DRAFT LETTER OF OFFER

This Document is important and requires your immediate attention

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

OPEN OFFER

By

LUHARUKA COMMOTRADE PRIVATE LIMITED ("Acquirer" or "LCPL")

having its registered office at A- 301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai – 400064

Tel No. (022) 2882 5509, Fax No (022) 2889 2527, E-mail: luharukacommo2010@gmail.com

to the shareholders of

COMFORT FINCAP LIMITED ("Target Company" or "CFL")

(Formerly known as Parasnath Textiles Limited)

having its Registered Office at 22, Camac Street, Block-'B', Kolkata—700016

Tel No: (033) 2476 7061, Fax No. (033) 2486 4146, E-mail : info@comfortfincap.com and

Corporate Office at A- 301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai – 400064

Tel No. (022) 2844 9765, Fax No (022) 2889 2527, E-mail: info@comfortfincap.com

For the acquisition of 21,70,260 (Twenty One Lac Seventy Thousand Two Hundred Sixty Only) fully paid-up equity shares of Rs.10/- each, representing 20.00% of the present equity and voting share capital at a price of Rs. 22/- (Rupees Twenty Two Only) per share ("**Offer Price**") which is inclusive of interest of Rs. 3.53 per share for the delay in making the Open Offer, payable in cash **("Offer" or "Open Offer**"), in accordance with regulation 20(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (the "**SEBI (SAST) Regulations, 1997**"), from the equity shareholders of the Target Company.

Please Note:

1. This Offer is being made in compliance with Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as "SEBI (SAST) Regulations, 1997").

2. The Offer is subject to receiving the necessary approval(s), if any, from the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders. In case of acceptances from Non-Resident shareholders, the Acquirer would after the closure of the Offer, make the requisite applications to RBI to obtain its approval for transfer of such shares of CFL to the Acquirer. There are no other statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the offer would be subject to all-statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.

3. If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of closure of the Offer viz. 18.04.2013 or withdrawal of the Offer in terms of the SEBI (SAST) Regulations, 1997, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement dated 27.02.2013 had appeared. Such revised Offer Price would be payable for all the shares tendered any time during the Offer & accepted under the Offer.

4. **If there is a competitive bid:**
   - **The Public Offer under all subsisting bids shall close on the same date.**
   - **As the Offer price can not be revised during 7 working days prior to the closing date of the Offers / bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**

5. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same up to 25.04.2013 i.e. three working days prior to the closure of the Offer.

6. The offer is not subject to a minimum level of acceptance by the shareholders of CFL and thus it is not a conditional offer.

7. **No Competitive bid has been announced as on the date of this Draft Letter of Offer.**

8. The Procedure for acceptance is set out in Para 8 of this Letter of Offer (LOF). A Form of Acceptance and a Form of Withdrawal is enclosed with this Letter of Offer.

9. The Public Announcement and Letter of Offer (including Form of Acceptance and Form of Withdrawal) would also be available at SEBI website www.sebi.gov.in.

	MANAGER TO THE OFFER:		**REGISTRAR TO THE OFFER:**
	VC CORPORATE ADVISORS PVT LTD SEBI REGN NO: INM000011096 (Contact Person: Ms. Urvi Belani) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel: - (033) 2225 3940, Fax: (033) 2225 3941 Email: mail@vccorporate.com		**BIGSHARE SERVICES PRIVATE LIMITED** SEBI REGN No : INR000001385 (Contact Person: Mr. Sanjay Shiwalkar) E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400 072 Tel: (022) 4043 0200 Fax: (022) 2847 5207 E-mail: openoffer@bigshareonline.com
	OFFER OPENS ON: 11.04.2013		**OFFER CLOSES ON: 30.04.2013**

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

Activities	Date	Day
Date of publication of Public Announcement	27.02.2013	Wednesday
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	08.03.2013	Friday
Last Date for a Competitive Bid, if any	20.03.2013	Wednesday
Date by which the Letter Of Offer to be Dispatched to the shareholders	05.04.2013	Friday
Date of Opening of the Offer	11.04.2013	Thursday
Last date for revising the Offer Price / Number of Shares	18.04.2013	Thursday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	25.04.2013	Thursday
Date of Closing of the Offer	30.04.2013	Tuesday
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or the share certificate for the rejected shares will be dispatched.	15.05.2013	Wednesday

Risk Factors relating to the transaction, the proposed Offer and probable risks involved in associating with the Acquirer: -

1. The Offer involves an Offer to acquire 20.00% of the present equity and voting share capital of CFL from the eligible persons for the Offer. In the case of oversubscription in the offer, as per the SEBI (SAST) Regulations, 1997, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this LOF. Consequently, the payment of consideration to the public shareholders of CFL whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of the statutory approvals, as per Regulation 22(12) of the SEBI (SAST) Regulations, 1997, SEBI, may, if satisfied that the non-receipt of approval was not due to the willful default or negligence or failure to diligently pursue on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by the SEBI. Further, shareholders should note that after the last date of withdrawal i.e. 25.04.2013, the shareholders who have lodged the shares would not be able to withdraw them even if the acceptance of the Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

3. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer under the Offer. The Acquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the Regulation 27 of the SEBI (SAST) Regulations, 1997. Delay, if any, in the receipt of these approvals may delay completion of the offer.

4. **Risks involved in associating with the Acquirer:**

   The Acquirer intends to acquire from the existing shareholders of the Target Company, upto 21,70,260 (Twenty One Lac Seventy Thousand Two Hundred Sixty Only) fully paid-up equity shares of Rs.10/- each, representing 20.00% of the present equity and voting share capital at a price of Rs. 22/- (Rupees Twenty Two Only) per share, which is inclusive of interest of Rs. 3.53 per share for the delay in making the Open Offer, payable in cash. CFL doesn't have any partly paid up shares as on date of the PA. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares.

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

5. The risk factor set forth above pertains to the acquisition and the Offer and 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 shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.

INDEX

DEFINITIONS/ABBREVIATIONS

Acquirer/ LCPL	Luharuka Commotrade Private Limited
Board	The Board of Directors of the Target Company
ECS	Electronic Clearing Service
Erstwhile Promoters	The entities/ persons forming part of the Promoter Group prior to the acquisition of Control by Luharuka Sales & Services Private Limited, the Present Promoter of the Target Company, on 07.02.2011 pursuant to completion of Open Offer in compliance with SEBI (SAST) Regulations, 1997
FOA or Form of Acceptance	Form of Acceptance – cum - Acknowledgment accompanying this Letter of Offer
FOW or Form of Withdrawal	Form of Withdrawal accompanying this Letter of Offer
CSE	The Calcutta Stock Exchange Limited (“CSE”)
DSE	Delhi Stock Exchange Limited (“DSE”)
LO	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
CDSL	Central Depositories Services (India) Limited
Offer Period	27.02.2013 to 15.05.2013
Offer Price	Rs. 22/- (Rupees Twenty Two Only) per share which is inclusive of interest of Rs. 3.53 per share for the delay in making the Open Offer
Offer/ Open Offer/ Public Offer	Cash Offer being made by the Acquirer to acquire 21,70,260 (Twenty One Lac Seventy Thousand Two Hundred Sixty Only) equity shares of Rs.10/- each, representing 20.00 % of the present equity and voting share capital at a price of Rs. 22/- per share.
PA	Public Announcement dt. 27.02.2013
Present Promoters/ Promoter Group	Luharuka Sales & Services Private Limited, Luharuka Commotrade Private Limited, Anil Agrawal HUF, Mr. Suresh Khandelia and Mrs. Manju Khandelia
RBI	Reserve Bank of India
Registrar to the Offer	M/s. Bigshare Services Private Limited
SEBI (SAST) Regulations, 1997	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent Amendments thereof
SEBI (SAST) Regulations, 2011	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent Amendments thereof
SEBI	Securities & Exchange Board of India
Specified date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of CFL, to whom the Letter of Offer should be sent, i.e. 08.03.2013
Target Company/ CFL	Comfort Fincap Limited (Formerly known as Parasnath Textiles Limited)
UPSE	U.P. Stock Exchange Limited (“UPSE”)

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 DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) Regulations, 1997. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF PTL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHO'S SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 06.03.2013 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILLING OF THIS 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 PROPOSED OFFER.

2. DETAILS OF THE OFFER:

2.1. Background of the Offer:

2.1.1 This Open Offer ("Offer") is being made by the Luharuka Commotrade Private Limited, a Private Limited Company, having its registered office at A- 301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai – 400064, Tel No. (022) 2882 5509, Fax No. (022) 2889 2527, E-mail: luharukacommo2010@gmail.com, pursuant to and in compliance with regulation 10 of the SEBI (SAST) Regulations, 1997, to the equity shareholders (other than the Promoter & Promoter Group) of Comfort Fincap Limited.

