zena Emmanuel Pallath
Present Voting Capital/Voting Capital	The total paid up equity and voting share capital of the Target Company is ₹11,70,11,000 consisting of 1,17,01,100 equity shares of ₹ 10 each
Preferential Issue/Preferential Allotment	Issue of 70,00,000 equity shares of the Target Company issued and allotted on a preferential basis to the Acquirer on October 18, 2011, in compliance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Promoter Group of the Target Company	Mr. Santhosh J Karimattom, Mrs. Annamma Joseph, Mrs. Juliane Santhosh, Mrs. Sobha Sajan, Mrs. Sajani Toby, Mr. Joseph Sajan, Mr. John Sajan, Mr. Emmanuel Pallath, and Mrs. Zena Emmanuel Pallath collectively
Public Announcement/ PA	Public Announcement of this Open Offer made on behalf of the Acquirer to the public equity shareholders, which appeared on October 21, 2011, in all editions of Financial Express, Jansatta, Loksatta and Hosa Digantha
Public Equity Shareholder(s)	Equity Shareholders other than Promoter Group of the Target Company.
RBI	Reserve Bank of India
Registrar or Registrar to the Offer	Integrated Enterprises (India) Limited.
RONW	Return on Net Worth
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto
Special Depository Account	Depository account opened by the Acquirer with National Securities Depository Limited (NSDL)
Specified Date	November 18, 2011 being the date for the purpose of identifying shareholders of the Target Company to whom the Letter of Offer will be sent
Stock Exchanges	BSE, CSE, MSE, and BGSE collectively.
Target Company /Company/ CITYMAN	CITYMAN Limited

Note: All terms beginning with a capital letter used in this LOF, but not otherwise defined herein, shall have the meanings ascribed thereto in this LOF and the SEBI (SAST) Regulations.

CURRENCY OF PRESENTATION

- In this LOF, all references to "₹"/ "Rs" "Rupees" / "Rupee" is to the Indian Rupees.
- In this LOF, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

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 OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC EQUITY SHAREHOLDERS OF CITYMAN LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OPEN OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PACs OR OF CITYMAN LIMITED WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT 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, KARVY INVESTOR SERVICES LIMITED, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 2, 2011 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS AND SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THE DRAFT 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 OPEN OFFER.

2. DETAILS OF THE OPEN OFFER

2.1 Background of The Open Offer

2.1.1 This Open Offer is being made by Mr.Santhosh J Karimattom, the existing core promoter of the Target Company residing at Villa 17/1, (W-Sub-Meter), 394/ Emirates Hill Third, Post Box: 500295, Dubai, United Arab Emirates, being the Acquirer within the meaning of Regulation 2(1)(b) of the SEBI(SAST) Regulations, to the public equity shareholders of the Target Company pursuant to and in compliance with Regulation 11(1) and other applicable provisions of SEBI(SAST) Regulations.

2.1.2 The Board of Directors of the Target Company ("Board") at its meeting held on October 18, 2011 has issued and allotted 70,00,000 equity shares of the face value of ₹10 each fully paid up at a price of ₹10 per equity share on a preferential basis to Mr. Santhosh J Karimattom. The Preferential Issue was duly authorized by the Board of Directors of the Target Company at its meeting held on September 03, 2011 and by way of a Special Resolution passed under section 81(1A) of the Companies Act, 1956 (herein after referred to as the "Act") and other applicable provisions, if any, at the duly convened Annual General Meeting ("AGM") of the Target Company held on September 30, 2011. The Target Company has received "in principle" approvals from the BSE vide their letter no. DCS/PREF/PR/PRE/546/11-12 dated October 14 2011, MSE vide their letter no. MSE/LD/PSK/738/414/11 dated October 4, 2011 and MSE/LD/PSK/738/430/11 dated October 13, 2011, CSE vide their letter no. SE/LIST/151/2011 dated October 17, 2011 and BGSE vide their letter no. 03//2011/439 dated October 15, 2011 for the aforesaid Preferential Issue.

2.1.3 This Open Offer is being made by the Acquirer to the public equity shareholders (other than the promoter group) of the Target Company to acquire up to 23,40,220 fully paid up equity shares of face value of ₹10/- each of the Target Company representing 20% of the paid up equity share capital and voting rights of the Target Company. This Open Offer is being made pursuant to and in compliance with Regulation 11(1) of SEBI (SAST) Regulations at a price of ₹20.75 per fully paid up equity share, payable in cash in terms of Regulations 20 & 21 of the SEBI (SAST) Regulations.

2.1.4 Mrs. Annamma Joseph, Mrs. Juliane Santhosh, Mrs. Sobha Sajan, Mr. Sajani Toby, Mr. Joseph Sajan, Mr. John Sajan, Mr. Emmanuel Pallath, and Mrs. Zena Emmanuel Pallath, the promoter group of the Target Company are deemed to be Persons Acting in Concert (PACs) within the meaning of Regulation 2(1)(e) of SEBI(SAST) Regulations with the Acquirer for the purposes of this Open Offer. The PACs are not participating along with the Acquirer in this Open Offer.

2.1.5 The shareholding of Acquirer i.e., Mr. Santhosh J Karimattom, pursuant to the Preferential Allotment, increased from 8.60 % to 63.28%. The total shareholding of Acquirer along with PACs increased from 23.10% to 69.10% after the preferential allotment.

2.1.6 The paid up equity and voting share capital of the Target Company prior to the Preferential Issue was ₹4,70,11,000/- consisting of 47,01,100 equity shares of ₹10/- each. Post Preferential Issue, the total paid up equity and voting share capital of the Target Company is ₹11,70,11,000/- consisting of 1,17,01,100 equity shares of ₹10/- each. There are no partly paid up equity shares in the Target Company.

2.1.7 Out of the Voting Capital as on the date of PA, Acquirer along with PACs held in aggregate 80,86,030 equity shares representing 69.10% in the Target Company, the details of which are as follows :

Particulars	**Pre-Preferential Issue**		**Preferential Issue**		**Post- Preferential Issue**	
	Equity Shares	**% of total shareholding**	**Equity Shares**	**% of Post – Preferential Allotment Capital**	**Equity Shares**	**% of Post – Preferential Allotment Capital**
Mr. Santhosh J Karimattom	4,04,210	8.60	70,00,000	59.82	74,04,210	63.28
Mrs. Annamma Joseph	2,25,668	4.80	-	-	2,25,668	1.93
Mrs. Sobha Sajan	2,21,667	4.72	-	-	2,21,667	1.89
Mrs. Julian Santhosh Karimattom	2,28,675	4.86	-	-	2,28,675	1.95
Mrs. Sajani Toby Maliakkal	10	0.00	-	-	10	0.00
Mr. Joseph Sajan karimattom	500	0.01	-	-	500	0.00
Mr. John Sajan Karimattom	500	0.01	-	-	500	0.00
Mr. Emmanuel Palleth	4,500	0.10	-	-	4,500	0.04
Mrs. Zena Palleth	300	0.01	-	-	300	0.00
TOTAL	**10,86,030**	**23.10**	**70,00,000**	**59.82**	**80,86,030**	**69.10**

2.1.8 The Acquirer has acquired 71,75,200 equity shares of the Target Company during the twelve months preceding the date of the Public Announcement (1,27,500 equity shares at the price of ₹10 per equity share on December 25, 2010; 5,700 equity shares at the price of ₹10 per equity share on December 26, 2010; 42,000 equity shares at ₹10 per equity share on February 3, 2011 and 70,00,000 equity shares at the price of ₹10 through the preferential allotment on October 18, 2011). This Open Offer will not result into any change of control or change in the composition of the board of directors as the Acquirer is the existing core promoter of the Target Company.

2.1.9 The Acquirer and PACs belong to the Promoter Group of the Target Company and control the management of the Target Company. As the Open Offer is for consolidation of holding, there is no change in control of the Target Company pursuant to this Open Offer.

2.1.10 The Acquirer and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulations under the SEBI Act, 1992.

2.2 Details of the Proposed Open Offer

2.2.1 The PA announcing the Open Offer was published on October 21, 2011, in accordance with Regulation 15(1) of the SEBI (SAST) Regulations in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Loksatta	Marathi	All editions
Hosa Digantha	Kannada	All editions

2.2.2 A copy of the PA is available on SEBI's website (http://www.sebi.gov.in).

2.2.3 In compliance with the obligations under Regulations 11(1) of the SEBI (SAST) Regulations, the Acquirer is making this Open Offer to acquire 23,40,220 Equity Shares at ₹ 20.75 per Equity Share, aggregating to ₹ 4,85,59,565/- payable in cash from the public equity shareholders of the Target Company.

2.2.4 The Voting Capital in the Target Company, as of the date of the PA, was 1,17,01,100 Equity Shares of ₹10/- each.

2.2.5 The Acquirer will acquire 23,40,220 (Twenty Three Lakhs Forty Thousand Two Hundred and Twenty) Equity Shares of the Target Company that are validly tendered as per the terms of the Open Offer by the public equity shareholders. Upon completion of the Open Offer, assuming full acceptances in the Open Offer, the Acquirer along with the PAC will hold 1,04,26,250 Equity Shares of the Target Company representing 89.10% of the fully paid up Voting Capital of the Target Company. During the Open Offer Period, the Acquirer, may, subject to Regulation 21 (2) of the SEBI (SAST) Regulations, purchase additional Equity Shares of the Target Company in accordance with the SEBI (SAST) Regulations and in such event, such purchase shall be disclosed to the Stock Exchanges and to the Manager to the Offer in accordance with Regulation 22(17) of the SEBI (SAST) Regulations.

2.2.6 As the Open Offer involves payment of consideration in cash, the differential price referred to in explanation (iii) to regulation 20(11) of the Regulations is not applicable.

2.2.7 In case the number of Equity Shares received in the Open Offer exceeds the Open Offer Size, the acceptance will be made on a proportionate basis in accordance with Regulation 21 (6) of the SEBI (SAST) Regulations in consultation with the Manager to the Offer.

2.2.8 There has been no change in the constitution of the Board of Directors of the Target Company during the period between the PA and this LOF.

