

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 M/s. Euro Finmart Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or 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 the Stock Exchange through whom the said sale was effected.

OPEN OFFER

Pursuant to Regulations 3 and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

BY

MR. ALOK KUMAR AGARWAL (Acquirer)

Having the residential address at 56, SFS Flats, Ashok Vihar Phase-IV, Delhi- 110 052 Tel. No: 011-42541291, Fax No: 011-23552001; Email:

alok@alankit.com

(Hereinafter referred as "Acquirer")

TO THE SHAREHOLDERS OF M/S. EURO FINMART LIMITED

(Hereinafter referred as "EFL" or "the Target Company" or "TC" or "the Company")

Having the Registered Office at 291, Anarkali Complex, Jhandewalan Extension, New Delhi- 110 055, Phone No. 011-41540028, Fax No. 011-41540028 Email id: investor@eurofin.in

TO ACQUIRE

Up to 12,60,500 Fully Paid-up Equity Shares of Rs. 10/- each, representing in aggregate 26% of the Paid up and Voting Equity Share Capital of EFL, for cash, at a price of **Rs. 30/- (Rupees Thirty Only)** per Fully Paid-up Equity Share ("Offer Price").

1. This Offer is being made pursuant to the Regulations 3 & 4 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
3. **This offer is not a competing offer**
4. As on the date of this DLOF, to the best of the knowledge of the Acquirer, there are no statutory or other approvals which are required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Tendering Period, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary application for such approvals.
5. **There has been no competing offer or revision of Offer Price as on date of this Letter of Offer.**
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. If there is any upward revision in the Offer Price by the Acquirer at any time prior to commencement of the last three working days before the commencement of the tendering period viz., Tuesday, 30th October 2012 you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirer shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two working days by an Announcement in the same newspapers in which the Detailed Public Statement was appeared.
8. A copy of the Public Announcement, Detailed Public Statement and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) are also available on SEBI's Website: www.sebi.gov.in
9. All correspondence relating to this offer, if any, should be addressed to the Registrar to the Offer, viz M/s. System Support Services.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	COMFORT SECURITIES LTD SEBI Registration No. INM000011328 A-301, Hetal Arch, Opp Natraj Market, S. V. Road, Malad (West), Mumbai - 400 064. Tel nos.: 022- 28449765/28449766 Fax no.: 022- 28892527 Contact Person : Ms. Mayuri Thakkar Email: mayurithakkar@comfortsecurities.co.in Website: www.comfortsecurities.co.in		SYSTEM SUPPORT SERVICES SEBI Registration No. INR000000502. 209, Shivai Industrial Estate, 89, Andheri kurla Road, Sakinaka, Andheri (E), Mumbai - 400072 Tel Nos : 022-28500835 Fax no. : 022-28501438 Contact Person : Mr. Mahendra Mehta and Mr. Zoeb Sutarwala Email: sysss72@yahoo.com zoebsss@hotmail.com Website : http://www.sysss.com/
OFFER OPENS ON: MONDAY, 5 TH NOVEMBER, 2012		OFFER CLOSES ON: TUESDAY, 20 TH NOVEMBER, 2012	

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Day and Date	Revised Day and Date
1	Date of Public Announcement	Monday, 27.08.2012	Monday, 27.08.2012
2	Opening of Escrow Account	Wednesday, 29.08.2012	Wednesday, 29.08.2012
3	Publication of Detailed Public Statement (DPS) in newspapers	Friday, 31.08.2012	Friday, 31.08.2012
4	Submission of Detailed Public Statement to BSE, DSE, Target Company & SEBI	Monday, 03.09.2012	Monday, 03.09.2012
5	Filing of Draft Offer Document with SEBI along with soft copies of Public Announcement and Detailed Public Statement	Friday, 07.09.2012	Friday, 07.09.2012
6	Last Date for a competing Offer	Monday, 24.09.2012	Monday, 24.09.2012
7	Receipt of Comments from SEBI on Draft Letter of Offer	Monday, 01.10.2012	Wednesday, 17.10.2012*
8	Identified Date**	Wednesday, 03.10.2012	Wednesday, 17.10.2012
9	Date by which Letter of Offer will be dispatched to the Shareholders	Thursday, 11.10.2012	Monday, 29.10.2012
10	Last date for revising the Offer Price	Friday, 12.10.2012	Tuesday, 30.10.2012
11	Last date by which Board of Target Company shall give its recommendations	Thursday, 11.10.2012	Monday, 29.10.2012***
12	Advertisement of Schedule of activities for open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	Tuesday, 16.10.2012	Thursday, 01.11.2012
13	Date of Commencement of tendering period (Offer Opening Date)	Thursday, 18.10.2012	Monday, 05.11.2012
14	Date of Expiry of tendering period (Offer Closing Date)	Friday, 02.11.2012	Tuesday, 20.11.2012
15	Date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	Tuesday, 20.11.2012	Wednesday, 05.12.2012
16	Final Report from Merchant Banker	Tuesday, 27.11.2012	Wednesday, 12.12.2012