2.1.2 In accordance with the regulation 35 of the SEBI (SAST) Regulations, 2011, any obligation or liability acquired, accrued or incurred under SEBI (SAST) Regulations, 1997 shall remain unaffected as if the SEBI (SAST) Regulations, 1997 have never been repealed. Accordingly this Open Offer shall be undertaken and completed in accordance with the SEBI (SAST) Regulations, 1997.

2.1.3 Pursuant to the approval of the shareholders of the Target Company under section 81(1A) of the Companies Act, 1956 in an Extra Ordinary General Meeting held on 10th March 2011, the Board of Directors of the Target Company in its meeting held on 14th March, 2011 had issued and allotted on Preferential Basis 36,68,500 fully paid- up equity shares of Rs. 10/- each at a premium of Rs. 8/- per share representing 45.65% of the Post Preferential equity share capital of the Target Company to the Acquirer and 36,31,500 fully paid- up equity shares of Rs. 10/- each at a premium of Rs 8/- per share to other Strategic Investors representing 45.19% of the Post Preferential equity share capital of the Target Company in compliance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Accordingly the Shareholding pattern of the Target Company pursuant to the Preferential Allotment is as under:

Particulars	**Pre- Preferential Shareholding**		**Post- Preferential Shareholding**	
	No. of Shares	**%**	**No. of Shares**	**%**
A. Promoters/ Promoter Group:				
- Acquirer	0	0.00%	36,68,500	45.65%
- Promoter Group (other than Acquirer)	5,40,500	73.41%	5,40,500	6.73%
Total (A)	**5,40,500**	**73.41%**	**42,09,000**	**52.38%**
B. Non- Promoter Group	1,95,800	26.59**%**	38,27,300	47.62%
Total (A+ B)	**7,36,300**	**100.00%**	**80,36,300**	**100.00%**

2.1.4 Pursuant to the aforementioned preferential allotment, although the aggregate shareholding of the Promoter's Group of the Target Company decreased from 73.41% to 52.38% of the Post Preferential equity share capital of the Target Company, however, the shareholding of the Acquirer had increased from 0.00% to 45.65% of the Post Preferential equity share capital of the Target Company entitling it to exercise more than fifteen percent of the voting rights and therefore the provision of regulation 10 got triggered and the Acquirer was required to make an Open Offer.

2.1.5 As on the date of the PA, the Acquirer alongwith the other constituent of the present Promoter Group collectively held 56,24,000 equity shares representing 51.83% of the present equity and voting share capital of CFL.

2.1.6 As on the date of the PA, the Acquirer held 36,68,500 (Thirty Six Lacs Sixty Eight Thousand Five Hundred Only) fully paid-up equity shares in CFL representing 33.81% of the present equity and voting share capital of CFL, which the Acquirer had acquired through the aforementioned Preferential Allotment. The Acquirer has not acquired any equity shares of the Target Company during the twelve months preceding the date of this PA.

2.1.7 In terms of regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, 1997, there could be Persons deemed to be in Acting in Concert ("**PAC**") along with the Acquirer. However, such persons are not acting in concert with the Acquirer for the purpose of this Open Offer.

2.1.8 As on the date of PA, the Manager to the Offer does not hold any equity share in the Target Company. They declare and undertake not to deal in the shares of CFL during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the Offer.

2.1.9 The Offer is not as a result of global acquisition resulting in indirect acquisition of CFL.

2.1.10 This is not a competitive bid.

2.1.11 The Acquirer including its Directors and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of the direction issued u/s 11B of the SEBI Act or under any other regulations made under the SEBI Act.

2.1.12 The Offer will not result in change in control of CFL and hence no change in the Board of Directors of CFL is contemplated by the Acquirer, consequent to this acquisition.

2.2. Details of the proposed Offer:

2.2.1. The Public Announcement dated 27.02.2013 of the Offer was made in The Financial Express (English Daily)all editions, Jansatta (Hindi Daily) all editions and Duranta Barta (Bengali Daily) in compliance with Regulation 15(1) of the SEBI (SAST) Regulations, 1997. The Public Announcement made on 27.02.2013 is available on the SEBI website at *www.sebi.gov.in*.

2.2.2. The Acquirer is now making this Offer to the equity shareholders of CFL to acquire from them upto 21,70,260 (Twenty One Lac Seventy Thousand Two Hundred Sixty Only) paid-up equity shares of Rs.10/- each, representing 20.00 % of the present paid-up equity and voting share capital of the Target Company at a price of Rs. 22/- (Rupees Twenty Two Only) per share ("**Offer Price**") payable in cash. The Offer Price has been arrived at after taking into consideration the parameters prescribed under regulation 20 of the SEBI (SAST) Regulations, 1997 and an interest of Rs 3.53/- per share calculated @10% p.a. for the period of delay in making the Open Offer as detailed under para no. 6.1.3. CFL doesn't have any partly paid up shares as on date of this PA.

2.2.3. The shares will be acquired by the Acquirer, free from all liens, charges and encumbrances and together with all the rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

2.2.4. The Offer is not subject to any minimum level of acceptances. The Acquirer will accept all equity shares of CFL in terms of this Offer upto a maximum of 21,70,260 equity shares of Rs.10/- each, representing 20.00% of the present equity and voting share capital of the Target Company.

2.2.5. Since the date of the PA to the date of this LO, the Acquirer has not acquired any shares of CFL.

2.3. Object of the Offer:

2.3.1 The Acquirer belongs to the Promoter & Promoter Group of the Target Company and has acquired the equity shares on 14th March, 2011, by way of allotment of equity shares to them on Preferential basis, entitling them to exercise more than fifteen percent of the voting rights which triggered an Open Offer pursuant to and in terms of regulation 10 of the SEBI (SAST) Regulations, 1997.

2.3.2 In accordance with the regulation 35 of the SEBI (SAST) Regulations, 2011, any obligation or liability acquired, accrued or incurred under SEBI (SAST) Regulations, 1997 shall remain unaffected as if the SEBI (SAST) Regulations, 1997 have never been repealed. Accordingly this Open Offer shall be undertaken and completed in accordance with the SEBI (SAST) Regulations, 1997.

2.3.3 Hence, this Offer to the shareholders of the Target Company is being made pursuant to and in compliance with regulation 10 and other applicable provisions of SEBI (SAST) Regulations, 1997.

2.3.4 As on the date of this PA, the Acquirer does not have any plan to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

3. BACKGROUND OF THE ACQUIRER:- LUHARUKA COMMOTRADE PRIVATE LIMITED ("**LCPL**")

3.1. LCPL was incorporated on 22.06.2010 as a Private Limited Company under the Companies Act, 1956 in the State of Maharashtra. The Corporate Identification number ('CIN') of the Company is U51109MH2012PTC204611. The registered of LCPL is situated at A- 301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai–400064, Tel No.: (022) 2882 5509, Fax No.: (022) 2889 2527, E-mail: luharukacommo2010@gmail.com.

3.2. LCPL has been incorporated with the object to carry on business as portfolio managers, consultants, advisors for capital issues, investment consultants and management advisers to corporate bodies' individuals and others in commercial & industrial management, projects report forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in business organizations and otherwise deal in merchandise and articles of consumption of various products used in industry, transport, public welfare needs and power transmission pollution, etc.

3.3. Mr. Anil Beniprasad Agrawal & Mrs. Annu Anil Agrawal, Promoters of LCPL are also its present Directors. They do not belong to any group and they alongwith their relatives are presently holding the entire share capital of LCPL.

3.4. The Shareholding Pattern of the LCPL as on the date of PA is as under:

Name	**No. of Shares**	**% of shareholding**
Mr. Anil Beniprasad Agrawal	1,45,000	26.90
Mrs. Annu Anil Agrawal	5,000	0.93
Anil Agarwal HUF	1,00,000	18.55
Mr. Ankur Agrawal	81,000	15.03
Ms. Deepika Agrawal	2,08,000	38.59
TOTAL	**5,39,000**	**100.00**

3.5. In terms of regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, 1997, there could be Persons deemed to be in Acting in Concert ("PAC") along with the Acquirer. However, such persons are not acting in concert with the Acquirer for the purpose of this Open Offer.

3.6. Name and residential address of the Board of directors of LCPL are as follows:

Names of Directors	Residential Address	Experience	Qualification	Designation	Date of Appointment
Anil Beniprasad Agrawal	Flat no. 2401 24th floor, Anmol Pride, near Petrol Pump, S.V. Road, Goregaon (west), Mumbai, 400 064,	27 years experience in Finance and Capital market	B. Com Graduate, FCA	Director	22/06/2010
Annu Anil Agrawal	Flat no. 2401 24th floor, Anmol Pride, near Petrol Pump, S.V. Road, Goregaon (west), Mumbai, 400 064,	17 years experience in Capital market	B.A.(Hons), BCDE, NCFM	Director	22/06/2010

As on the date of PA, Mr. Anil Beniprasad Agrawal, Director of LCPL, is on the Board of the Target Company. Pursuant to regulation 22(9) of the SEBI (SAST) Regulations, 1997, he has not participated and undertaken not to participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer.