2.2.9 This Open Offer is being made to all the Public equity shareholders (other than the Promoter Group) of the Target Company and is not conditional on any minimum level of acceptance by the shareholders of the Target Company.

2.2.10 The Open Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company and is not a competitive bid.

2.2.11 The Manager to the Offer does not hold any equity shares in the Target Company as on the date of the PA and this LOF. It declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of fifteen (15) days from the Open Offer Closing Date.

2.2.12 There is no agreement between the Acquirer and any other person/entity, in connection with this Open Offer. The entire equity shares proposed to be acquired under this Open Offer will be acquired by the Acquirer and no other person/ entity propose to participate in the acquisition.

2.3 Objects of the Open Offer

2.3.1 This Open Offer is being made pursuant to and in compliance with Regulation 11(1) of the SEBI (SAST) Regulations and other provision of Chapter III of the SEBI (SAST) Regulations.

2.3.2 The Open Offer is being made pursuant to Preferential Allotment of 70,00,000 equity shares to the Acquirer and this has resulted in substantial acquisition of equity shares in the Target Company in terms of the SEBI (SAST) Regulations. The shareholding of Acquirer i.e., Mr. Santhosh J Karimattom, pursuant to this Preferential Allotment, increased from 8.60% to 63.28%. Further, the shareholding of Acquirer along with PACs has increased from 23.10% to 69.10%. Hence, this Open Offer is being made in compliance with Regulation 11(1) read with other applicable provisions of the SEBI (SAST) Regulations as it has resulted in substantial acquisition of shares or voting rights resulting in consolidation of holdings of the Promoter and Promoter Group without effecting any change in control or management of the Target Company.

2.3.3 The main object of the Preferential Allotment is to convert part of the unsecured loan granted by the Acquirer into equity share capital of the Target Company. The net amount (Rs.11,95,15,836/-) received by the Target Company pursuant to the said unsecured loan was primarily deployed towards repayment of loans taken by the Target Company from Banks and for other approved corporate purposes, as certified by M/s. Chandy & Zacheria, Chartered Accountants vide certificate dated April 10, 2012, is as follows:

S. No.	Particulars	Purpose	Amount (₹)
	One Time Settlement amount paid to		
1.	Small Industries Development Bank of India (SIDBI)	Loan availed by Company for FCNR Facility.	2,77,18,290
2.	IndusInd Bank Limited and other Consortium Bank	Repayment of various Fund and Non – Fund Based Loans availed by the Company for Working Capital purposes	6,08,11,298
3.	Karnataka State Finance Corporation Limited (KSFC)	Loan availed by Company for working capital and purchase of machinery.	93,27,500
4.	Karnataka State Industrial Investment & Development Corporation Limited (KSIIDC)	Loan availed by Company for working capital and purchase of machinery.	11,54,608
	Others		
5.	Unsecured Loan of Mr. Thampi Narayanan	Loan availed by Company for working capital purposes	23,28,205
6.	Arrears of filing fees paid to Registrar of Companies	Pending amount paid for increase in authorised share capital of the Company	27,32,768
7.	Sales Tax Arrears – Kerala and Karnataka		26,06,798
8.	Income Tax Arrears		18,57,000
9.	Sundry creditors, Employee Settlement and expenses		1,09,79,369
	Loan outstanding as on 31st March 2011		**11,95,15,836**

3 BACKGROUND OF THE ACQUIRER AND PACs

3.1 Background of Santhosh J Karimattom

3.1.1 Mr. Santhosh J Karimattom aged 48 years, residing at Villa 17/1, (W-Sub-Meter), 394/ Emirates Hill Third, Post Box: 500295, Dubai, United Arab Emirates, Tel No: 97 15045 01674, is a first generation entrepreneur from Kerala. He has a bachelor's degree in Commerce. He has an overall experience of around two decades in the area of Garments, Information Technology and Real Estate. His Networth as on June 09, 2012 was ₹48,48,83,751 as certified by CA Thankachan Zacherias (Membership No. 23421) Partner of M/s. CHANDY & ZACHERIA, Chartered Accountants having office at Kottayam 686 001, Kerala vide certificate dated June 09, 2012.

3.1.2 Mr. Santhosh J Karimattom has not sold/transferred any equity shares of the Target Company during the last six (6) months prior to the date of the PA.

3.1.3 Mr. Santhosh J Karimattom, is the core promoter of the Target Company and was holding 4,04,210 equity shares constituting 8.60% of the paid up equity capital and voting rights of the Target Company before the Preferential Allotment. Pursuant to the Preferential Allotment, the shareholding of Mr. Santhosh J Karimattom increased from 8.60% to 63.28%.

3.1.4 The details of the earlier acquisitions made by the Acquirer in the Target Company is as follows:

Date of acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No of Shares	% of Share & Voting Capital	No of Shares	% of Share & Voting Capital	
12.09.1992	Subscription to MOA	10	Negligible	10	Negligible	Not Applicable
24.02.1993	Preferential Allotment	22,000	0.19	22,010	0.19	Not Applicable
28.07.1993	Preferential Allotment	8,000	0.07	30,010	0.26	Not Applicable
30.11.1993	Preferential Allotment	10,000	0.09	40,010	0.34	Not Applicable
20.03.1998	Transfer (Gift)	(1,000)	0.01	39,010	0.33	Not Applicable
01.12.2008	Open Market	1,90,000	1.62	2,29,010	1.96	Not Applicable
25.12. 2010	Open Market	1,27,500	1.09	3,56,510	3.05	Not Complied
26.12. 2010	Open Market	5,700	0.05	3,62,210	3.10	Not Applicable
03.02. 2011	Open Market	42,000	0.36	4,04,210	3.45	Not Applicable
18.10. 2011	Preferential Allotment	70,00,000	59.82	74,04,210	63.28	Complied

3.1.5 The Acquirer has not complied with Regulations 7(1A) and 7(2) of the provisions of Chapter II of SEBI (SAST) Regulations for the shares acquired on December 25, 2010 and there was a delayed compliance by the Acquirer in complying with Regulations 6(3) and 8(2). The Acquirer has filed a consent application with SEBI vide letter dated February 6, 2012 and SEBI may initiate action against the Acquirer for the above said non-compliances / delayed compliances. The Acquirer has duly complied with Regulation 7(1A) and 7(2) of Chapter II of SEBI (SAST) Regulations for the shares acquired through preferential allotment on October 18, 2011.

3.1.6 Mr. Santhosh J Karimattom has been appointed as Managing Director of the Target Company for a period of one year with effect from March 31, 2012, subject to Central Governments approval. He is also a director of Diode Ventures (P) Ltd, Diode Information Technologies (P) Ltd, Standard Clothings (P) Ltd, Clean View Health Care (P) Ltd and Heco Panelling Systems (P) Ltd. The Acquirer holds no other full time directorship nor is a director in any other listed company other than CITYMAN Limited.

3.2.1 Background of PACs

S.No	Name	Address and Telephone No.	Line of Business and Experience	Relationship with Acquirer	Net Worth (₹)
1	Mrs. Annamma Joseph	9 E, Golden Enclave, Kanjikuzhy Kottayam – 686 004, Kerala Ph: 91 0481 2575210	Industrialist Exp: 50 Years	Mother	9,90,83,506
2	Mrs. Sobha Sajan	201 C (14/201 j4) Karimattom 9 E Golden Enclave, 2 Kanjikuzhi, Kottayam, Kerala - 686 004 Ph: 91 0481 2575210	Housewife	Brother's Wife	2,16,72,315
3	Mrs. Julian Santhosh Karimattom	VILLA 17/1, (W-SUB-METER), 394/ Emirates Hill Third, Post Box: 500295, Dubai, United Arab Emirates Ph: 97 1504 501674	Housewife	Wife	63,47,066
4	Mrs. Sajani Toby Maliakkal	Maliakkal House, Market Road, North Paravoor, Alwaye, Cochin - 683513, Kerala Ph: 91 484 2356546	Housewife	Sister	79,95,800
5	Mr. Joseph Sajan Karimattom	201 C (14/201 j4) Karimattom 9 E Golden Enclave, 2 Kanjikuzhi, Kottayam - 686 004, Kerala Ph: 91 0481 2575210	Student	Brother's Son	80,750
6	Mr. John Sajan Karimattom	201 C (14/201 j4) Karimattom 9 E Golden Enclave, 2 Kanjikuzhi, Kottayam - 686 004, Kerala Ph: 91 0481 2575210	Student	Brother's Son	45,955
7	Mr. Emmanuel Pallath	Pallath House, Alapat Cross Road, Cochin - 686016, Kerala Ph: 91 0484 2356759	Retired Person	Father in Law	2,67,77,358
8	Mrs. Zena Pallath	Pallath House, Alapat Cross Road, Cochin - 686016, Kerala Ph: 91 0484 2356759	Housewife	Mother in Law	31,82,489

3.2.2 The Net worth of Mrs. Annamma Joseph, Mrs. Juliane Santhosh, Mrs. Sobha Sajan, Mr. Joseph Sajan and Mr. John Sajan as on September 30, 2011 is certified by CA Thankachan Zacherias (Membership No. 23421) vide certificate dated October 17, 2011, having office at Kottayam – 686 001, Kerala; the Net worth of Mr. Emmanuel Pallath and Mrs. Zena Pallath as on September 30, 2011 is certified by CA P. Unnikrishnan (Membership No. 208688) vide certificate dated November 2, 2011, having office at Kochi – 682 011, Kerala, and the Net worth of Mrs. Sajani Toby as on September 30, 2011 is certified by CA K V Babusenan (Membership No. 24361) vide certificate dated October 10, 2011, having office at Aluva – 683 101, Kerala.