*** SEBI has issued the observation dated 15th October 2012 but it is received on 17th October 2012**

**** "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 Sellers) are eligible to participate in the Offer any time before the closure of the Offer.**

***** The independent directors of the Target Company has given their recommendations for the open offer on 20th October 2012 which was published on 22nd October 2012.**

Note: Duly Signed application and Transfer Deed(s) together with share certificate(s) should be dispatched by Registered Post / Courier or hand delivered to the Registrar to the Offer at above address to arrive not later than 6.00 p.m. on Tuesday, 20th November, 2012.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

- 1) The Offer involves an offer to acquire up to 26% of the Paid up Equity Share Capital of EFL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, 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 (a) there is any litigation leading to a “stay” of the Offer, or (b) SEBI instructing the Acquirer not to proceed with the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of EFL whose Shares has 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 statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals 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 for the delay, as may be specified by SEBI.
- 3) Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of 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.
- 4) No statutory and regulatory approvals are required by the Acquirer, and wherever applicable, by the Target Company, in connection with the Offer.
- 5) The Shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of EFL. Accordingly, the Acquirer makes no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of EFL on whether to participate or not to participate in the Offer.

B. IN ASSOCIATION WITH THE ACQUIRER

The Acquirer makes no assurance with respect to the financial performance of the Target Company. They also make no assurance with respect to the market price of the Shares upon the completion of the Offer, and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

The Acquirer does not accept any responsibility for statements made otherwise than in the Letter of Offer / Public Announcement/ Detailed Public Statement, and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.

C. RISK IN THE TRANSACTION

The Share Purchase Agreement (SPA) dated 27th August, 2012 contains a clause that it is subject to the provisions of SEBI (SAST) Regulations and in case of non-compliance with any of the provisions of the Regulations, the Sellers or the Acquirer shall not act upon the agreement for such sale.