3.7. The shares of LCPL are not listed on any Stock Exchange.

3.8. As on the date of the PA, the Authorised Share Capital of LCPL is Rs. 60,00,000/- comprising of 6,00,000 equity shares of Rs. 10/- each. The paid up equity share capital of LCPL is Rs. 53,90,000/- comprising of 5,39,000 equity shares of Rs. 10/- each.

3.9. Financial Information:
The financial details of M/s. Luharuka Commotrade Private Limited as per the audited accounts for the last three financial years ended 31st March, 2010, 31st March, 2011 and 31st March, 2012 and Provisional Accounts for the Nine months period ended 31st December, 2012 are as follows:

Profit & Loss statement **(Rs. in Lacs)**

Particulars	Year ended 31st March, 2010 (Audited)	Year ended 31st March, 2011 (Audited)	Year ended 31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 (Un-audited & Certified)
Income from Operations	-	0.00	0.00	0.00
Other Income	-	0.05	0.25	8.10
Total Income	**-**	**0.05**	**0.25**	**8.10**
Total Expenditure	-	0.03	0.22	0.18
Profit/ (Loss) before Interest, Depreciation and Tax	**-**	**0.02**	**0.03**	**7.92**
Depreciation	-	0.00	0.00	0.00
Interest	-	0.00	0.00	0.00
Profit/ (Loss) before Tax	**-**	**0.02**	**0.03**	**7.92**
Provision for Tax (including fringe benefit tax)	-	0.01	0.01	0.00
Profit/ (Loss) after tax	**-**	**0.01**	**0.02**	**7.92**

Balance Sheet **(Rs. in Lacs)**

Particulars	Year ended 31st March, 2010 (Audited)	Year ended 31st March, 2011 (Audited)	Year ended 31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 (Un-audited & Certified)
Sources of funds				
Paid-up Share Capital	-	53.90	53.90	53.90
Share Application Money pending allotment	-	0.00	0.00	0.00

Particulars	Year ended 31st March, 2010 (Audited)	Year ended 31st March, 2011 (Audited)	Year ended 31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 (Un-audited & Certified)
Reserves & Surplus (excluding revaluation reserves)	-	608.36	608.39	616.30
Less: Miscellaneous Expenditure to th extent not written off	-	1.30	1.17	1.11
Net Worth	**-**	**660.96**	**661.12**	**669.09**
Secured loans	-	0.00	0.00	0.00
Unsecured loans	-	0.00	0.00	0.00
Total	**-**	**660.96**	**661.12**	**669.09**
Uses of funds				
Net Fixed Assets	-	0.00	0.00	0.00
Investments	-	660.33	660.33	666.78
Long Term Loans and advances	-	0.00	0.00	0.00
Net Current Assets	-	0.63	0.79	2.31
Total	**-**	**660.96**	**661.12**	**669.09**

Other Financial Data **(Rs. in Lacs)**

Particulars	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 (Un-audited & Certified)
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	-	0.11	0.004	1.47*
Return on Net worth (%)	-	0.00	0.00	1.18*
Book Value Per Share (Rs.)	-	122.63	122.66	124.14

*Non annualised

N.A. – Not Applicable

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the period,
(ii) Return on Net Worth = Profit after Tax /Net Worth,
(iii) Book Value per Share = Net Worth / No. of equity shares,
(iv) Source: Financial Information certified by the Auditor,
(v) Reason for fall/ rise in total income, expenditure and PAT in the relevant year, if applicable; year wise reason for the fall in total income, expenditure and PAT as cited below:

1. Reason for change in Total Income, Expenditure and PAT for the Nine months period ended 31st December, 2012 over year ended 31st March, 2012:

   The total income for the Nine months period ended 31st December, 2012 was Rs. 8.10 Lacs as against Re. 0.25 Lacs for the year ended 31st March, 2012. The total expenditure for the Nine months period ended 31st December, 2012 was Re. 0.18 Lacs as compared to a total expenditure of Re. 0.22 Lacs for the year ended 31st March, 2012. Profit after tax was Rs. 7.92 Lacs for the Nine months period ended 31st December, 2012 as compared to a Profit after tax of Re. 0.02 Lacs for the year ended 31st March 2012.

2. Reason for change in Total Income, Expenditure and PAT for the year ended 31st March, 2012 over year ended 31st March, 2011:

   Total Income for the year ended 31st March 2012 was Re. 0.25 Lacs as compared to Rs. 0.05 Lacs for the year ended 31st March, 2011. The increase in total income was mainly due to increase in other income. The total expenditure also increased to Re. 0.22 Lacs for the year ended 31st March, 2012 from Re. 0.03 Lacs for the year ended 31st March, 2011 mainly on account of Preliminary Expense Written off amounting Rs. 0.13 Lacs for the year ended 31st March, 2012 as compared to NIL for the Year ended 31st March, 2011. Consequently, the net Profit after Tax for the year ended 31st March, 2012 was Re. 0.02 Lacs as compared to Re. 0.01 Lacs for the year ended 31st March 2011.

3. Reason for change in Total Income, Expenditure and PAT for the year ended 31st March, 2011 over year ended 31st March, 2010:

   LCPL was incorporated on 22.06.2010 as a Private Limited Company under the Companies Act, 1956 in the State of Maharashtra. Since the company had started its operations post Financial Year ending 31st March, 2010, comparison of Change in Total Income, Expenditure and PAT for the year ended 31st March 2011 over year ended 31st March 2010 cannot be considered.

3.10. LCPL has not promoted any other company.

3.11. The Acquirer, till date has complied with the relevant provisions of Chapter II of the SEBI (SAST) Regulations, 1997 and Chapter V of the SEBI (SAST) Regulations, 2011, wherever applicable.

3.12. Disclosures in terms of Regulations 16(ix) of the Regulations & Acquirer's future plans for CFL:

3.12.1 The Acquirer belongs to the Promoter & Promoter Group of the Target Company and has acquired the equity shares on 14th March, 2011, by way of allotment of equity shares to them on Preferential basis, entitling them to exercise more than fifteen percent of the voting rights in a financial year which necessitated an Open Offer pursuant to and in terms of regulation 10 of the SEBI (SAST) Regulations, 1997.

3.12.2 In accordance with the regulation 35 of the SEBI (SAST) Regulations, 2011, any obligation or liability acquired, accrued or incurred under SEBI (SAST) Regulations, 1997 shall remain unaffected as if the SEBI (SAST) Regulations, 1997 have never been repealed. Accordingly this Open Offer shall be undertaken and completed in accordance with the SEBI (SAST) Regulations, 1997.

3.12.3 Hence, this Offer to the shareholders of the Target Company is being made pursuant to and in compliance with regulation 10 and other applicable provisions of SEBI (SAST) Regulations, 1997.

3.12.4 As on the date of this PA, the Acquirer does not have any plan to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

3.12.5 The Acquirer undertakes 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.

3.12.6 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of CFL in the next two years except in the ordinary course of business of CFL and /or for the purposes of entering into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and/ or streamlining various operations, assets, liabilities, investments, businesses or otherwise of CFL, subject to applicable shareholders approval.

4. OPTION IN TERMS OF REGULATION 21(2)

Pursuant to the Open Offer (assuming full acceptance), the public shareholding in Target Company would not result in public shareholding falling below the limit specified in the listing agreement for the purpose of listing on a continuous basis. As per the listing agreement, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

5. BACKGROUND OF THE TARGET COMPANY – COMFORT FINCAP LIMITED ("TARGET COMPANY" or "CFL")

5.1 Brief History and Main Areas of Operations:

5.1.1 Comfort Fincap Limited ("CFL") was originally incorporated as "Parasnath Textiles Limited" on 12.11.1982 under the Companies Act, 1956 in the State of West Bengal and has obtained the certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 from the Registrar of Companies, West Bengal vide certificate dated 15.12.1982. The name of the Target Company was subsequently rechristened to its present name, i.e., "Comfort Fincap Limited" and a fresh Certificate of Incorporation consequent upon change of name was issued on 04.06.2011 by the Registrar of Companies, West Bengal. The CIN of CFL is L65923WB1982PLC035441. The Registered Office of CFL is presently situated at 22, Camac Street, Block 'B', Kolkata—700 016, Tel. No.: (033) 2476 7061, Fax No. (033) 2486 4146, E-mail Id: info@comfortfincap.com and the Corporate Office of CFL is situated at A-301, Hetal Arch, S. V. Road, Malad (W), Mumbai – 400064, Tel No. (022) 2844 9765, fax No. (022) 2889 2527 and E-mail Id: info@comfortfincap.com.

5.1.2 CFL is presently engaged in the business of trading in Shares & Securities and providing short term loans and advances. CFL is registered with Reserve Bank of India as a Non Banking Financial Company ('NBFC') having Registration no. 05.02895.