3.2.3 The details of the earlier acquisitions made by the PACs in the Target Company from January 1, 1997 to the date of PA is as follows:

Mrs. Annamma Joseph

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
Prior to 01.01.1997				2,510	0.02	
10.04. 2010	Inter-se-Transfer	2,23,158	1.91	2,25,668	1.93	Refer clause 3.2.4

Mrs. Sobha Sajan

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
Prior to 01.01.1997				2,510	0.02	
29.03. 2000	Open Market	41,000	0.35	43,510	0.37	Not Applicable
29.03. 2000	Open Market	(30,000)	0.26	13,510	0.12	Not Applicable
15.05. 2000	Open Market	(13,300)	0.11	210	Negligible	Not Applicable
20.10. 2000	Open Market	1,600	0.01	1,810	0.02	Not Applicable
20.11. 2000	Open Market	2,500	0.02	4,310	0.04	Not Applicable
20.01. 2001	Open Market	38,100	0.33	42,410	0.36	Refer clause 3.2.4
05.07. 2001	Open Market	1,100	0.01	43,510	0.37	Not Applicable
16.02. 2010	Transmission	30,010	0.26	73,520	0.63	Not Applicable
10.04.2010	Inter-se-transfer	1,48,147	1.27	2,21,667	1.89	Refer clause 3.2.4

Mrs. Julian Santhosh

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
Prior to 01.01.1997				68,650	0.59	
10.04. 2010	Inter-se-Transfer	1,60,025	1.37	2,28,675	1.95	Refer clause 3.2.4

Mrs. Sajani Toby

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
Prior to 01.01.1997				10	Negligible	
No shares were acquired or sold from January 1997 onwards.						

Mr. Joseph Sajan

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
20.03.1998	Gift	500	Negligible	500	Negligible	Not Applicable

Mr. John Sajan

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
20.03.1998	Gift	500	Negligible	500	Negligible	Not Applicable

Mr. Emmaneul Pallath

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
Prior to 01.01.1997				2,500	0.02	
09.06. 2011	Open Market	2,000	0.02	4,500	0.04	Not Applicable

Mrs. Zena Emmanuel Pallath

Date of Acquisition	Mode of Allotment	Shares purchased/Sold		Cumulative Shareholding		Status of compliance with SEBI(SAST) Regulations, 1997 by Acquirer
		No. of Shares	% of Share & Voting Capital	No. of Shares	% of Share & Voting Capital	
Prior to 01.01.1997				300	Negligible	
No shares were acquired or sold from January 1997 onwards.						

3.2.4 The Chapter II compliance details by the PACs under SEBI (SAST) Regulations are as under:

- PACs have made delayed compliance under Regulation 6(3) and 8(2) of the SEBI (SAST) Regulations through the Acquirer for the years 1998 to 2009.
- Mrs. Annamma Joseph, Mrs. Sobha Sajan and Mrs. Julian Santhosh Karimattom have made a delayed compliance under provisions of Regulation 7(1A) & 7(2) pursuant to an Inter-se-transfer of shares effected on April 10, 2010

Apart from Chapter II non-compliances,

- Mrs. Sobha Sajan, had acquired 38,100 Equity Shares of the Target Company on January 20, 2001, subsequent to which the shareholding of the Promoter Group had increased to 15.27% of the paid up capital of the Target Company from 14.46%, triggering Regulation 10 of SEBI (SAST) Regulations.
- Mrs. Annamma Joseph, Mrs. Sobha Sajan and Mrs. Julian Santhosh Karimattom have not complied with provisions of Regulation 11(1) of SEBI (SAST) Regulations for the Inter-se-transfer effected on April 10, 2010 and have filed a consent application with SEBI vide letter dated January 9, 2012.

SEBI may initiate action against the PACs for the delayed compliances / non compliance as stated above.

3.2.5 Mrs. Annamma Joseph and Mrs. Sobha Sajan hold full time directorship in Diode Ventures Private Limited and none of the PACs hold any directorship in any of the Listed Company.

3.3 Disclosure in terms of Regulation 16(ix) of the SEBI (SAST) Regulations

3.3.1 The main object of the preferential allotment is to convert part of the unsecured loan granted by the Acquirer into equity share capital of the Target Company. The amount received by the Company pursuant to the said unsecured loan was primarily deployed towards repayment of loans taken by the Target Company from banks and for other approved corporate purposes.

3.3.2 There are no specific future plans of the Acquirer and PACs for the Target Company. The future plans of the Target Company will be framed by its Board of Directors as and when needed.

3.3.3 The Acquirer and PACs undertake not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

3.3.4 The Acquirer and PACs do not currently intend to dispose off or otherwise encumber any assets of the Target Company in the succeeding two years, except such disposals or encumbrances in the ordinary course of business in the Target Company and/or for the purposes of restructuring, rationalization and/or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company.

4. DISCLOSURE IN TERMS OF REGULATION 21(2) OF THE SEBI (SAST) REGULATIONS

In the event, pursuant to this Open Offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer will, in accordance with regulation 21(2) of the SEBI (SAST) Regulations, facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the listing agreement with the Stock Exchanges within the specified time and in accordance with the prescribed procedure under amended Clause 40A(viii) of the listing agreement and in compliance with the SEBI (SAST) Regulations.

5. BACKGROUND OF THE TARGET COMPANY

5.1 CITYMAN Limited was originally incorporated under the name and style CITYMAN Clothings (India) Limited on September 08, 1992 in the State of Karnataka bearing the registration number 08/13512. Subsequently being a public limited company, the Company received the certificate of commencement of business issued by the RoC on October 14, 1992. The Company by passing a shareholders resolution in an extra ordinary general meeting held on March 15, 2000 amended the name of the Company from CITYMAN Clothings (India) Limited to CITYMAN Limited. Consequently the RoC has issued a fresh certificate of incorporation consequent to change of name dated March 30, 2000 reflecting the new name. The Registered Office of the Target Company is situated at # 13, Padmalaya, 2nd Floor, Buddha Vihar Road, Frazer Town, Bangalore – 560 005. Tel No. 91 80 4152 4846/47; Fax: 91 80 4152 4845.

5.2 The Main Object of the Target Company at the time of incorporation was to manufacture and deal in readymade garments. By way of postal ballot process on September 20, 2011, the main objects of the Target Company was amended to explore new areas of business such as textiles, garments, healthcare and pharmaceutical products, medical equipments, logistics, power generation, mining, infrastructure, fuel saving equipments, agriculture , heating and cooling systems, conventional and non conventional energy sources. The Target Company had undertaken negligible commercial activities in the last three years.

5.3 There are no manufacturing units or plant locations of the Target Company as on the date of this LOF.

5.4 The Authorized Share Capital of the Target Company as on the date of this LOF is ₹ 25,00,00,000/- and the total paid up equity capital of the Target Company is ₹ 11,70,11,000 (Rupees Eleven Crores Seventy Lakhs Eleven Thousand Only) divided into 1,17,01,100 equity shares of ₹ 10/- each. The Target Company initially was promoted by Mr. Santhosh J Karimattom and Mr. Sajan J Karimattom.

5.5 The share capital structure of the Target Company as on the date of this LOF is

Paid up Equity Shares	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid Up Equity Shares	1,17,01,100	100%
Partly Paid Up Equity Shares	Nil	Nil
Total Paid Up Equity Shares	1,17,01,100	100%
Total Voting Rights in Target Company	1,17,01,100	100%

5.6 The issued and subscribed share capital history of the Target Company is

Date of Allotment	No of shares issued (Nos.)	% of shares issued	Consideration(cash, bonus, other than cash)	Mode of Allotment	Cumulative Paid up (Nos.)	Cumulative paid up capital (₹)	Identity of allottees (promoters / public)	Status of Compliance
12.09.1992	70	Negligible	Cash	Subscription to MOA	70	700	Promoters and associates	Complied
24.02.1993	3,39,900	2.90	Cash	Preferential Allotment	3,39,970	33,99,700	Promoters and associates	Complied
31.03.1993	1,85,000	1.58	Cash	Preferential Allotment	5,24,970	52,49,700	Promoters and associates	Complied
27.05.1993	2,37,900	2.03	Cash	Preferential Allotment	7,62,870	76,28,700	Promoters and associates	Complied
28.07.1993	70,500	0.60	Cash	Preferential Allotment	8,33,370	83,33,700	Promoters and associates	Complied
30.11.1993	30,000	0.26	Cash	Preferential Allotment	8,63,370	86,33,700	Promoters and associates	Complied
23.02.1994	36,100	0.31	Cash	Preferential Allotment	8,99,470	89,94,700	Promoters and associates	Complied
31.03.1994	1,05,000	0.90	Cash	Preferential Allotment	10,04,470	1,00,44,700	Promoters and associates	Complied
25.11.1994	6,95,530	5.94	Cash	IPO	17,00,000	1,70,00,000	Promoters, Directors and relatives	Complied
25.11.1994	30,01,100	25.65	Cash	IPO	47,01,100	4,70,11,000	Public	Complied
18.10. 2011	70,00,000	59.82	Conversion of unsecured loan	Preferential Allotment	1,17,01,100	11,70,11,000	Promoter	Complied

5.7 The equity shares of the Target Company are listed on the BSE, MSE, CSE and BGSE. The Target Company has complied with the key provisions of the listing agreement with the Stock Exchanges and no punitive and / or penal action has been taken by the Stock Exchanges against the Target Company, except that the trading of equity shares of the Target Company was suspended on BSE between February 3, 2003 and October 12, 2010 due to non compliance of listing agreement. However, the suspension was revoked with effect from October 13, 2010 and the BSE permitted the trading in the securities in “T” group.

5.8 The shares allotted to Mr. Santhosh J Karimattom on October 18, 2011 through Preferential Allotment are listed on the Stock Exchanges. The Pre Preferential holding of Mr. Santhosh J Karimattom (4,04,210 equity shares) was under lock in from September 29, 2011 to May 31, 2012. The Preferential Issue of 70,00,000 equity shares will be under lock in as per the provisions of Chapter VII of SEBI (ICDR) Regulations.

5.9 As on the date of this LOF, there are no partly paid up shares or convertible instruments in the Target Company.

5.10 The Target Company has not received any directions from SEBI under Section 11B of the SEBI Act or under any of the regulations made there under, prohibiting it from dealing in securities.