The Acquirer makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

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1. DEFINITIONS

1.	Acquirer	Mr. Alok Kumar Agarwal
2.	Acquisition Agreement or SPA	Share Purchase Agreement dated 27 th August, 2012 for purchase of 76,550 paid up Equity Shares of Euro Finmart Limited of Rs. 10/- each, representing up to 1.58% of total paid up capital of EFL from the following Sellers by Acquirer at a price of Rs. 30/- each per fully paid up Share. a. Mr. Ashvarya Kumar Maheshwari b. Mr. Krishan Kumar Maheshwari c. Ms. Shobha Maheshwari d. Mr. Vinod Kumar Maheshwari e. Ms. Sandhya Maheshwari
3.	BSE	Bombay Stock Exchange Limited
4.	CA	Chartered Accountant
5.	Detailed Public Statement or DPS	Detailed Public Statement of the Open Offer made by The Acquirer, which appeared in the newspapers on Friday, 31 st August, 2012 and Saturday, 1 st September, 2012.
6.	DSE	Delhi Stock Exchange Limited
7.	Euro Finmart Limited	EFL//Target Company/ TC
8.	Effective Date	The date of certificate by the Merchant banker after filing the final Report with SEBI under SEBI (SAST) Regulations
9.	FEMA	Foreign Exchange Management Act, 1999 including related rules and regulations
10.	Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement.
11.	HDFC	HDFC Bank Limited
12.	Identified Date	Wednesday, 17 th October, 2012
13.	Listing Agreement	Listing agreement as entered by the Target Company with the Stock Exchanges
14.	LOO, or Letter of Offer	This Offer Document.
15.	Manager to the Offer or, Merchant Banker	Comfort Securities Limited
16.	Negotiated Price	Rs. 30/- (Rupees Thirty Only) per fully paid-up Equity Share of face value of Rs.10/- each.
17.	Net Asset Value/ Book Value per Share	(Equity Capital + Free Reserve excluding of Revaluation reserve - Debit balance in Profit & Loss a/c - Misc expenditure not written off) / No. of Equity Shares.
18.	Offer/Open Offer/ The Offer	Offer to acquire up to 12,60,500 Equity Shares of Rs. 10/- each representing 26% of the total paid up equity share capital of the Target Company, to be acquired by the Acquirer, at a price of Rs. 30 /- per Equity share payable in cash
19.	Offer Price	Rs. 30 /- (Rupees Thirty Only) per fully paid up Share of Rs. 10/- each payable in cash.
20.	PA	Public Announcement
21.	PAC/PACs	Person(s) Acting in Concert
22.	Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of Euro Finmart Limited and unregistered shareholders who own the Shares of Limited on or before the last date of tendering period is eligible to participate in the offer other than the parties to the SPA and the other promoter group who are not part of the SPA.
23.	Promoter/ Promoter Group	Mr. Ashvarya Kumar Maheshwari Mr. Krishan Kumar Maheshwari Ms. Shobha Maheshwari Mr. Vinod Kumar Maheshwari Ms. Sandhya Maheshwari Mr. Franz Gotz Mr. Kailash J Dashottra Mr. Ashok Kumar Maheshwari Mr. Kailash Saboo
24.	Public Shareholding	The Shares held by Shareholders other than those classified as the promoters of the Company in the latest shareholding pattern filed with the stock exchange
25.	RBI	Reserve Bank of India.

26.	Registrar or Registrar to the Offer	System Support Services
27.	Return on Net worth	(Profit after Tax)/ (Equity Capital + Free Reserve excluding of Revaluation reserve- Debit balance in Profit & Loss a/c - Misc. expenditure not written off) *100.
28.	SEBI	Securities and Exchange Board of India
29.	SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
30.	SEBI Act	Securities and Exchange Board of India Act, 1992.
31.	Sellers	Mr. Ashvarya Kumar Maheshwari Mr. Krishan Kumar Maheshwari Ms. Shobha Maheshwari Mr. Vinod Kumar Maheshwari Ms. Sandhya Maheshwari
32.	Shares	Equity shares of Rs. 10 /- (Rupees ten only) each of the Target Company

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Letter of Offer, all figures have been expressed in “Lacs” unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF EURO FINMART LIMITED 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 WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, COMFORT SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 7TH SEPTEMBER 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

- 3.1.1 This Open Offer (“Offer”) is being made by Mr. Alok Kumar Agarwal (“**Acquirer**”) under the offer to the Equity Shareholders of **M/s. Euro Finmart Limited (“EFL” or the “Target Company”)** a company incorporated and duly registered under the Companies Act, 1956, and having its Registered office at 291, Anarkali Complex, Jhandewalan Extension, New Delhi- 110 055, Phone No. 011-41540028, Fax No. 011-41540028 Email id: investor@eurofin.in pursuant to the Regulation 3 and the Acquirer propose to take management control in the Target Company and therefore this offer is also in compliance with Regulation 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.
- 3.1.2 The Acquirer hereby makes this Offer to the Shareholders of the Target Company (other than the parties to the SPA and other Promoters who are not part of the SPA) to acquire up to 12,60,500 fully paid up Equity Shares (“Shares”) of the Target Company of Rs. 10/- each, representing in aggregate 26% of the paid up Equity Share Capital and voting capital at a price of Rs. 30/- (Rupees Thirty Only) per share (“Offer Price”) payable in cash subject to the terms and conditions mentioned in the DPS and in this Letter of Offer.
- 3.1.3 There is no person acting in concert (“**PAC**”) with the Acquirer within the meaning of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