5.1.3 As on the date of PA, the Authorised Share Capital of the Target Company is Rs. 15,00,00,000/- comprising of 1,50,00,000 equity shares of Rs. 10/- each. The Issued, Subscribed and Paid-up equity share capital of the Target Company is Rs. 10,85,13,000/- comprising of 1,08,51,300 fully paid-up equity shares of Rs. 10/- each. CFL does not have any partly paid-up equity shares. The Target Company has already established connectivity with both National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL).

5.1.4 The share capital structure of the Target Company as on the date of PA is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid up Equity Shares	1,08,51,300	100.00
Partly Paid up Equity Shares	Nil	Nil
Total Paid up Equity Shares	1,08,51,300	100.00
Total voting rights in the Target Company	1,08,51,300	100.00

5.1.5 The build-up of the Capital Structure of the Target Company as Certified and given by the management of the Target Company are detailed as below:

Date of allotment	Shares Issued		Cumulative paid up Capital	Mode of allotment	Face Value (Rs.)	Identity of allottees	Compliance status
	Number	%					
12.11.1982	700	0.01	700	Cash	10	Subscriber to the memorandum	Complied
22.08.1983	95,000	0.88	95,700	Cash	10	Allotted to Promoters	Complied
22.08.1983	1,50,000	1.38	2,45,700	Cash	10	Public Issue	Complied
15.10.1992	4,90,600	4.52	7,36,300	Cash	10	Right Issue	Complied
14.03.2011	73,00,000	67.27	80,36,300	Cash	10	Preferential Allotment to Promoters & Non - Promoters	Complied
27.06.2011	28,15,000	25.94	1,08,51,300	Cash	10	Preferential Allotment to Promoters & Non - Promoters	Complied
Total	**1,08,51,300**	**100.00**					

5.1.6 The equity shares of the Target Company are listed at the CSE, UPSE & DSE only. The shares of CFL are not admitted as permitted security in any other Stock Exchange. As per our verification and undertaking received from the Target Company, we state that the trading in the equity shares of CFL were suspended in the past w.e.f 09.01.2002 from DSE due to non-compliance of various clauses of the Listing Agreement. However the aforesaid suspension has been revoked by DSE vide its notice no. DSE/LIST/4384/18077/4844 dated 13.01.2012 effective from 16.01.2012. As per the available information, only 7,36,300 equity shares of the Target Company are listed on DSE. Further on account of non-compliances of various clauses of the Listing Agreement in the past upto F.Y. 2010, UPSE vide their letter dated 14.12.2010 imposed a penalty of Rs. 25,000/- on the Target Company. UPSE has confirmed vide their letter ref no UPSE/LISTING/2012-13/1065 dated 24.07.2012 about the realization of the penalty amount. Other than those as stated above no penal/ punitive actions have been taken against the Target Company by any of the Stock Exchanges till date. We have also vide our letter dated 27.02.2013 requested the CSE, DSE, UPSE to provide us the status of compliance made by the Target Company under the various provisions of the Listing Agreement, SEBI (SAST) Regulations, 1997/ 2011, SEBI (Prohibition of Insider Trading) Regulations, 1992 including the details of any suspension/ penalty/ disciplinary action/ show cause notice issued against the Target Company/ its Promoter, Directors etc. However, till date we have not received any information/ documentation from any of the Stock Exchanges. As per the letter dated 06.03.2013 received from the Registrar, we state that there are no Investor's grievances pending as on that date against the Target Company.

5.1.7 As per our verification and information made available to us we have not received any documentary evidences with respect to the compliances filed under regulation 6(2), 6(4) applicable as on 20.02.1997 and regulation 8(3) of the SEBI (SAST) Regulations, 1997 since year 31.03.1998 to till date except for the compliances under regulation 8(3) for the year ended 31.03.2011 and hence we are unable to comment on the same. However, the CSE vide their letter reference no.CSE/LD/5988/2012 dated 12.10.2012 has informed BSE that the Target Company is in compliance with clauses of the Listing Agreement especially with respect to clause 31A, clause 35, clause 41, clause 47, clause 49 and clause 54 and Reconciliation of Share Capital Audit Report and filing under SEBI Regulations/ Circulars, SCRA and SCRR.

5.1.8 The Erstwhile Promoters/ Promoter Group of the Target Company have duly complied with the regulation 6 applicable as on 20.02.1997 and regulation 8 of the SEBI (SAST) Regulations, 1997 since year ended 31.03.1997. However on 24.04.2004 and 04.10.2005, Saraf Holding Pvt. Ltd., one of the constituents of the Erstwhile Promoter/ Promoter Group of the Target Company had acquired the shares of the Target Company in violation of regulation 11(2) of the SEBI (SAST) Regulations, 1997 without making an Open Offer. Further there has been inter se transfer of shares amongst the constituents of the Erstwhile Promoters/ Promoter Group during the financial year 1997-98 (80,000 equity shares constituting 10.87% of the equity and voting share capital of CFL), 1998-99 (2,55,000 equity shares constituting 34.63% of the equity and voting share capital of CFL), 2004-05 (3,12,900 equity shares constituting 42.50% of the equity and voting share capital of CFL), 2005-06 (70,700 equity shares constituting 9.60% of the equity and voting share capital of CFL) in respect of which no compliance / documents have been made available to us by the Target Company. SEBI may initiate suitable action against the Erstwhile Promoter, i.e. Saraf Holdings Pvt. Ltd. and other members of the Erstwhile Promoter Group for such violation/ non compliances. In respect of the aforesaid violations/ non-compliances, Luharuka Sales & Services Private Limited (LSSPL), the Present Promoter of the Target Company, was advised by SEBI to recompute the Offer Price for the Open Offer made to the shareholders of CFL which opened on 17.01.2011 and closed on 05.02.2011 after taking into consideration the various triggered dates and also to consider interest @10% thereon for the delayed period. In this regard, LSSPL has modified the Offer Price accordingly.

5.1.9 As on the date, there are no outstanding convertible instruments such as warrants/FCDs/PCDs etc. There are no partly paid up shares as on the date of the submission of the PA.

5.1.10 CFL has confirmed that it has:

a) Paid Listing Fees upto Financial Year 2012-13 to CSE, UPSE & DSE.
Complied with the Listing Agreement requirements of the CSE, UPSE & DSE. Other than those as stated above under para no. 5.1.8, no penal/ punitive actions have been taken against the Target Company by any of the Stock Exchanges till date.

5.1.11 The Board of Directors of CFL as on the date of the PA is as follows:

Name of Directors	Designation	DIN NO.	Date of Appt.	Qualification	Residential Address	Experience	No. & % of shares of CFL held as on date of PA	No. & % of shares agreed to be sold through SPA
Bharat Natubhai Shiroya	Managing Director	00014454	01/10/11	B. Com Graduate, MBA	A-401, Raja Ram Residency, Shivaji Road, Kandivali (W), Mumbai-400067	More than 17 years experience in Securities and Financial Services	NIL	NIL
Anil Beniprasad Agrawal	Director	00014413	07/02/11	B. Com Graduate, FCA	Flat No. 2401, Anmol Pride, S.V. Road, Goregaon (West), Mumbai–400064	27 years experience in Finance and Capital market	NIL	NIL
Anilkumar Shivkaran Nevatia	Director	00531183	09/04/11	B. Com Graduate, LLB, FCA	201, Harish Chandra, Raheja Township. Malad (East), Mumbai, 400097	Financial Consultant since last 25 years	NIL	NIL
Sushil Kasturchand Jain	Director	01662552	09/04/11	B. Com Graduate, FCA	Cliff Tower Chs Ltd, Flt No 503, Plot No 34, Cross Rd No 3, Swami Samarth Ngr, Andheri (W), Mumbai, 400053	More than 25 years experience in the field of Commerce, Finance, Audit & Taxation	NIL	NIL

As on the date of PA, Mr. Anil Beniprasad Agrawal, Director of LCPL, is on the Board of the Target Company. Pursuant to regulation 22(9) of the SEBI (SAST) Regulations, 1997, he has not participated and undertaken not to participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer.