5.11 The below table provides the details of the compliance of the Company, in respect of the compliances under Chapter II of the SEBI (SAST) Regulations

S. 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	6(2)	20.05.1997	11.01.2012	5348 days	Delayed Compliance
2	6(4)	20.05.1997	11.01.2012	5348 days	Delayed Compliance
3	7(3)	13.01.2012	11.01.2012	No Delay	Inter-se-Transfer which was affected between promoters on April 10, 2010 under 7(1A). As intimation was received from acquirers on 06.01.2012, the Company has disclosed the same on 11.01.2012.
4	7(3)	26.10.2011	19.10.2011	No Delay	
5	8(3)	30.04.1998	06.08.2009	4115 days	Delayed Compliance
6	8(3)	30.04.1999	06.08.2009	3750 days	Delayed Compliance
7	8(3)	30.04.2000	06.08.2009	3384 days	Delayed Compliance
8	8(3)	30.04.2001	06.08.2009	3019 days	Delayed Compliance
9	8(3)	30.04.2002	06.08.2009	2654 days	Delayed Compliance
10	8(3)	30.04.2003	06.08.2009	2289 days	Delayed Compliance
11	8(3)	30.04.2004	06.08.2009	1923 days	Delayed Compliance
12	8(3)	30.04.2005	06.08.2009	1558 days	Delayed Compliance
13	8(3)	30.04.2006	06.08.2009	1193 days	Delayed Compliance
14	8(3)	30.04.2007	06.08.2009	828 days	Delayed Compliance
15	8(3)	30.04.2008	06.08.2009	462 days	Delayed Compliance
16	8(3)	30.04.2009	06.08.2009	97 days	Delayed Compliance
17	8(3)	30.04.2010	20.04.2010	No Delay	
18	8(3)	30.04.2011	12.04.2011	No Delay	
19	8A	N.A	N.A		

5.12 Due to delay in complying with Chapter II provisions of SEBI (SAST) Regulations, SEBI may levy a fine on the Target Company. The Target Company has filed a consent application with SEBI vide letter dated January 30, 2012.

5.13 The Board of Directors of CITYMAN as on the date of the draft LOF are:

S.No	Name of the Director & Address	DIN	Age	Designation	Date of Appointment	Qualification	Experience	Other Directorship
1	Santhosh Joseph Karimattom, Villa 17/1, (W-Sub Meter), 394/ Emirates Hill Third, Post Box: 500295, Dubai, United Arab Emirates	00998412	48	Director *	08/09/1992	Graduate	About 25 years of experience in all fields of Management	1.Diode Ventures (P) Ltd 2.Diode Information Technologies (P) Ltd 3.Standard Clothings (P) Ltd 4.Clean View Health Care (P) Ltd 5.Heco Panelling Systems (P) Ltd
2	Rajendra Patil 94 M 8 TH Cross , 12th Main, RMV Extension, Bangalore, 560080, Karnataka, India	00873097	56	Director	12/08/2010	Graduate	Three decades of experience as an industrialist	1.Makar Electronics (P) Ltd 2.Star Fashions (P) Ltd 3.Tronn Online (P) Ltd 4.S.S. Soya (P) Ltd 5.Universal Bottler (P) Ltd 6.PJ Commodity Ventures (P) Ltd 7.S. S. Aviation (P) Ltd 8.Neuerth Resources (P) Ltd 9.Gramin Vikas Infrastructure (P) Ltd 10.Four Seasons Energy Ventures (P) Ltd 11.Shree Parvathi Tex (India) (P) Ltd 12.Manipal Bapuji Post Graduate Medical (And Dental) Faculty (P) Ltd
3	George Jacob No.259,3rd Cross, Ist Main, Domlur 2nd Stage, Bangalore, 560071, Karnataka, India	01388245	59	Director	30/07/2009	Graduate	Experience of more than 30 years in administration and marketing	1.Quality Granite Krishnagiri (P) Ltd 2.Stonchek Exim (P) Ltd 3.Heco Panelling Systems (P) Ltd 4.Fusav Engineering Devices (P) Ltd 5.Chalkwood Industrial Floors (P) Ltd
4	Kandumpully Rajesh 267(3/112) Kandampully, 8,Panangad P O, Kumbalam Panchayath, Kochi, 682506, Kerala, India	01574180	56	Director	20/03/2009	Graduate	Experience of more than 30 years in administration, marketing and finance	1.Grendale Farms (P) Ltd 2.Cumbum Valley Fruits And Vegetables Producer Company Limited

*Mr. Santhosh J Karimattom has been appointed as Managing Director of the Target Company for a period of one year with effect from March 31, 2012, subject to Central Governments approval.

5.14 There has been no merger, demerger, or spin off during the last three years involving the Target Company.

5.15 The key audited financial results of the Target Company for the financial years 2010-11, 2009-10, and 2008-09 and unaudited financials for the three months ended June 30, 2011, as certified by CA. Thankachan Zacherias (Membership No. 023421) Partner of M/s Chandy & Zacherias, Chartered Accountants, Statutory Auditor to the Target Company, are given below:

Profit & Loss Statement **(₹ lakhs)**

Particulars	***2008-2009 (Audited)***	***2009-2010 (Audited)***	***2010-2011 (Audited)***	***For the period ended on June 30, 2011 (Unaudited)***
Income from operations	0.86	0.32	0.20	-
Other Income	4.89	13.75	-	-
Increase / (decrease) in inventory	(1.43)	(0.35)	(0.23)	-
Total Income	**4.32**	**13.72**	**(0.03)**	**-**
Operating Expenses	32.04	91.13	47.03	5.05
Profit Before Depreciation, Interest and Tax	(27.72)	(77.41)	(47.06)	(5.05)
Depreciation	3.52	1.68	0.36	0.09
Finance Charges	0.09	0.03	0.07	-
Exceptional Items	-	-	-	8.15
Profit before Tax	(31.33)	(79.12)	(47.49)	(13.29)
Provision for Tax	0.05	-	-	-
Profit after Tax	**(31.38)**	**(79.12)**	**(47.49)**	**(13.29)**

Balance Sheet Statement **(₹ lakhs)**

Particulars	***2008-2009 (Audited)***	***2009-2010 (Audited)***	***2010-2011 (Audited)***	***For the period ended on June 30, 2011 (Unaudited)***
Sources of funds				
Paid up share capital	470.11	470.11	470.11	470.11
Reserves and Surplus (excluding revaluation reserves)	578.96	578.96	578.96	578.96
Secured loans	-	-	-	-
Unsecured loans	1086.80	1120.73	1,195.16	1202.53
Deferred tax liability (Net)	-	-	-	-
Total	**2135.87**	**2169.80**	**2244.23**	**2251.60**
Uses of funds				
Net fixed assets	35.81	20.93	2.12	2.16
Investments	-	-	-	-
Net current assets	(31.59)	(61.90)	(16.15)	22.13
Misc. Expenditure not written off (Balance in Profit and Loss A/C)	2131.65	2210.77	2258.26	2271.57
Total	**2135.87**	**2169.80**	**2244.23**	**2251.60**

Other Financial Data

Particulars	*2008-2009 (Audited)*	*2009-2010 (Audited)*	*2010-2011 (Audited)*	*For the period ended on June 30, 2011 (Unaudited)*
Net worth (₹ lakhs)	(1082.58)	(1161.70)	(1209.19)	(1222.50)
Dividend (₹ lakhs) inclusive of tax	-	-	-	-
Earnings Per share (in ₹)	(0.67)	(1.68)	(1.01)	(0.28)
Return on Net worth (PAT/Networth)	-	-	-	-
Book Value Per Share (Networth / No. of shares) (₹)	(23.03)	(24.71)	(25.72)	(26.00)

5.16 The reasons for fall / rise in total income and profit after tax of the Target Company in the relevant years are as follows:

REVIEW OF FINANCIAL AND OPERATIONAL PERFORMANCE IN 2010-2011

The Company recorded a Total Income of ₹ (0.03) lakhs for the year ended March 31, 2011 as against ₹ 13.72 lakhs for the year ended March 31, 2010. The higher total income for the year ended March 31, 2010 is on account of Other Income of ₹ 13.75 lakhs from exchange rate fluctuation. The Loss after Tax for the year ended March 31, 2011 was lower by ₹ 31.63 lakhs when compared to Loss after Tax for the year ended March 31, 2010 due to lower manufacturing and other expenses.

REVIEW OF FINANCIAL AND OPERATIONAL PERFORMANCE IN 2009-2010

The Company recorded a Total Income of ₹ 13.72 lakhs during the year ended March 31, 2010 against a Total Income of ₹ 4.32 lakhs for the year ended March 31, 2009. The increase of total income for the year ended March 31, 2010 is on account of receipt of Other Income from Exchange Rate Fluctuation. The Loss After Tax for the year ended March 31, 2010 was higher by ₹ 47.74 lakhs when compared to the year ended March 31, 2009 due to higher Salaries, Sales Promotion and Legal and professional Charges.

REVIEW OF FINANCIAL AND OPERATIONAL PERFORMANCE IN 2008-2009

The Total Income was ₹ 4.32 lakhs for the year ended March 31, 2009 as against ₹ 0.84 lakhs for the year ended March 31, 2008 due to higher Other Income which was from reversal of Unclaimed Credit. The Loss after Tax for the year ended March 31, 2009 was lower by ₹ 75.63 lakhs when compared to Loss after Tax for the year ended March 31, 2008 due to lower Financial Expenses and on account of Other Income which was from reversal of unclaimed credit.