3.1.4 The Acquirer has entered into a SPA with Sellers on 27th August, 2012 for the purchase of 76,550 Equity Shares ("Sale Shares"), of the Target Company bearing a face value of Rs.10/- each which amounts to 1.58% of the total paid-up equity share capital of **M/s. Euro Finmart Limited**, at a price of Rs. 30/- (Rupees Thirty Only) per fully paid up Share (Negotiated Price) payable through cash wherein it is also proposed to take the Management Control of the Target Company under regulation 4 of SEBI (SAST) Regulations, 2011 as amended . The total consideration payable in cash for the proposed acquisition will be Rs. 22,96,500 /- (Rupees Twenty Two Lacs Ninety Six Thousand Five Hundred only). The Sellers belong to the Promoter group of the Target Company. Consequent changes in control of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirer in compliance with Regulation 3, 4 and other applicable provisions of SEBI (SAST) Regulations, 2011.

3.1.5 The details of the Sellers are as under:

Sr. No.	Name & Address of the Sellers	Telephone No.	No. of Shares sold through SPA	% of Paid up Capital of Target Company (as on the date of SPA)
1.	Mr. Ashvarya Kumar Maheshwari Address: C/16, Chirag Enclave, G K 1, Opposite Nehru Place, New Delhi-110 048 PAN:AFDPM6673H	9810034654	20,950	0.43%
2.	Mr. Krishan Kumar Maheshwari Address: C/16, Chirag Enclave, G K 1, Opposite Nehru Place, New Delhi-110 048 PAN:AAEPM6036E	22164905	23,210	0.48%
3.	Ms. Shobha Maheshwari Address: C/16, Chirag Enclave, G K 1, Opposite Nehru Place, New Delhi-110 048 PAN:AAQPM1541G	011-71672064	50	0.00%
4.	Mr. Vinod Kumar Maheshwari Address: C/16, Chirag Enclave, G K 1, Opposite Nehru Place, New Delhi-110 048 PAN:AAQPM6035H	9810033446	31,750	0.65%
5.	Ms. Sandhya Maheshwari Address: D-105, Vivek Vihar, Delhi- 110 085 PAN:AAGPM4886N	011-22153442	590	0.02%
	Total		76,550	1.58%

3.1.6 The salient features of the SPA dated 27th August, 2012 are as under:

3.1.6.1 The SPA is subject to compliance of provisions of SEBI(SAST) Regulations and in case of non compliance with the provisions of SEBI(SAST) Regulations this SPA shall not be acted upon.

3.1.6.2 The obligations of the Sellers and the Acquirer under the SPA are subject to the satisfaction of, or, if applicable, waiver of the following conditions precedent:

- The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations and in case of non compliances with the provisions of SEBI (SAST) Regulations, this SPA shall not be acted upon.
- This agreement shall be binding on the parties, their heirs, legal representatives, executors and successors.
- That the Sale Shares under the SPA are free from all charges, encumbrances or liens;
- The Sellers shall hand over to the Acquirer the original certificates relating to the Sale Shares together with transfer deeds/Delivery Instruction Slips duly executed by the Sellers after the completion of sale.
- The Acquirer/Sellers agrees to diligently provide all information within his power and possession to give true and proper disclosures to SEBI, Stock Exchanges and to the shareholders.
- All costs and expenses (including stamp duty on the agreement) shall be borne and paid by the Acquirer.
- In consideration of the purchase of the Shares, the Acquirer has delivered the Sellers Demand Drafts/ Cheques for Rs. 11,48,250 /- Rupees (Eleven Lacs Forty Eight Thousand Two Hundred and Fifty Only) being the part consideration 50 % for sale of the said **76,550** number of equity shares. The remaining amount of Rs. 11,48,250 /- Rupees (Eleven Lacs Forty Eight Thousand Two Hundred and Fifty Only) 50 % of consideration shall be paid after the completion of the all the required compliance as contemplated in the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