5.1.12 There has been no merger/ demerger or spin off involving CFL during the last 3 years.

5.1.13 Financial Information:
The financial details of CFL as per the audited accounts for the last three financial years ended 31st March 2010, 31st March 2011 and 31st March, 2012 & Provisional Accounts for the 9 months period ended 31.12.2012 are as follows:

Profit & Loss Statement **(Rs. in Lacs)**

For the Year Ended	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 (Unaudited & Certified)
Income from Operations	19.24	267.14	3948.76	907.55
Other Income	0.01	1.39	0.97	1.83
Total Income	**19.25**	**268.53**	**3949.73**	**909.38**
Less: Total Expenditure	4.72	267.67	3862.91	759.86
Profit/(Loss) before Interest, Depreciation and Tax	**14.53**	**0.86**	**86.82**	**149.52**
Less: Depreciation	1.56	0.00	1.18	1.80
Less: Interest	0.90	0.28	2.13	29.39
Profit/(Loss) before Tax	**12.07**	**0.58**	**83.51**	**118.33**
Less: Provision for Tax	1.52	0.01	24.99	0.00
Profit/(Loss) after tax	**10.55**	**0.57**	**58.52**	**118.33**

Balance Sheet **(Rs. in Lacs)**

As on	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 Unaudited & Certified)
Sources of funds				
Paid up share capital	73.63	803.63	1085.13	1085.13
Reserves & Surplus (excluding revaluation reserves)	204.09	788.65	1047.16	1165.49
Miscellaneous Expenditure	0.00	6.49	7.89	6.41
P/L A/c (Dr. Bal)	0.00	0.00	0.00	0.00
Net Worth	**277.72**	**1585.79**	**2124.40**	**2244.21**
Secured loans	0.00	56.78	17.22	249.81
Unsecured loans	0.80	0.00	0.00	98.73
Total	**278.52**	**1642.57**	**2141.62**	**2592.75**
Uses of funds				
Net Fixed Assets (including capital W-I-P)	4.50	0.46	9.20	7.41
Investments	254.79	0.00	0.00	222.00
Net Current Assets	19.23	1642.11	2132.42	2363.34
Total	**278.52**	**1642.57**	**2141.62**	**2592.75**

Other Financial Data

For the Year Ended	31st March, 2010 (Audited)	31st March, 2011 (Audited)	31st March, 2012 (Audited)	Nine months Period ended 31st December, 2012 (Unaudited & Certified)
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	1.43	0.05	0.57	1.09*
Return on Net worth (%)	3.80	0.04	2.76	5.27*
Book Value Per Share (Rs.)	37.22	19.73	19.58	20.68

**Non annualised*

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/period
(ii) Return on Net Worth = Profit after Tax /Net Worth
(iii) Book Value per Share = Net Worth / No. of equity shares
(iv) Source: Financial Information certified by the Auditor,
(v) Reason for fall/ rise in total income, expenditure and PAT in the relevant year, if applicable; year wise reason for the fall in total income, expenditure and PAT as cited below:

1. Reason for change in Total Income, Expenditure and PAT for the Nine months period ended 31st December, 2012 over year ended 31st March 2012:
   The total income for the Nine months period ended 31st December, 2012 was Rs. 909.38 Lacs as against Rs. 3949.73 Lacs for the year ended 31st March, 2012. The total expenditure for the Nine months period ended 31st December, 2012 was Rs. 759.86 Lacs as compared to a total expenditure of Rs. 3862.91 Lacs for the year ended 31st March, 2012. Profit after tax was Rs. 118.33 Lacs for the Nine months period ended 31st December, 2012 as compared to a Profit after tax of Rs. 58.52 Lacs for the year ended 31st March 2012.

2. Reason for change in Total Income, Expenditure and PAT for the year ended 31st March 2012 over year ended 31st March 2011:
   Total Income for the year ended 31st March, 2012 was Rs. 3949.73 Lacs as compared to Rs.268.53 Lacs for the year ended 31st March, 2011. The increase in total income was mainly due to increase in Interest income to Rs. 121.17 Lacs for the year ended 31st March, 2012 from Rs. 4.07 Lacs for the year ended 31st March, 2011 and Short Term Capital Gain of Rs. 21.38 Lacs for the year ended 31st March, 2012 as compared to Short Term Capital Loss of Rs. 6.58 lacs for the year ended 31st March, 2011. The total expenditure also increased to Rs. 3862.91 Lacs for the year ended 31st March, 2012 from Rs. 267.67 Lacs for the year ended 31st March, 2011 mainly on account of increase in Purchase of Shares to Rs. 3959.08 lacs for the Year ended 31st March, 2012 from Rs. 509.91 Lacs for the year ended 31.03.2011. Consequently, the net Profit after Tax for the year ended 31st March, 2012 was Rs. 58.52 Lacs as compared to Re. 0.57 Lacs for the year ended 31st March 2011.

3. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March, 2011 over year ended 31st March, 2010: -
   Total Income for the year ended 31st March, 2011 was Rs. 268.53 Lacs as compared to Rs. 19.25 Lacs for the year ended 31st March, 2010. The increase in total income was mainly due to in Sale of Shares of Rs. 245.13 Lacs as compared to NIL for the year ended 31st March 2010. The total expenditure increased to Rs. 267.67 Lacs for year ended 31st March, 2011 as compared to Rs. 4.72 Lacs for the year ended 31st March, 2010 mainly on account of increase in travelling & conveyance charges and donation of Rs. 7.90 Lacs for the year ended 31st March 2011 from Rs. 0.05 Lacs for the year ended 31st March 2010 and Rs. 5 lacs for year ending 31st March 2011 as compared to NIL for year ended 31st March 2010 respectively. There was a the net Profit after Tax for the year ended 31st March, 2011 of Re. 0.57 Lacs as compared to a net profit after Tax of Rs. 10.55 Lacs for the year ended 31st March 2010.

4. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March 2008 over year ended 31st March 2007: -
   Total Income for the year ended 31st March, 2010 was Rs. 19.25 Lacs as compared to Rs.7.68 Lacs for the year ended 31st March, 2009. The increase in total income was mainly due to increase in Dividend income from Rs. 3.89 Lacs for the year ended 31st March, 2009 to Rs. 5.29 Lacs for the year ended 31st March, 2010 and Long Term Capital gain of Rs. 1.20 Lacs for the year ended 31st March, 2010 as compared to Nil for the year ended 31st March, 2009 and Short Term Capital Gain (Net) of Rs. 7.26 Lacs for the Year ended 31st March, 2010 as compared to a loss Rs. 4.54 lacs for the Year ended 31st March, 2009. The total expenditure also increased from Rs. 3.60 Lacs for the year ended 31st March, 2009 to Rs. 4.72 Lacs for the year ended 31st March, 2010 mainly on account of increase in administrative expenses from Rs. 3.57 Lacs for the year ended 31st March, 2009 to Rs. 4.69 lacs for the Year ended 31st March, 2010. Consequently, the net Profit after Tax for the year ended 31st March 2010 was Rs. 10.55 Lacs as compared to a net loss of Rs. (0.16) Lacs for the year ended 31st March 2009.

5.2 Pre and Post-Offer Shareholding Pattern of CFL (based on present Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:

Shareholders' Category	**Shares/voting rights acquired which triggered off the SEBI (SAST) Regulations, 1997**		**Share holding/voting rights as on the date of PA**		**Shares/voting rights to be acquired in Open Offer (assuming full acceptances)**		**Share holding /voting rights after Acquisition and Offer (B+C)**	
	(A)		**(B)**		**(C)**		**(D)**	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group								
a) Parties to Agreement	-	-	-	-	-	-	-	-
b) Promoters other than (a) above#	-	-	-	-	-	-	-	-
I. Luharuka Sales & Services Pvt. Ltd.	-	-	5,40,500	4.98	-	-	5,40,500	4.98
II. Anil Agarwal HUF	-	-	12,15,000	11.20	-	-	12,15,000	11.20
III. Suresh Khanedlia	-	-	1,00,000	0.92	-	-	1,00,000	0.92
IV. Manju Khandelia	-	-	1,00,000	0.92	-	-	1,00,000	0.92
Total (b)	-	-	19,55,500	18.02	-	-	19,55,500	18.02
c) Acquirer - Luharuka Commotrade Pvt. Ltd.	36,68,500	33.81	36,68,500	33.81	21,70,260	20.00	58,38,760	53.81
Total (1) (a+b+c)	**36,68,500**	**33.81**	**56,24,000**	**51.83**	**21,70,260**	**20.00**	**77,94,260**	**71.83**
2. Public Share Holding								
(i)Institutions								
a) FIs/MFs/FIIs/ Banks/MF's	-	-	-	-				
b) Insurance Company	-	-	-	-				
c) Others	-	-	-	-				
Total (i) (a+b+c)	-	-	-	-				
(ii) Non institutions								
a) Bodies Corporate	-	-	3,000	0.03	(21,70,260)	(20.00)	30,57,040	28.17
b) Individuals	-	-	52,24,300	48.14				
c) Others (NRI/OCBs)	-	-	-	-				
Total (ii) (a+b+c)			52,27,300	48.17				
Total (2) (a+b+c)	-	-	52,27,300	48.17				
GRANDTOTAL (i+ii+iii)	**36,68,500**	**33.81**	**1,08,51,300**	**100.00**	**-**	**-**	**1,08,51,300**	**100.00**