5.17 Pre and post Open Offer shareholding pattern of the Target Company as on October 18, 2011 is as follows:

Shareholders' category	Shareholding & voting rights prior to the agreement/ acquisition and Open Offer.		Shares /voting rights acquired which triggered off the Regulations.		Shares/voting rights to be acquired in open Open Offer (Assuming full acceptances)*		Share holding / voting rights after the acquisition and Open Offer. i.e.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1)**Promoter Group**								
a. Parties to agreement, if any	-	-	-	-	-	-	-	-
b. Promoters other than (a) above								
Annamma Joseph	2,25,668	4.80	-	-	-	-	2,25,668	1.93
Sobha Sajan	2,21,667	4.72	-	-	-	-	2,21,667	1.89
Julian Santhosh Karimattom	2,28,675	4.86	-	-	-	-	2,28,675	1.95
Sajani Toby Maliakkal	10	0.00	-	-	-	-	10	0.00
Joseph Sajan karimattom	500	0.01	-	-	-	-	500	0.00
John Sajan Karimattom	500	0.01	-	-	-	-	500	0.00
Emmanuel Palleth	4,500	0.10	-	-	-	-	4,500	0.04
Zena Palleth	300	0.01	-	-	-	-	300	0.00
Total 1(a+b)	**6,81,820**	**14.50**	**-**	**-**	**-**	**-**	**6,81,820**	**5.82**
(2) Acquirer#								
a. Main Acquirer								
Santhosh J Karimattom	4,04,210	8.60	70,00,000	59.82	23,40,220	20.00	97,44,430	83.28
b. PAC	-	-	-	-	-	-	-	-
Total 2(a+b)	**4,04,210**	**8.60**	**70,00,000**	**59.82**	**23,40,220**	**20.00**	**97,44,430**	**83.28**
(3) Parties to agreement other than(1) (a) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, acquirer & PACs)	-	-	-	-	-	-	-	-
a. Institutions:								
Mutual Funds /UTI	2,000	0.04	-	-	(23,40,220)	20.00	12,74,850	10.90
Financial Institutions /Banks	-	-	-	-				
Central Government / State Government(s)	-	-	-	-				
Foreign Institutional Investors	-	-	-	-				
b. Non-Institutions	-	-	-	-				
Bodies Corporate	3,85,332	8.20	-	-				
Individuals	28,47,713	60.58	-	-				
Others (NRIs, Clearing Members, Directors)	3,80,025	8.08	-	-				
The total number of shareholders in "Public" category are 9,182 as on 18.10.2011.	-	-	-	-	-	-	-	-
Total (4)(a+b)	**36,15,070**	**76.90**	-	-	(23,40,220)	20.00	12,74,850	10.90
GRAND TOTAL (1+2+3+4)	**47,01,100**	**100.00**	**70,00,000**	**59.82**			**1,17,01,100**	**100.00**

* Assuming that shareholders tender their shares to the extent of Open Offer and acceptance of shares by the Acquirer.
#The Acquirer is part of the Promoter Group.

5.18 The details of the changes in the cumulative Shareholding of the Promoter Group as and when it took place from January 1997 till the date of PA is as detailed herein below:-

Date	Opening Balance - Promoter group (No. of shares)	Opening Capital (No. of shares of ₹ 10/- each)	Opening % holding - promoter group	Name of promoter	No of shares Acquired	Mode of Acquisition (Memorandum/IPO/FPO/Market Purchases/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	No of shares sold	Closing Capital (No. of shares of ₹ 10/- each)	Closing holding - promoter group	Closing % holding - promoter group (No. of shares)	Increase / Decrease in percentage holding - Promoter Group (+/- %)	Compliance status
01.01.1997	767830	4701100	16.33									
20.03.1998	767830	4701100	16.33	As mentioned below the table#	1000	Gift	1000	4701100	767830	16.33	0.00	Not Applicable
29.03.2000	767830	4701100	16.33	Sobha Sajan	41000	Open Market	0	4701100	808830	17.21	0.87	Not Applicable
29.03.2000	808830	4701100	17.21	Sobha Sajan	0	Open Market	30000	4701100	778830	16.57	-0.64	Not Applicable
05.04.2000	778830	4701100	16.57	S J K Investments Pvt Ltd	0	Open Market	90000	4701100	688830	14.65	-1.91	Not Applicable
15.05.2000	688830	4701100	14.65	Sobha Sajan	0	Open Market	13300	4701100	675530	14.37	-0.28	Not Applicable
20.10.2000	675530	4701100	14.37	Sobha Sajan	1600	Open Market	0	4701100	677130	14.40	0.03	Not Applicable
20.11.2000	677130	4701100	14.40	Sobha Sajan	2500	Open Market	0	4701100	679630	14.46	0.05	Not Applicable
20.01.2001	679630	4701100	14.46	Sobha Sajan	38100	Open Market	0	4701100	717730	15.27	0.81	Not Complied
05.07.2001	717730	4701100	15.27	Sobha Sajan	1100	Open Market	0	4701100	718830	15.29	0.02	Not Applicable
01.12.2008	718830	4701100	15.29	Santhosh J Karimattom	190000	Open Market	0	4701100	908830	19.33	4.04	Not Applicable
16.02.2010	878820	4701100	18.69	As mentioned below the table@	30010	Transmission	30010	4701100	908830	19.33	0.00	Not Applicable
10.04.2010	908830	4701100	19.33	As mentioned below the table*	531330	Inter-se-transfer	531330	4701100	908830	19.33	0.00	Not Complied
25.12.2010	908830	4701100	19.33	Santhosh J Karimattom	127500	Open Market	0	4701100	1036330	22.04	2.71	Not Complied.
26.12.2010	1036330	4701100	22.04	Santhosh J Karimattom	5700	Open Market	0	4701100	1042030	22.17	0.12	Not Applicable
03.02.2011	1042030	4701100	22.17	Santhosh J Karimattom	42000	Open Market	0	4701100	1084030	23.06	0.89	Not Applicable
09.06.2011	1084030	4701100	23.06	Emmanuel Palleth	2000	Open Market	0	4701100	1086030	23.10	0.04	Not Applicable
18.10.2011	1086030	4701100	23.10	Santhosh J Karimattom	7000000	Preferential Allotment	0	11701100	8086030	69.10	46.00	Complied

Mr.John Sajan and Mr. Joseph Sajan acquired 500 shares each from Mr. Santhosh J Karimattom in the form of gift.

@ 30,010 shares were transmitted to Mrs. Sobha Sajan from Mr. Sajan J Karimattom.

* Through Inter-se-transfer Mrs. Annamma Joseph, Mrs. Sobha Sajan and Mrs. Julian Santhosh acquired 2,23,158; 1,48,147 and 1,60,025 shares respectively from SJK Investments Pvt. Limited.

5.19 As per the Annual Report for the Financial Year 2010-11, the Target Company has complied with the norms of the SEBI guidelines on corporate governance as enumerated in clause 49 of the listing agreement with Stock Exchanges.

5.20 The compliance officer of the Target Company is Mr D E Chandrasekaran, Company Secretary. The compliance officer can be contacted at # 13, Padmalaya, 2nd Floor, Buddha Vihar Road, Frazer Town, Bangalore – 560 005. Tel No. 91 80 4152 4846 / 47; Fax: 91 80 4152 4845.

5.21 There are no pending litigations against the Target Company as on the date of this Letter of Offer.

6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 The Equity Shares of the Target Company are listed on BSE, MSE, CSE and BGSE.

6.2 The Offer Price as per the Public Announcement dated October 20, 2011 was ₹ 10/- (Rupees Ten Only) per fully paid up equity share of the Target Company. Mrs. Sobha Sajan, forming part of Promoter Group, had acquired 38,100 Equity Shares of the Target Company on January 20, 2001, subsequent to which the shareholding of the Promoter Group had increased to 15.27% of the paid up capital of the Target Company from 14.46%, triggering Regulation 10 of SEBI (SAST) Regulations. As the person forming part of Promoter Group of the Target Company had on January 20, 2001 acquired equity shares of the Target Company in violation of Regulation 10 of the SEBI (SAST) Regulations without making an open offer, the Acquirer of the Open Offer has agreed to revise and pay an Offer Price which is the highest of the price calculated on the basis of triggering date January 20, 2001 and October 18, 2011 along with interest @10% p.a. calculated from January 24, 2001 (the date for publication of Public Announcement triggering Regulation 10 as explained above) upto October 21, 2011 (the date of publication of Public Announcement) i.e., for a period of 3922 days. The highest Offer Price in accordance with above triggering dates comes out to ₹ 20.75 per share inclusive of interest of ₹ 10.75 per share. The calculations are given in para 6.3 and 6.5 below.

6.3 The Equity Shares of the Target Company were frequently traded on BSE as per Explanation (i) to Regulation 20(3) of SEBI (SAST) Regulations existing as on the trigger date January 20, 2001 for the acquisition of shares mentioned above at para 6.2 above. In accordance to that, the highest price as per Regulation 20(2) of SEBI (SAST) Regulations prevailing at that point in time of ₹ 10/- has been arrived as follows

	Particulars	**Price (₹)**
a	the negotiated price under the agreement referred to in sub-regulation (1) of regulation 14	N.A
b	the highest price paid by the acquirer or persons acting in concert with him for any acquisitions, including by way of allotment in a public or rights issue, if any, during the 26 week period prior to the date of public announcement	10.00
c	the price paid by the acquirer under a preferential allotment made to him or to persons acting in concert with him at any time during the twelve months period up to the date of closure of the offer	-
d	the average of the weekly high and low of the closing prices of the shares of the target company as quoted on the stock exchange where the shares of the company are most frequently traded during the 26 weeks preceding the date of public announcement	9.94

6.4 Based on the trading volume of the Target Company as on the trigger date October 18, 2011 (for the six (6) months period from April, 2011 to September, 2011), the shares are infrequently traded within the meaning of explanation (i) to Regulation 20(5) of SEBI (SAST) Regulations on BSE and there has been no trading on MSE, CSE and BGSE.

Stock Exchanges	Total No. of Shares traded during six calendar months prior to the month in which the PA is made (From April 2011 to September2011)	Total shares listed	Trading Turnover (annualized) (% of total shares listed)
BSE	58,260	47,01,100	2.48
MSE	NIL	47,01,100	NIL
CSE	NIL	47,01,100	NIL
BGSE	NIL	47,01,100	NIL

(Source: www.bseindia.com, letters obtained from CSE dated October 7, 2011, MSE dated October 18, 2011 and BGSE dated October 18, 2011)

6.5 Based on the above information, the Equity Shares of the Target Company are infrequently traded on the Stock Exchanges within the meaning of Regulation 20(1) of SEBI (SAST) Regulations as the annualized trading turnover is less than 5% (by number of shares) of the total number of listed shares.In accordance with regulation 20(5) and 20(11) of the Regulations, the Open Offer Price of ₹ 10 per Equity Share is higher of the following:

S.No.	Particulars	Price (₹ per Share)
(a)	Negotiated Price under the Agreement	N.A.
(b)	Highest Price paid by the Acquirer for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of Public Announcement	10
(c)	**Other financial parameters**	**As on 31/03/2011**
	Return on Net worth (%)	(3.93)
	Book Value per share (₹)	(25.72)
	Earnings per share (₹)	(1.01)
	Price Earning Multiple	18.36*

* Average PE Multiple of Textile-Products as per Capital Market Magazine dated October 17 – October 30, 2011, Volume XXVI/17.

