Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the public shareholders of

COUNT N DENIER (INDIA) LIMITED

Registered Office: 22,Sharda Bhawan, Nanda Patkar Marg, Nehru Road, Vile Parle (East), Mumbai-400 057

This Advertisement is being issued by Microsec Capital Limited ("Manager to the Offer"), on behalf of Mr. Gautam Mohan Deshpande ("Acquirer") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), in respect of the open offer ("Offer") to acquire up to 7,80,000 fully paid-up equity shares of face value of ₹ 10 each (each an "Equity Share") of Count N Denier (India) Limited ("Target Company"). The detailed public statement ("DPS") with respect to this Offer was published on December 26, 2012 in following newspaper:

Name of the Newspaper	Edition
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Nav Shakti (Marathi)	Mumbai – Edition

1. The Offer price is ₹ 1.50 per Equity Share ("Offer Price"). There is no revision in the Offer Price.
2. A committee of independent directors ("IDC") of the Target Company have opined that the Offer Price of ₹ 1.50 is fair and reasonable and in accordance with SEBI (SAST) Regulations. The IDC's recommendation was published on February 25, 2013 in the same newspapers in which the DPS was published, as mentioned above.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. The dispatch of the Letter of Offer dated February 18, 2013 to all the Shareholders has been completed on February 20, 2013.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgment) will also be available on SEBI's website (www.sebi.gov.in) and the Shareholders can also apply by downloading such forms from SEBI website. Further, in case of non-receipt / non-availability of the Form of Acceptance cum Acknowledgment, the application can be made on plain paper along with the following details:
   a. In case of Equity Shares held in physical form: Name, address, number of shares held, number of shares tendered, distinctive numbers, folio number, along with original Share Certificate(s), valid Transfer Deed(s), duly signed and witnessed.
   b. In case of Equity Shares held in dematerialized form: Name, address, number of Equity Shares tendered, Depository Participant ("DP") name, DP ID number, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favour of the Depository Escrow Account, the details of which are given below:

DP Name	BCB Brokerage Private Limited
DP ID	12010400
Client ID	00038455
ISIN	INE146N01016
Account name	PSIPL Escrow A/C Count N Denier Open Offer PSIPL
Depository	Central Depository Services (I) Ltd.

   The Shareholders having their beneficiary account in NSDL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Depository Escrow Account with CDSL

   c. In case of the unregistered Shareholders, along with the information prescribed under paragraph 5 above, also provide original contract note(s) issued by the broker through whom they acquired their Equity Shares.
6. All observations of SEBI by way of its letter no: CFD/DCR/SKS/3312/2013 dated February 06, 2013 and received on February 09, 2013 in terms of Regulation 16(4) of the SEBI (SAST) Regulations have been incorporated in the Letter of Offer dispatched to the Shareholders.
7. Pursuant to the Share Purchase Agreement ("SPA") dated December 18, 2012 as mentioned in paragraph 3.1.4 of the Letter of Offer and in terms of regulation 22(2) of the SEBI (SAST) Regulations, 2011, the parties to the SPA have acted upon the agreement and the Acquirer has completed the acquisition of the Sales Shares i.e. 14,47,400 equity shares of the Target Company from the Seller. Further, on February 01, 2013, the Acquirer, Mr. Gautam Mohan Deshpande was appointed as the Managing Director of the Target Company. The Seller's nominees i.e. Mr. Anil Babulal Agrawal, Managing Director and Mrs. Deepa Anil Agarwal, Director have resigned from the directorship of the Target Company. Furthermore, the board of directors of the Target Company in the Board Meeting dated February 01, 2013, had appointed Mr. Sudhirkumar Deshpande (independent director) as an additional director of the Target Company with immediate effect.
8. To the best of the knowledge of the Acquirer, no statutory approvals are required by the Acquirer to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
9. **Schedule of Activities**

Activities	Original Day & Date	Revised Day & Date
Public Announcement	Tuesday, December 18, 2012	Tuesday, December 18, 2012
Detailed Public Statement	Wednesday, December 26, 2012	Wednesday, December 26, 2012
Last Date for Competing Offer	Wednesday, January 16, 2013	Wednesday, January 16, 2013
Identified Date*	Monday, January 28, 2013	Tuesday, February 12, 2013
Date by which the Letter of Offer will be despatched to the shareholders	Monday, February 04, 2013	Wednesday, February 20, 2013
Last date for revising the Offer Price/ Offer Size	Tuesday, February 05, 2013	Thursday, February 21, 2013
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Thursday, February 07, 2013	Monday, February 25, 2013
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers	Friday, February 08, 2013	Tuesday, February 26, 2013
Date of commencement of Tendering Period (Offer Opening Date)	Monday, February 11, 2013	Wednesday, February 27, 2013
Date of Expiry of Tendering Period (Offer Closing Date)	Friday, February 22, 2013	Tuesday, March 12, 2013
Date of communicating the rejection/ acceptance and payment of consideration for the accepted shares	Friday, March 08, 2013	Tuesday, March 26, 2013

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and the Seller) are eligible to participate in the Offer any time before the closure of the Offer.*

Capitalised terms used but not defined in this advertisement shall have the meanings assigned to such terms in the PA and/or DPS and/or Letter of Offer. The Acquirer accepts full responsibility for the information contained in this advertisement and also accepts responsibility for the obligations of the Acquirer laid down under the SEBI (SAST) Regulations.

Issued by the Manager to the Offer for and on behalf of the Acquirer

MICROSEC
MICRO FOCUS. MEGA WEALTH

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Contact Person : **Mr. Manav Goenka**

Place : Kolkata
Dated : February 26, 2013