5.3 There was no trading in the shares of CFL as on 27.02.2013 i.e. the date of Public Announcement at CSE, UPSE & DSE.

5.4 The details of the buildup of the Promoter shareholding in the Target Company are as follows:

A. For the period 20.02.1997 to 23.09.2010 (by Erstwhile Promoters): -

Shareholdings			**Purchase / Inter se Transfer/ transmission made during the year**	**Sale / Inter se /Transfer / transmission made during the year**	**Mode of allotment / acquisition/ sale**	**Shareholdings**			**Status of compliance with SEBI (SAST) Regulations, other regulations under SEBI Act, 1992 & statutory requirements as applicable**
As on	No. of Shares	%				As on	No. of Shares	%	
20.02.1997	5,24,100	71.18	-	-	-	31.03.1997	5,24,100	71.18	NA
01.04.1997	5,24,100	71.18	80,000	(80,000)	Inter-Se Transfer	31.03.1998	5,39,100	73.22	No*
			15,000	-	Off market Purchase				NA
01.04.1998	5,39,100	73.22	2,55,000	(2,55,000)	Inter-Se Transfer	31.03.1999	5,39,100	73.22	No*
01.04.1999	5,39,100	73.22	-	-	-	31.03.2000	5,39,100	73.22	NA
01.04.2000	5,39,100	73.22	1,900	-	Off market Purchase	31.03.2001	5,41,000	73.48	NA
01.04.2001	5,41,000	73.48	-	-	-	31.03.2002	5,41,000	73.48	NA
01.04.2002	5,41,000	73.48	-	-	-	31.03.2003	5,41,000	73.48	NA
01.04.2003	5,41,000	73.48	-	-	-	31.03.2004	5,41,000	73.48	NA
01.04.2004	5,41,000	73.48	3,12,900	(3,12,900)	Inter-Se Transfer	31.03.2005	5,43,000	73.75	No*
			2,000	-	Off market Purchase[#]				No
01.04.2005	5,43,000	73.75	70,700	(70,700)	Inter-Se Transfer	31.03.2006	5,43,000	73.82	No*
			500		Off market Purchase[#]				No
01.04.2006	5,43,000	73.82	-	-	-	31.03.2007	5,43,000	73.82	NA
01.04.2007	5,43,000	73.82	-	-	-	31.03.2008	5,43,000	73.82	NA
01.04.2008	5,43,000	73.82	-	-	-	31.03.2009	5,43,000	73.82	NA
01.04.2009	5,43,000	73.82	-	-	-	31.03.2010	5,43,000	73.82	NA
01.04.2010	5,43,000	73.82	-	(5,40,500)	Pursuant to Share Purchase Agreement dtd. 23.09.2010	23.09.2010	3,000 [$]	0.41	NA

Note: NA means Not Applicable.

* No Compliances/ documents have been provided to us.

\# In the past, the Erstwhile Promoters of the Target Company have violated regulation 11(2) of the SEBI (SAST) Regulations, 1997. SEBI may initiate suitable action against them for the aforesaid non compliances.

The details of Off- market purchase in the year 2004 and 2005 are as under:

Date of Transfer	**Name of Purchaser**	**No. of shares purchased**	**% to total capital**	**Name of Seller**	**Price (Rs.)**	**Compliance Status**
21.04.2004	Saraf Holding Pvt Ltd	2,000	0.27%	Geeta Devi Naita	3.00	Not Done
04.10.2005	Saraf Holding Pvt Ltd	500	0.07%	Sudhir Kumar Jain	3.00	Not Done

[$] Upon completion of Open Offer Formalities, Mittal Trading Enterprises Private Limited, holding 3000 equity shares representing 0.41% of the Equity & voting share capital of the Target Company, were reclassified into Public Category.

B. For the period 23.09.2010 to 27.02.2013 (by Present Promoters): -

Shareholdings			**Purchase / Inter se Transfer/ transmission made during the year**	**Sale / Inter se /Transfer / transmission made during the year**	**Mode of allotment / acquisition/ sale**	**Shareholdings**			**Status of compliance with SEBI (SAST) Regulations, other regulations under SEBI Act, 1992 & statutory requirements as applicable**
As on	No. of Shares	%				As on	No. of Shares	%	
01.04.2010	543500	73.82	540500	-	Pursuant to Share Purchase Agreement dtd. 23.09.2010	07.02.2011#	5,40,500	73.41*	Yes
			0	-	Open Offer				
			3668500	-	Preferential Allotment dated 14.03.2011	31.03.2011	5,40,500 36,68,500	6.73** 45.65**	Yes
01.04.2011	42,09,000	52.38	14,15,000	-	Preferential Allotment dated 27.06.2011	31.03.2012	56,24,000	51.83***	Yes

* Calculated on the prevailing Issued, Subscribed and Paid-up Share Capital as on 07.02.2011, i.e., 7,36,300 equity shares.

** Calculated on the prevailing Issued, Subscribed and Paid-up Share Capital as on 31.03.2011, i.e., 80,36,300 equity shares.

*** Calculated on the present Issued, Subscribed and Paid-up Share Capital as on 31.03.2011, i.e., 1,08,51,300 equity shares.

#Luharuka Sales & Services Pvt. Ltd., being one of the constituent of the Present Promoter Group of the Target Company, had acquired controlling stake in the Target Company on 07.02.2011 pursuant to Share Purchase Agreement (SPA) dated 23.09.2010 for 5,40,500 fully paid-up equity shares entered into with the Erstwhile Promoters/ Promoter Group of the Target Company and completion of the Open Offer made to the shareholders of the Target Company.

5.5 Corporate Governance and Pending Litigations:

Corporate Governance
The Target Company has confirmed that it is in compliance with the corporate governance under clause 49 of the Listing Agreement with Stock Exchanges.

Pending Litigations:
We state that as per the Annual Report of CFL for the Financial Year ended 31.03.2012 there are no pending Litigations / Claims against the Target Company contingent in nature.

5.6 Compliance Officer:
Ms. Sonia Jain, residing at Near Banura Bhawan, Naya Sahar, Kuchaman City, Nagour- 341508, Rajasthan, India is acting as Compliance Officer of the Company, Tele No. (022) 28449768, Fax No.: (022) 28892527, E-mail: info@comfortfincap.com.

6 OFFER PRICE & FINANCIAL ARRANGEMENTS:

6.1. Justification of Offer Price:

6.1.1. The Equity Shares of the Target Company are presently listed at The Calcutta Stock Exchange Limited ("CSE"), U.P. Stock Exchange Limited ("UPSE") & Delhi Stock Exchange Limited ("DSE") only. As per the available information, only 7,36,300 equity shares of the Target Company are listed on DSE. The shares of the Target Company are not traded under permitted category on any other stock exchanges.

6.1.2. The Annualized trading turnover during the preceding six calendar months ended 31st January, 2013 in CSE,UPSE & DSE is as follows:

Name of Stock Exchange	Total no. of shares traded during the 6 calendar months prior to the month in which PA was made	Total No. of listed Shares	Annualised Trading Turnover (in terms of % to total listed shares)
CSE	Nil	1,08,51,300	NA
UPSE	Nil	1,08,51,300	NA
DSE	Nil	7,36,300	NA

6.1.3. As per available information, the equity shares of the Target Company are infrequently traded in terms of explanation (i) to regulation 20(5) of the SEBI (SAST) Regulations, 1997 and therefore the Offer Price has been determined taking into account the following parameters: -

a)	Negotiated Price under the Agreement	Not Applicable	
b)	Highest Price paid by the Acquirer for acquisition/ allotment, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of Board Meeting (i.e.14th March, 2011) in which allotment pursuant to the Preferential Issue was made	Rs. 18/- per equity share	
c)	Highest Price paid by the Acquirer for acquisition/ allotment, 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	Not Applicable	
d)	**Other Parameters**	**Based on Audited Accounts for the year ended 31.03.2010**	**Based on Audited Accounts for the year ended 31.03.2012**
	Return on Net worth (%)	3.80	2.76
	Book Value per share (Rs.)	37.72	19.58
	Earnings per Share (Rs.)	1.43	0.57
	Industry Average P/E Multiple	18.60*	15.10**
	Offer price P/E Multiple$	15.38	38.60

**(Source: Capital Market Journal Volume No. XXVI/02, Mar 21 – Apr 03, 2011, Industry-Finance and Investments).*
*** (Source: Capital Market Journal Volume No. XXVII/ 25, Feb- 04- 17, 2013, Industry – Finance and Investments).*
$ Offer Price/EPS.

Mr. Ashish Sewak, Partner of Singhal & Sewak, Chartered Accountants (Membership No. 401858 and Firm Reg. No. 011501C), having office at 301, Eskay Plaza, Near Anand Talkies, Raipur C.G., Tel. No. 97701 4210150, Fax No. (7832) 4047008, Email id: sewak_ashish@yahoo.com vide certificate dated 22.02.2013, has stated that based on the decision of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995 (83 Com case 30), the fair value of the equity shares of CFL as on date of this PA and as on 14th March, 2011 i.e., the Trigger Date, comes to Rs.10.84 and Rs.17.12 per equity share respectively.