N S V M & Associates, the Chartered Accountants, having its office at No.63/1, 1st Floor, Above Canara Bank, Railway Parallel Road, Kumara Park West, Bangalore – 560 020, vide their certificate dated October 18, 2011 (signed by CA D N Sree Hari, partner of the firm, Membership No. 27388) has certified that the fair value per share of CITYMAN is ₹ 8.27.

6.6 In view of the above parameters at para 6.3 and 6.5, the Offer Price (Base Price) of ₹ 10/- per fully paid up Equity Share is justified as per the Regulation 20 of the SEBI (SAST) Regulations. An amount of ₹10.75 per share is added to the Base Price to arrive at the Offer Price of ₹ 20.75 per share.

If the Acquirer and PACs acquire the Equity Shares of the Target Company after the date of the PA and up to 7 working days prior to the closure of the Open Offer at a price higher than the Open Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received during the Open Offer.

6.7 The total fund requirement or the Maximum Consideration for the Open Offer assuming full acceptance of the Open Offer would be ₹ 4,85,59,565 (Rupees Four Crores Eighty Five Lakhs Fifty Nine Thousand Five Hundred Sixty Five only) i.e., consideration payable for acquisition of 23,40,220 fully paid equity shares of the Target Company at an Open Offer Price of ₹ 20.75 (Rupees Twenty and Seventy Five Paise Only) per equity share.

6.8 The Acquirer has adequate resources to meet the financial requirement of the Open Offer in terms of Regulation 16(xiv) of SEBI (SAST) Regulations and the source of funding in order to meet the obligations under the Open Offer for the Acquirer is out of his personal resources through cash and bank balances; withdrawals from his capital and current accounts with Partnership Firms and from loans and advances extended by him to various entities.

6.9 The Acquirer, Karvy, and HDFC Bank Limited (**"HDFC Bank "**), a company incorporated under the laws of India and having one of its branch offices at Lakdikapul, Hyderabad and registered office at Mumbai, have entered into an Escrow Agreement in accordance with Regulation 28 of the SEBI (SAST) Regulations. The Manager to the Offer has been duly authorized by the Acquirer to operate and realize the value of Escrow Account in terms of the SEBI (SAST) Regulations.

6.10 Assuming full acceptance, the total funds requirements to meet this Open Offer is ₹ 4,85,59,565 (Rupees Four Crores Eighty Five Lakhs Fifty Nine Thousand Five Hundred Sixty Five only). In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has made a cash deposit into an Escrow Account for ₹ 1,22,00,000/- (Rupees One Crore Twenty Two Lakhs only) comprising more than 25% of the consideration payable to public equity shareholders with the HDFC Bank Limited, Lakdikapul Branch, Hyderabad having its registered office at HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

6.11 M/S CHANDY & ZACHERIA, Chartered Accountants (signed by CA Thankachan Zacherias, Partner Membership No. 023421) having office at Thekkumkattil Building, Good Shepherd Road, Kottayam – 686 001, Kerala, Ph: 91 481 2568861 have certified that the Acquirer has sufficient means and capability for the purpose of making Open Offer of size of ₹ 4,85,59,565 (Rupees Four Crores Eighty Five Lakhs Fifty Nine Thousand Five Hundred Sixty Five only) and the Acquirer's Networth is ₹48,48,83,751/- as on June 09, 2012 vide certificate dated June 9, 2012.

6.12 The Acquirer has vide certificate dated October 18, 2011 given an undertaking to the Manager to the Offer to meet his financial obligations under the Open Offer.

6.13 Based on the above, Karvy is satisfied with the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

6.14 There is no non-compete agreement existing.

7.1 TERMS AND CONDITIONS OF THE OPEN OFFER

7.1.1 Letter of Offer relating to the Open Offer together with the Form of Acceptance cum Acknowledgment will be mailed to the shareholders of the Target Company (other than the Promoter Group), whose names appear on the Register of Members of the Target Company as per Regulation 22(3) of SEBI (SAST) Regulations and to the beneficial owners of the Shares in dematerialized form whose names appear on the beneficial records of the respective Depositories, in either case, at the closure of business on Friday, November 18, 2011. No Letter of Offer will be mailed to the Promoter / Promoter group of the Target Company.

7.1.2 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialized is completed in time for the credit in the special depository account to be received on or before the closing date of the Open Offer, i.e., no later than July 7, 2012 or else their application will be rejected.

7.1.3 While tendering the shares under the Open 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 shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered. While tendering shares under the Open 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 (the **"Income Tax Act"**), indicating the rate at which the tax has to be deducted by the Acquirer 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.

7.1.4 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.

7.1.5 Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. A copy of the Letter of Offer (including Form of Acceptance) is expected to be available on SEBI's Website (http://www.sebi.gov.in) during the period the Open Offer is open and may also be downloaded from the website for participating in the Open Offer.

7.1.6 The securities transaction tax will not be applicable to the shares accepted under this Open Offer.

7.1.7 As on the date of this LOF, none of the shares of the Target Company are under lock in except the shares held by the Acquirer.

7.2 Statutory Approvals/ Other Approvals Required for The Open Offer:

7.2.1 In accordance with the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations there-under (FEMA), the Target Company had submitted an application dated October 28, 2011 seeking the prior approval of RBI for the acquisition of upto 23,40,220 shares of the Target Company by the Acquirer from the public shareholders of the Target Company who may be either resident Indians, non residents or non-resident Indians and whose shares are accepted under the Open Offer. The RBI has, vide its letter dated November 14, 2011 advised the Target Company to refer to the Circular no. 43 dated November 4, 2011 issued by RBI (the "**Circular**"). As per the Circular, **transfer of shares from residents to non residents where the SEBI (SAST) Regulations are attracted,** prior approval of RBI has been dispensed with, subject to the adherence with the pricing guidelines and documentation requirements as specified by RBI from time to time. Accordingly, no approval is required from RBI for the acquisition of shares by the Acquirer.

7.2.2 As of the date of this Letter of Offer, there are no statutory approvals required to implement the Open Offer. If any other statutory approvals become applicable prior to completion of the Open Offer, the Open Offer would also be subject to such other statutory approvals. The Acquirer will have the right to withdraw the Open Offer in accordance with Regulation 27 of the SEBI (SAST) Regulations.

7.2.3 The Acquirer does not require any approvals from financial institutions or banks for the Open Offer.

7.2.4 The Acquirer shall complete all procedures relating to the Open Offer within period of fifteen (15) days from the closure of the Open Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OPEN OFFER

8.1 Shareholders of the Target Company who are holding Shares in physical form and who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement, original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer- Integrated Enterprises (India) Limited, 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003, either by hand delivery on working days (i.e., Monday to Saturday) between 10 AM and 3 PM or by registered post, so as to reach on or before the closure of the Open Offer, i.e., not later than July 7, 2012 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

8.2 Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares of the Target Company will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy of the delivery instruction in **"Off-market"** mode or counterfoil of the delivery instructions in **"Off-market"** mode, duly acknowledged by the Depository Participant **("DP"),** in favour of the special depository account to Integrated Enterprises (India) Limited, 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003, either by hand delivery on working days (i.e., Monday to Saturday) between 10 AM and 3 PM or by Registered post acknowledgement due, so as to reach on or before the closure of the Open Offer, i.e., not later than July 7, 2012 in accordance with the instructions 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 the closure of the Open Offer, i.e., not later than July 7, 2012.

8.3 The Manager to the Offer on behalf of the Acquirer has opened a Special Depository Account as detailed below:

Depository	**National Securities Depository Limited ("NSDL)**
Account Name	**CITYMAN LIMITED – OPEN OFFER ESCROW ACCOUNT**
Depository Participant	**KARVY STOCK BROKING LIMITED**
DPID	**IN300394**
Client ID	**18302240**

8.4 All owners (registered or unregistered) of shares (except the Promoter Group) are eligible to participate in the Open Offer anytime before the closing of the Open Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares tendered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

8.5 In case of non-receipt of the Letter of Offer, the eligible persons may (i) download the same from the SEBI website (www.sebi.gov.in); (ii) obtain a copy of the same by writing to the Registrar to the Offer or (iii) make an application to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, distinctive numbers, folio number, number of shares Open Offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the close of the Open Offer, i.e., not later than July 7, 2012 or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, 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 close of the Open Offer, i.e., not later than July 7, 2012.

8.6 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders of the Target Company, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, 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 SEBI (SAST) Regulations.

8.7 Applications in respect of shares that are the subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these shares are not received together with the shares tendered under the Open Offer.

8.8 Pursuant to Regulation 22(5A) of the SEBI (SAST) Regulations, public equity shareholders of the Target Company desirous of withdrawing the acceptances tendered by them in the Open Offer may do so up to three (3) working days prior to the closing date of the Open Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer on or before Tuesday, July 03, 2012.

a) The withdrawal option can be exercised by submitting the Form of Withdrawal, which will be enclosed with the Letter of Offer.

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

In case of shares held in physical form: Name, Address, Distinctive numbers, Folio number and Number of shares tendered; and

In case of shares held in dematerialised form: Name, Address, Number of shares Offered, 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.

8.9 The Manager to the Offer will hold in trust the shares credited to the special depository account on behalf of the public equity shareholders of the Target Company who have accepted the Open Offer, until the cheques /drafts for the consideration, or the unaccepted shares are returned.

8.10 The Registrar to the Offer will hold in trust the shares/share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the public equity shareholders of the Target Company who have accepted the Open Offer, until the cheques/drafts for the consideration, or the unaccepted shares/share certificates are dispatched / returned.

8.11 If the aggregate of the valid responses to the Open Offer exceeds the Open Offer size of 23,40,220 equity shares (representing 20% of the Equity Capital), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations and in consultation with the Manager to the Offer. The minimum acceptance will be one (1) equity share only for shares held in Physical or Demat mode.

8.12 While tendering Shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring Shares of Target Company. In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares.