Hence the Offer Price has been arrived at Rs. 18/- per share. Further in addition to Offer Price of Rs. 18/-, an interest of Rs. 3.53/- per share (calculated @ 10% p.a. on Rs. 18/- for the period 14th March, 2011 i.e., the Trigger Date to the date of this Public Announcement i.e., 27th February, 2013) has been added to the Offer Price.

In view of the above, the Offer price of Rs.22/- per share is justified in terms of regulation 20(5) and other applicable provisions of the SEBI (SAST) Regulations, 1997.

6.1.4. The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

6.1.5. The Acquirer would be responsible for ensuring compliance with the Regulations for the consequences arising out of the acquisition of shares, if any, made after the date of Public Announcement i.e. 27.02.2013 in terms of Regulation 20(7) of the SEBI (SAST) Regulations, 1997.

6.1.6. It is ensured that the Offer Price shall not be less than the highest price paid by the Acquirer for any acquisition of shares of the Target Company from the date of Public Announcement upto 7 working days prior to the closure of the offer viz. 18.04.2013

6.2. Financial arrangements:

6.2.1 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ networth and no borrowings from any Bank and / or Financial Institution are envisaged. Mr. Pradeep Choudhary, Proprietor of PKC & Associates, Chartered Accountants (Membership No. 105628 and Firm Reg. No. 118416W) having office at 223, Natraj Shopping Centre, 2nd Floor, S. V. Road, Malad (West), Mumbai-400 064, Tel. No. (022) 2844 9591, Mb. No. 9821152502, Email: pkc.mumbai@gmail.com vide certificate dated 22.02.2013 has certified that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

6.2.2 The maximum consideration payable by the Acquirer assuming full acceptance of the Offer would be Rs.4,77,45,720/- (Rupees Four Crores Seventy Seven Lacs Forty Five Thousand Seven Hundred Twenty only).

6.2.3 By way of security for performance of Acquirer obligations under the SEBI (SAST) Regulations, 1997, an unconditional, irrevocable and on demand bank guarantee dated 25th February, 2013 ("**Bank Guarantee**") has been issued by Union Bank of India, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Noriman Point, Mumbai - 400021, on behalf of the LCPL in favour of the Manager to the Offer which is valid up to and including 31st August, 2013 for an amount up to Rs. 1,25,00,000/- (Rupees One Crore Twenty five lakhs only) being more than 25% of the consideration payable under the Open Offer.

6.2.4 Further the Acquirer has opened an Escrow Account in HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata-700 020 ("**Escrow Banker"**) under the name and style of "CFL-Open Offer Escrow Account" and made therein a Cash deposit of Rs. 4,78,000/- (Rupees Four Lacs Seventy Eight Thousand only) being in excess of 1% of the total consideration payable under the Open Offer. The Bank Guarantee and CFL-Open Offer Escrow Account are together referred to as "**Escrow Accounts**".

6.2.5 The Manager to the Offer i.e. VC Corporate Advisors Private Limited is authorized to operate the above-mentioned Escrow Accounts to the exclusion of all others and to instruct the Escrow Banker to issue cheques / pay orders / demand drafts / ECS credit, if required, in accordance with the SEBI (SAST) Regulations, 1997.

6.2.6 Based on the aforesaid financial arrangements and based on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 1997. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER:

7.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of CFL (except the Promoters/ Promoter Group) whose name appear on the Register of Members and to the beneficial owners of the shares of the CFL whose names appear on the beneficial records of the Depository Participant, at the close of business hours on 08.03.2013 ("**Specified Date**").

7.2. Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares will be required to send their duly signed Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed and executed Transfer Deed(s) to the Registrar to the Offer, either by hand delivery on weekdays between (10 A.M. to 1 P.M. and 2 P.M. to 4.30 P.M.) and on Saturdays between (11 A.M. to 1 P.M.) or by Registered Post so as to reach on or before the Closing of the Offer, i.e. 30.04.2013 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

7.3. Accidental omission to dispatch this LO or the non-receipt or delayed receipt of this LO will not invalidate the Offer in anyway.

7.4. Subject to the conditions governing this Offer, as mentioned in the LO, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

7.5. Locked-in Shares:

Sl. No.	Name of the Shareholder	Category	No. of Shares	Shares as a % of total No. of Shares
1	Anil Agarwal HUF	Promoter Group	5,63,000	5.19
2	Luharuka Commotrade Pvt. Ltd.	Promoter Group	16,07,260	14.81
			Total	**20.00**

7.6. Eligibility for accepting the Offer:
The Offer is made to all the equity shareholders whose names appeared in the register of shareholders on 08.03.2013. and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

7.7.1 The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.

7.7.2 As on the date of the PA, there are no other statutory approvals and / or consents required. However, the Offer would be subject to all-statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

7.7.3 In case of non receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 22(12) of the SEBI (SAST) Regulations, 1997. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 22(13) of the SEBI (SAST) Regulations, 1997 will also become applicable.

7.7.4 No approval is required from any bank or financial institutions for this Offer.

7.7.5 Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same upto i.e. 25.04.2013 i.e., three working days prior to the closure of the Offer.

7.7.6 The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Shareholder(s) of CFL who qualify and who wish to avail of this Offer will have to send their shares to the Registrar to the Offer as mentioned in the Form of Acceptance at the following address:

M/s. Bigshare Services Private Limited
(Contact Person: Mr. Sanjay Shiwalkar)
E/2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka, Andheri (E),
Mumbai-400 072

Acceptances may be sent by Registered Post or by hand so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. 30.04.2013. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10 A.M to 1 P.M and 2 P.M. to 4.30 P.M.	Hand Delivery
Saturday	11.00 A.M. to 1:00 P.M.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

8.2. Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent.

8.2.1. For **Equity Shares held in physical form:**

(i) Registered shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s).
- Original Share Certificates.
- Valid share transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with CFL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this LO.

(ii) Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein.
- Original share Certificate(s).
- Broker contract note.
- Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

8.2.2. For equity shares held in Demat Form:

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depositories.
- Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market “mode, duly acknowledged by DP in favour of the special depository account (please see below) before the close of the business hours on 30.04.2013.

8.3. The Registrar to the Offer, Bigshare Services Private Limited has opened a special depository account with HDFC Bank Limited, (Registered with NSDL). The details of the special depository account are as follows:-

DP Name	HDFC Bank Limited
DP ID	IN301549
Client ID	37464331
Account name	“BSPL ESCROW A/C CFL OPEN OFFER”
Depository	National Securities Depository Limited (NSDL)

Shareholders having their beneficiary account in the Central Depository Services (India) Limited (“CDSL”) have to use inter depository delivery instruction for the purpose of crediting their equity shares in favour of Special Depository Account with NSDL.

8.4. For each delivery instruction, the beneficial owner should submit a separate Form of acceptance. In the case of Demat shares, the shareholders are advised to ensure that their shares are credited in favour of special depository account, before the closure of the Offer. The Form of acceptance of such Demat shares not credited in favour of the Special Depository Account before the closure of the Offer is liable to be rejected.

8.5. The Share Certificate(s), Share Transfer Form, Form of Acceptance, Form of Withdrawal and other documents, if any should be sent only to the Registrar to the Offer, as mentioned above. **They should not be sent to the Manager to the Offer or the Acquirer or the Target Company.**

8.6. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Registered Folio Number, Share Certificate Numbers, Distinctive Numbers, Number of Shares held, Number of Shares offered, along with documents as mentioned in above point 8.5 so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e., 30.04.2013. In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of 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 Closing of the Offer, i.e. 30.04.2013.

8.7. Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

8.8. While tendering the equity shares under the Offer, NRIs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such equity shares tendered. While tendering shares under the Offer, NRI / 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 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, 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.

8.9. 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.

8.10. The Acquirer shall complete all procedures relating to the Offer including payment of consideration to the shareholders by 15.05.2013. In case of delay due to non-receipt of the statutory approvals within time, SEBI has a power to grant extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest to the shareholders for delay in payment of consideration beyond 15.05.2013

8.11. Payment of consideration will be made by crossed account payee cheques/ demand drafts/ pay orders/ through ECS mode of payment and will be sent by registered post, to those shareholders/ unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirer in part or in full except in case of joint holders, cheques/ demand drafts/ pay orders/ECS Credit, in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques/ demand drafts/ pay orders. In order to get payment through ECS mode shareholders are requested to provide their Bank Details like Account Number, Name of the Bank and its address, IFSC Code of Bank etc.

8.12. In case the shares tendered in the Offer by the shareholders of CFL are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of regulation 21(6) of the SEBI (SAST) Regulations, 1997 on a proportionate basis. The rejected Applications / Documents will be sent by Registered Post. The marketable lot of CFL for physical shares and demat shares is 50 (Fifty) equity shares and 1 (One) equity share respectively. The rejected Applications / Documents will be sent by Registered Post.

8.13. Unaccepted share certificates, transfer forms & other documents, if any, will be returned by registered post at the shareholders/ unregistered owners sole risk to the sole / first shareholder. Shares held in Demat Form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owners.

8.14. The Registrar to the Offer will hold in trust the Share Certificates, shares lying in credit of the Special Depository Account, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form/s on behalf of the shareholders of CFL who have accepted the Offer, till the Cheques/Drafts/ECS credit for the consideration and/or the unaccepted shares/share certificates are despatched/returned/credited.

8.15. In case any person has lodged shares of CFL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 8.6 above together with the acknowledgement of lodgment of shares for transfer. Such persons should also instruct CFL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.

8.16. In case any person has lodged shares of CFL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 8.6 above together with the acknowledgement of lodgment of shares for transfer. Such persons should also instruct CFL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.

8.17. In case any person has tendered his physical shares in CFL for dematerialization & such dematerialization has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialization request form acknowledged by shareholders DP. Such shareholders should ensure the credit of the shares to the special depository account on or before the Offer closing date.

8.18. In case the shareholder has already sold his Shares, he may kindly forward this Offer document to the transferee or to the broker through whom the shares were sold.

8.19. The shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so upto three working days prior to the date of closure of the Offer, i.e. on or before 25.04.2013 in terms of Regulation 22(5A).

8.20. The withdrawal option can be exercised by submitting the document as per the instruction below, so as to reach the Registrar to the Offer on or before 25.04.2013. The withdrawal option can be exercised by submitting the form of withdrawal.

8.21. In case of non-receipt of the form of withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

a. **In case of physical shares**: Name, address, distinctive numbers, folio nos., number of shares tendered / withdrawn.

b. **In case of dematerialised shares**: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of 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 Depository Escrow Account.

9. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered Office of the Manager to the Offer, M/s. VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue 2nd Floor, Suite No. 2C, Kolkata – 700 013 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from 11.04.2013 to 30.04.2013.

i) Memorandum & Articles of Association of Luharuka Commotrade Private Limited, along with Certificate of Incorporation.

ii) Memorandum & Articles of Association of Comfort Fincap Limited along with Certificate of Incorporation.

iii) Financial Information certified by the Auditor for the Financial Year ended 31st March 2010, 31st March 2011, 31st March,2012 and provisional accounts for the Nine months period ended 31st December, 2012 of Luharuka Commotrade Private Limited .

iv) Audited Annual Reports for the Financial Year ended 31st March, 2010, 31st March, 2011, 31st March, 2012 and provisional accounts for the Nine months period ended 31st December, 2012 of Comfort Fincap Limited.

v) Certificate dated 22.02.2013 from Mr. Pradeep Choudhary, Proprietor of PKC & Associates, Chartered Accountants, (Membership No. 056218) having office at 223, Natraj Shopping Centre, S. V. Road, Malad (West), Mumbai-400064, Tel. No. (022) 28449591, Fax No.: (022) 28822833, E-mail: pkc.mumbai@gmail.com that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

vi) Certificate dated 22.02.2013 from Mr. Ashish Sewak, Partner of Singhal & Sewak, Chartered Accountants (Membership No. 401858 and Firm Reg. No. 011501C), having office at 301, Eskay Plaza, Near Anand Talkies, Raipur C.G., Tel. No. 97701 4210150, Fax No. (7832) 4047008, Email id: sewak_ashish@yahoo.com relating to the fair value of the equity shares of the Target Company as on date of this PA and as on 14th March, 2011 i.e., the Trigger Date.

vii) The copy of Escrow agreement entered into between the Acquirer, HDFC Bank Ltd, Central Plaza , Sarat Bose Road, Kolkata - 700 020 ('Escrow Banker') and the Manager for opening of Escrow Account.

viii) Copy of the Public Announcement for the Offer dated 27.02.2013.

ix) Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer, dated 22.02.2013

x) Copy of SEBI letter no. ------------------------- dated ---------- issued in terms of proviso to the regulation 18(2) of the SEBI (SAST) Regulations, 1997.

10. DECLARATION BY THE ACQUIRER:

The Acquirer including its Directors accept full responsibility for the information contained in this Letter of Offer and also for their obligations as laid down in regulation no. 22(6) of the SEBI (SAST) Regulations, 1997.

For M/S. LUHARUKA COMMOTRADE PRIVATE LIMITED

Sd/-

Director

Place: MUMBAI

Date: 07.03.2013

Attached: Form of Acceptance cum Acknowledgement & Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,

M/s. Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka, Andheri (E)
Mumbai-400 072
Dear Sir,

Date:

OFFER	
Opens on	April 11, 2013
Closes on	April 30, 2013
Last date of Withdrawal	April 25,2013

Subject: Open Offer by M/s. Luharuka Commotrade Private Limited having its registered office at A-301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai-400 064 (hereinafter referred to as "Acquirer" or "LCPL") to the shareholders of Comfort Fincap Limited ("Target Company" or "CFL") to acquire from them upto 21,70,260 fully paid up equity shares of Rs. 10/- each aggregating 20% of the Equity & voting share capital of Comfort Fincap Limited @ Rs. 22/- per fully paid up equity share.

I/We refer to the Letter of Offer dated 07.03.2013 for acquiring the equity shares held by us in **Comfort Fincap Limited**.
I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES IN PHYSICAL FORM

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

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).	No. of shares
Total number of equity shares				

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives 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.

SHARES IN DEMATERIALISED FORM

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

DP Name	DP ID	Client ID	No. of Shares	ISIN NO.
Total number of shares				

I/We have done an off market transaction for crediting the Shares to the special account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.
I/We note and understand that the Shares would reside in the depository account opened for the purpose of this Offer until the time the Acquirer accept the Shares and makes the payment of purchase consideration as mentioned in the Letter of Offer.
I/We note and understand that the Shares would reside in the special account opened for the purpose of this Offer until the time the Acquirer accepts the Shares and makes the payment of purchase consideration as mentioned in the Letter of Offer.
I/We confirm that the equity shares of Comfort Fincap Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.
I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.
I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.
I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and Delivered

	Full Names (s) of the holders	Address	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.
Place:
Date:

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.
Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.
Savings/Current/(Others; please specify) : ______________________________________
Name of the Bank Branch: ____
Account Number: ____IFSC Code__________________________

--**Tear along this line** --

Acknowledgement slip

Ledger Folio No. __________________________Received from ______________________________ an application for sale of __________Equity Share(s) of Comfort Fincap Limited together with _________share certificate(s) bearing Certificate Numbers ___________________________ and ________transfer deed(s)/ photocopy of "Off-market" delivery instruction duly acknowledged by the DP.

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

Date of receipt **Signature of the official**

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

From:
Name:
Address:

Tel. No.
Fax No.
E-mail:

OFFER	
Opens on	April 11, 2013
Closes on	April 30, 2013
Last date of Withdrawal	April 25,2013

To,
M/s**.** Bigshare Services Private Limited**.**
E/2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka, Andheri (E)
Mumbai-400 072
Dear Sir,

Subject: **Open Offer by M/s. Luharuka Commotrade Private Limited having its registered office at A-301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai-400 064 (hereinafter referred to as "Acquirer" or "LCPL") to the shareholders of Comfort Fincap Limited ("Target Company" or "CFL") to acquire from them upto 21,70,260 fully paid up equity shares of Rs. 10/- each aggregating 20% of the paid up Equity & voting share capital of Comfort Fincap Limited @ Rs. 22/- per fully paid up equity share.**

We refer to the Letter of Offer dated 07.03.2013 for acquiring the equity shares held by me/us in Comfort Fincap Limited.

We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
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.
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.
We note that this Form of Withdrawal should reach the Registrar to the Offer before the last date of withdrawal i.e.25.04.2013.
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..
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.

SHARES HELD IN PHYSICAL FORM

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

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Shares
			From	To	
Total number of shares					

SHARES IN DEMATERIALISED FORM

We have tendered the shares in the offer which was done in an off market transaction for crediting the shares to the "BSPL ESCROW A/C CFL OPEN OFFER" as per the following particulars:
DP ID : IN301549
DP Name : HDFC Bank Ltd.
Beneficiary ID Number : 37464331
Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our shares have been tendered are as detailed below:

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

I/We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.
I/We confirm that the particulars given above are true and correct.
In case of dematerialised shares, I/We confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,
Signed and Delivered

	Full Names (s) of the holders	Address	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all shareholders must sign. A corporate body must sign under its official name. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance cum Acknowledgement. Applicants are requested to clearly mark the envelope with the words "Comfort Fincap Limited Open Offer" while sending the documents to the registrar to the offer. All future correspondence, if any, should be sent to the registrar to the offer, M/s. Bigshare Services Private Limited (unit: Comfort Fincap Limited), at their aforesaid address.

Place: Date:

-- TEAR HERE--

ACKNOWLEDGEMENT RECEIPT

Received Form of Withdrawal from Mr./ Mrs./Ms. ---

Folio No.-----------------------------------
Number of shares tendered ---
Number of share withdrawn ---

Stamp of Registrar **Signature of official** **Date of Receipt**