8.13 While tendering Shares under the Offer, NRI / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal 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.

8.14 On the fulfillment of all the conditions herein mentioned, the LoF and FOA, the Acquirer will pay the Offer Price by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding as well as through National Electronic Clearing System (NECS) mode of payment like NEFT/ RTGS/ Direct Credit and shareholders are requested to compulsorily provide their bank details in the FOA in order to receipt of payment consideration through NEFT/ RTGS/ Direct Credit, as applicable, at specified centres. The payment consideration will be sent by Registered Post to the sole / first named shareholder of CITYMAN Limited whose Shares are accepted by the Acquirer at his address registered with CITYMAN Limited. It is desirable that shareholders holding Shares in physical mode provide bank details of the sole/ first shareholder in the FOA, so that the same can be incorporated in the cheque/ demand draft.

8.15 For Shareholders, who do not opt for electronic mode of fund transfer and for those Shareholders whose payment consideration is rejected / not credited through NECS / RTGS / NEFT, due to any technical errors or incomplete/ incorrect bank account details, the payment of consideration will be made by pay orders or demand drafts payable at places where the address of the Shareholder is registered and will be dispatched through registered post/speed post. It is advised that shareholders provide bank a/c details in the Form of Acceptance, so that the same can be incorporated in the 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.

8.16 For the purposes of electronic fund transfer, in case of shareholders opting for electronic payment of consideration and for purposes of printing on the 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 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. In case of joint holders, payments will be made in the name of the first holder.

8.17 The consideration received by the shareholders for Shares accepted in the offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on Shares accepted in this Offer.

8.18 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.

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

8.20 The marketable lot for the Target Company is one (1) equity share.

8.21 If the Acquirer decides to make upward revisions in the Open Offer Price/Number of Shares to be acquired, in accordance with regulation 26 of the SEBI (SAST) Regulations, such upward revision will be made no later than Wednesday, June 27, 2012 (i.e., seven working days prior to the date of closure of the Open Offer). Such revisions / amendments would be affected by making a Public Announcement in the same newspapers in which the PA was made. (i.e Financial Express (English) – all editions, Jansatta (Hindi)-all editions, Loksatta (Marathi) – all editions and Hosa Digantha (Regional) – all editions)

8.22 If there is a withdrawal of the Open Offer by the Acquirer, the same will be informed by way of a public announcement in the same newspapers in which the PA had appeared.

8.23 No competitive bid had been announced upto the last date i.e. November 10, 2011.

8.24 As the Open Offer Price can be revised until the period beginning seven (7) working days prior to the closing date of the Open Offer / bids, it would, therefore, be in the interest of the shareholders of the Target Company to wait until the commencement of that period to know the final Open Offer price of each Open Offer/bid and tender their acceptances accordingly.

8.25 Neither the Acquirer, PACs nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.

8.26 The Acquirer accepts full responsibility for the information contained in the PA and this LOF and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof.

9 DOCUMENTS FOR INSPECTION

The following documents will be available for inspection by the Shareholders at the office of the Manager to the Offer, Karvy Investor Services Limited, 'Karvy House', 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad - 500034, between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) until the Offer Closing Date i.e., July 7, 2012.

9.1 Certificate of Incorporation, Memorandum of Association and Articles of Association of CITYMAN Limited.

9.2 Copy of Board Resolution dated September 3, 2011 passed by the Board of Directors of CITYMAN Limited authorizing the preferential allotment of 80,00,000 equity shares

9.3 Notice of Annual General Meeting dated September 3, 2011 wherein preferential issue of equity shares has been considered.

9.4 Copy of Board Resolution dated October 18, 2011 passed by the Board of Directors of CITYMAN Limited allotting the equity shares to Mr. Santosh J Karimattom through preferential allotment.

9.5 Copy of the Escrow Agreement dated October 17, 2011 between the Acquirer, Karvy Investor Services Limited and HDFC Bank Limited.

9.6 Certificate dated June 9, 2012 by Mr.Thankachan Zacherias, Partner of M/S Chandy & Zacheria., Chartered Accountants (Membership No. 23421, FRN: 000664S) having office at Kottayam 686 001, Kerala regarding the adequacy of financial resources of Acquirer to fulfill his obligations under the Offer.

9.7 Audited Annual Reports of CITYMAN Limited for the financial year ended March 31, 2009, March 31, 2010 and March 31, 2011 and unaudited financial statements as at and for the period ended June 30, 2011.

9.8 Copy of Memorandum of Understanding dated October 17, 2011 between Karvy Investor Services Limited and Mr.Santhosh J Karimattom.

9.9 Copy of the Memorandum of Understanding dated October 17, 2011 between Integrated Enterprises (India) Limited (Registrar to the Offer) and Mr. Santhosh J Karimattom.

9.10 Copy of confirmation regarding opening of Special Depository Account in the name and Style of 'CITYMAN LIMITED - Open Offer Escrow Account'.

9.11 Letter dated October 19, 2011 and June 9, 2012 from HDFC Bank Limited confirming the deposit of the amount in escrow account and empowering the Manager to the Offer in accordance with the SEBI (SAST) Regulations.

9.12 Published copy of Public Announcement made on October 21 , 2011

9.13 Due Diligence Certificate dated November 2, 2011.

9.14 SEBI Observation letter No.CFD/DCR2/OW/12266/2012 dated June 4, 2012.

10. DECLARATION BY THE ACQUIRER

10.1 Mr. Santhosh J Karimattom accepts full responsibility for the information contained in this Letter of Offer.

10.2 The Acquirer shall be responsible for ensuring fulfillment of obligations under the SEBI (SAST) Regulations and subsequent amendments thereof.

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

Sd/- **Mr. Santhosh J Karimattom (Acquirer)**
Place:Bangalore **Date: June 9, 2012**

Attached:
1. Form of Acceptance-cum-Acknowledgement
2. Form of Withdrawal
3. Transfer Deed (if applicable)

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FORM OF ACCEPTANCE- CUM-ACKNOWLEDGEMENT
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this form with enclosures to the Registrar to the Offer at their address given overleaf)

OFFER OPENS ON	Monday, June 18, 2012
LAST DATE OF WITHDRAWAL	Tuesday, July 03, 2012
OFFER CLOSES ON	Saturday, July 07, 2012

From

Folio No/DP ID and Client ID	Sr. No.	No. of shares held

Tel. No.: Fax No.: E-mail:

To,
Integrated Enterprises (India) Limited,
30, Ramana Residency
4th Cross, Sampige Road, Malleswaram
Bangalore – 560 003, India

Sub: Open Offer to acquire 23,40,220 fully paid up equity shares of face value of ` 10/- each, representing 20.00% of the Share Capital of CITYMAN Limited ("Target Company") by Mr. Santhosh J Karimattom (Acquirer) at a price of ₹ 20.75 per fully paid up equity share in terms of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("SEBI (SAST) Regulations")

I/We refer to the Letter of Offer dated June 9, 2012 for acquiring the equity shares held by me/us in CITYMAN. I/We, the undersigned, have read the Public Announcement and Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We also understand and accept that my/our acceptance of the offer will become a fully valid and binding contract between me/us and you, only upon fulfillment of all the conditions mentioned in the Letter of Offer.

FOR SHARES HELD IN PHYSCIAL FORM
I/We hereby irrevocably and unconditionally accept the Offer and enclose the original Share Certificate(s) and duly signed. Transfer Deed(s) in respect of my/our shares, as detailed below (please enclose additional sheet if required).

Sr. No.	Certificate No.		Distinctive No(s)		No. of Shares
	From	**To**	**From**	**To**	
Total number of equity shares					

I/We confirm that the equity shares of CITYMAN which are being tendered 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(s) will be held in trust for me/us by Registrar to the Offer until the time the Acquirer pay 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 authorize the Acquirer will accept the shares so offered which they may decide to accept in consultation with the Merchant Banker and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us Equity Share Certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof. I/We or my/our legal heirs/legal representatives do not have any claim over the same and my/our acceptance under the said Offer cannot be disputed upon. I/We authorize the Acquirer or Merchant Banker to send by Registered Post the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned overleaf.

---**TEAR ALONG THIS LINE**---

Acknowledgement Slip

Received from Mr/Ms____, Address____ Folio No._________ Number of Certificates enclosed ________________________ Certificate Nos._________________ Total number of shares enclosed ______________________________ Date of Receipt ___________________________.

Form of Acceptance cum Acknowledgement for Offer of _____ Equity Shares of CITYMAN along with copy of Delivery Instruction Slip/ ____ Share Certificates bearing numbers _____________ along with transfer deed.

Stamp of collection centre____________________ Signature of Official_________ Date of Receipt________

FOR SHARES HELD IN DEMAT FORM

I/We, holding shares in dematerialized form, accept the Offer and enclose photocopy of the "Delivery Instruction Slip" duly acknowledged by DP in respect of my/ our equity shares as detailed below.

DP Name	DP ID	Client ID	No. of shares	Name of the Beneficiary

I/ We have done an off market transaction for crediting the shares to the special depository account (with National Securities Depository Limited, styled **"CITYMAN LIMITED – OPEN OFFER ESCROW ACCOUNT"** for which necessary instructions have been given to my DP whose particulars are given below:

DP Name: Karvy Stock Broking Limited	**DP ID:** IN 300394	**Client ID: 18302240**

I/We note and understand that the shares would lie in the "Escrow Account for the open offer" until the time the Acquirer will make payment of purchase consideration as mentioned in the Letter of Offer.

Shareholders having their beneficiary account with CDSL should use an "Inter-Depository Delivery Instruction Slip" for the purpose of crediting their shares in favour of the special depository account with NSDL.

FOR NRIs/OCBs/FIIs/NON RESIDENT SHAREHOLDERS

I/We have enclosed the following documents:
• Approval from Reserve Bank of India / Government of India for purchase of shares, if any.
• No Objection Certificate/ Tax Clearance certificate under Income tax Act, 1961, as applicable.

Following additional documents should be attached wherever applicable.(Please tick √)
• Power of Attorney [ ] • Death Certificate/ Succession Certificate [ ] • Corporate authorisation in case of Companies along with Board / General Meeting Resolutions and Specimen Signatures of Authorised Signatories [ ] • Others [ ] (Please specify):____________________________

I/We confirm that the equity shares of CITYMAN which are being tendered herewith by me/us under this Offer, are free from lien, charges and encumbrances of any kind whatsoever. I/We note and understand that once I/ we have accepted the Offer by tendering the requisite documents in terms of Public Announcement / Letter of Offer, I/we have the option to withdraw the same upto three working days prior to the date of the closure of the offer i.e. on or before Tuesday, July 03, 2012.
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, I/We further authorise the Acquirer to return to me/us, by registered post, equity share certificate(s) in respect of which the offer is not found valid/ not accepted, specifying the reasons thereof and demand draft/ cheque in settlement of the amount by registered post/ speed post, in terms of Letter of Offer, to the sole/ first holder at the address mentioned below and 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 authorised to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Full Name(s) of the Holders	Name & Address	Specimen Signature
First/ Sole Holder PAN No.		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of the First/ Sole Share holder where the purchase consideration / share certificate(s) is to be dispatched:
____

Note: In case of joint holdings, all holders must sign. A corporation must affix its rubber stamp.
So as to avoid fraudulent encashment in transit, the shareholder(s) have to provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank: __________________________ Branch:____________________ City:___________________
Account Number:________________________ Savings/Current/(Others: please specify) ________________

Yours faithfully,
Signed and Delivered
Place:
Date:

PROCEDURE FOR ACCEPTANCE

The equity shareholders of CITYMAN who wish to avail the Offer can deliver all the relevant documents referred to above to the Registrars to the Offer at their office as mentioned in the covering page of this Letter of Offer and hereunder (On working days i.e., Monday to Saturday) in accordance with the instructions specified in the Letter of Offer and in the Acceptance Form so as to reach them not later than Saturday, July 07, 2012.

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

Integrated Enterprises (India) Limited
30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003, Karnataka, India
Ph.:91 80 2346 0815 to 0818, Fax: 91 80 2346 0819
Email:alfint@vsnl.com, Web:www.iepindia.com,
Contact Person: Vijayagopal. S

INSTRUCTIONS

1. PLEASE NOTE THAT NO EQUITY SHARES/FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER
2. The Form of Acceptance should be filled up in English only.
3. In the case of dematerialized shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account, before the closure of the Offer i.e. **Saturday, July 07, 2012.** The Form of Acceptance-cum-Acknowledgement of such dematerialized shares not credited in favour of the Special Depository Account, before the closure of the Offer will be rejected.
4. Shareholders/Beneficiary Owners should enclose the following:

For Shareholders holding Dematerialized Shares

a. Shareholders having their beneficiary account in Central Depository Services Limited have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

b. Shareholders should enclose the following:
   i) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all the beneficiary owners whose names appear in the beneficiary account, as per the records of the Depository Participant ('DP').
   ii) A photocopy of the Delivery instruction in "Off Market" mode or counterfoil of Delivery Instruction in "Off Market" mode, duly acknowledged by the DP.
   iii) For each Delivery Instruction the Beneficial Owner should submit a separate Form of Acceptance.

Shareholders holding Physical shares should enclose

a. Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
b. Original Share Certificate(s)
c. Valid Share Transfer Deed(s) duly signed as transferors by all shareholders (in case of joint holdings) in the same order and as per specimen signature lodged with CITYMAN, and duly witnessed at the appropriate place. A blank Share Transfer Form is enclosed along with the Letter of Offer. Attestation, where required, (thumb impressions, signature difference etc.,) should be done by a Magistrate or Notary Public or Bank Manager of a Bank where the shareholder holds an operative account, under their official seal.
d. 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.

Unregistered owners should enclose

a. Form of Acceptance duly completed and signed.
b. Original Share Certificate(s)
c. Brokers contract note in original
d. Transfer deed(s) executed by the registered holders of the shares leaving the details of buyer blank. If the same is filled in then the share(s) are liable to be rejected
e. Owners of shares who have sent their shares for transfer should enclose along with this Form duly completed and signed, copy of the letter sent to the Target Company for transfer of shares and valid share transfer form(s).

NRIs/OCBs/Foreign shareholders should submit

a. The previous RBI approvals (Specific or general) that they would have obtained for acquiring shares of CITYMAN.
b. No Objection Certificate/Tax clearance Certificate, indicating the amount of tax to be deducted by Acquirer before remitting the consideration, from the Income-Tax authorities under the Income Tax Act, 1961.

Other Documents as necessary

a. Duly attested death certificate and succession certificate (in case of single shareholder) if the original shareholder is deceased.
b. Duly Attested Power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).
c. No Objection Certificate from the charge holder/lender, if the shares in respect of which the application is sent, are under any charge, lien or encumbrance.
d. In case of companies, the necessary corporate authorization (including Board Resolutions)
e. Any other relevant documentation.

5. The Form of Acceptance cum Acknowledgement along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar to the Offer between 10 AM and 3 PM on all working days.
6. Payment Consideration: Shareholders must note that on the basis of name of the Shareholders, Depository Participant`s name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Offer will obtain from the Depositories, the Shareholder`s details including address, bank account and branch details. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders sole risk and neither the Acquirer, the Manager to the Offer, the Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Shareholders for any loss caused to the Shareholders due to any such delay or liable to pay any interest for such delay. Physical shareholders are requested to fill up their bank account details in the Form of Acceptance cum Acknowledgment.

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS/SHARES THAT ARE RECEIVED BY THE REGISTRAR TO THE OFFER AFTER THE CLOSURE OF THE OFFER I.E. BY 3 PM ON SATURDAY, JULY 07, 2012 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

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FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this offer any time up to three working days prior to the date of closure of offer i.e. on or before July 03, 2012, In case you wish to withdraw your acceptance please use this form.	**OFFER SCHEDULE:** OFFER OPENS ON: Monday, June 18, 2012 LAST DATE OF WITHDRAWAL: Tuesday, July 03, 2012 OFFER CLOSES ON: Saturday, July 07, 2012

From:
(Name and complete address)

FOR OFFICE USE ONLY
Withdrawal number
Number of equity shares offered
Number of equity shares withdrawn

Tel. No. Fax No.: E-mail:

To,
Integrated Enterprises (India) Limited,
30 Ramana Residency
4th Cross, Sampige Road, Malleswaram
Bangalore – 560 003, India

Sub: Open Offer to acquire 23,40,220 fully paid up equity shares of face value of ₹ 10/- each, representing 20.00% of the Share Capital of CITYMAN Limited ("Target Company") by Mr. Santhosh J Karimattom (Acquirer) at a price of ₹ 20.75 per fully paid up equity share in terms of Regulation 11(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("SEBI (SAST) Regulations")

Dear Sirs,

I/We refer to the Letter of Offer dated June 9, 2012 for acquiring the equity shares held by me/us in CITYMAN.

I/We, the undersigned, have read the Public Announcement and 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 authorize 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 to the Offer.

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 the shares held in dematerialized form in the Depository 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 depositories from time to time.

We had deposited/sent our 'Form of Acceptance' to you on __________ along with original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below: (Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr.	**Certificate Nos.**	**Distinctive No(s)**		**No. of Shares**
		From	**To**	
Total number of equity shares (In case the space provided is inadequate, please attach a separate sheet with the details)				

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and authorize you not to remit the consideration as mentioned in the Letter of Offer. I/We authorise the Acquirer or the Registrar to the Offer to send by registered post the original share certificate(s), transfer deed(s) and other documents tendered by me/us to the sole/first holder at the address mentioned overleaf:

--TEAR HERE--

CITYMAN Limited – Open Offer- Withdrawal form
Acknowledgement Slip

Folio No.:	Sr. No.:	

Received from Mr./Ms.		Signature of Official and Date of Receipt	Stamp of Registrar to the Offer
Address			
Physical shares: Folio no.________/Demat Shares: DP ID: ______________ Client ID:___________________ for _______________ number of Shares.			

I/We held the following shares in dematerialized form and tendered the shares in the offer and had done an off-market transaction for crediting the shares to the "CITYMAN LIMITED – OPEN OFFER ESCROW ACCOUNT " (Depository Escrow Account) as per the following particulars:

Depository Participant Name	**DP ID**	**Client ID**
Karvy Stock Broking Limited	IN300394	**18302240**

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 the 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 of the beneficiary holders have been verified by the DP as per records maintained at their end and the same have also been duly attested by them under their seal.

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

Yours faithfully,
Signed

Signed and Delivered by	FULL NAME (S)	SIGNATURE (S)
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		

Address of First/Sole Shareholder

____
____
____

Place:
Date:

Note: Incase of joint holdings, all holders must sign. A Corporation must affix its common seal.

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

Integrated Enterprises (India) Limited
30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003, Karnataka, India
Ph.:91 80 2346 0815 to 0818, Fax: 91 80 2346 0819
Email:alfint@vsnl.com, Web:www.iepindia.com,
Contact Person: Vijayagopal. S

INSTRUCTIONS

1. The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the 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., by **Tuesday, July 03, 2012**.

2. Shareholders should enclose the following:

i. For Equity Shares held in demat form:

- Duly signed and completed Form of Withdrawal.
- Copy of the form of acceptance-cum-Acknowledgement/Plain paper application submitted and the acknowledgement slip.

Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the DP.

ii. For Equity Shares held in physical form:

Duly signed and completed Form of Withdrawal.

Copy of the form of acceptance-cum-acknowledgement / Plain paper application submitted and the Acknowledgement slip.

In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holding(s) in the same order and as per specimen signatures registered with CITYMAN, and duly witnessed at the appropriate place.

iii Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Copy of the Form of Acceptance-cum-Acknowledgement/Plain paper application submitted and the acknowledgement slip.

3. The withdrawal of shares will be available only for the Share Certificate/shares that have been received by the registrar to the Offer/special Depository Escrow Account.

4. The intimation of returned shares to the Shareholders will be at the address as per the records of the Target Company / Depository as the case may be.

5. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.

6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company. The facility of partial withdrawal is only available to registered shareholders.

7. **Shareholders holding shares in dematerialized form are required to issue the necessary standing instruction for receipt of the credit in their DP Account.**

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