- 3.1.7 Upon completion of this Open Offer in terms of the SEBI (SAST) Regulations, the change of control of Target Company shall be effected.
- 3.1.8 The Acquirer, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.9 Mr. Alok Kumar Agarwal is the Acquirer and there is no person acting in concert with the Acquirer in this Offer.
- 3.1.10 The Shares of the Target Company are listed at BSE and DSE.
- 3.1.11 As per the Stock Exchanges latest filings made with the BSE and DSE the Sellers as mentioned in point no 3.1.5 as above and Mr. Ashok Kumar Maheshwari, Mr. Kailash Saboo, Mr. Kailash J Dashottra and Mr. Franz Gotz are also the Promoters of the Target Company.
- 3.1.12 The Acquirer has not acquired any Shares of the Target Company during the twelve (12) months period prior to the date of PA i.e. 27th August, 2012.
- However, M/s. Alankit Associates Private Limited is holding 78,810 Equity Shares (1.63%) in EFL at the average rate of Rs. 12.63/- before Public Announcement. Mr. Alok Kumar Agarwal (Acquirer) is the Promoter as well as the Director of M/s. Alankit Associates Private Limited. Further, M/s. Alankit Associates Private Limited is not a Person Acting in Concert (PAC) for the said Open Offer.
- 3.1.13 The Acquirer does not hold any Shares/ Voting Rights of the Target Company other than the shares agreed and proposed to be acquired through the SPA.
- 3.1.14 The Manager to the Open Offer i.e. Comfort Securities Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.
- 3.1.15 The Acquirer intends to take control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof. Mr. Alok Kumar Agarwal will be the proposed director on behalf of Acquirer after the Open offer.
- 3.1.16 There is no non-compete arrangement and/or agreement between the Acquirer and the Sellers.

- 3.1.17 The independent directors of the Target Company has came out with their recommendations for the Offer on 20th October, 2012 which was published on Monday, 22nd October 2012 in the same newspapers in which the Detailed Public Statement was published.

3.2 Details of the Proposed Offer

- 3.2.1 The Acquirer has made a Detailed Public Statement pursuant to Public Announcement on following days in the following newspapers in accordance with the Regulation 14 (3) and pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations.

Name of the Newspaper	Language	Editions	Date of Publication
Business Standard	English	Kolkata, Delhi, Mumbai, Bhubhaneshwar and Kochi.	31 st August, 2012
Business Standard	English	Ahmedabad, Pune, Luknow, Chandigarh, Bangalore, Chennai and Hyderabad.	1 st September, 2012
Business Standard	Hindi	All Editions	1 st September, 2012
Mumbai Lakshadeep	Marathi	Mumbai	31 st August, 2012

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in.

Note: Due to technical reasons of publication i.e Business Standard the DPS was published on 31st August 2012 and on 1st September 2012 as above.

- 3.2.2 The Acquirer is making this Open Offer under the SEBI (SAST) Regulations, to acquire up to 12,60,500 Equity Shares of Rs. 10/- each representing up to 26% of the total paid up equity share capital from the Shareholders of EFL on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 30/- (Rupees Thirty Only) payable in cash. These Shares are to be acquired by the Acquirer, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.3 There are no partly paid up Shares in the Target Company.
- 3.2.4 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.
- 3.2.5 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.
- 3.2.6 The Acquirer has not acquired any Shares in the Target Company since the date of PA i.e. 27th August, 2012 up to the date of Letter of Offer.
- 3.2.7 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirer from time to time in this regard.

3.3 Object of the Offer:

- 3.3.1 The Offer is being made pursuant to signing of the SPA as provided in Para 3.1.4 above and also to take Management Control in the Target Company and is being made in accordance with Regulations 3 and 4 of the SEBI (SAST) Regulations, 2011.
- 3.3.2 The Offer to the Shareholders of EFL is for the purpose of acquiring up to 26% of the total paid up capital. After the proposed Offer, the Acquirer will achieve substantial acquisition of Shares and voting rights, accompanied with effective management control over the Target Company.
- 3.3.3 The Acquirer intends to continue the existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company.
- 3.3.4 The Acquirer intends seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Takeover.

4. BACKGROUND OF MR. ALOK KUMAR AGARWAL, THE ACQUIRER

- 4.1 Mr. Alok Kumar Agarwal, aged 54 years, S/o. Shanti Kumar Agarwal is residing at 56, SFS Flats, Ashok Vihar Phase-IV, Delhi-110 052 Tel. No.: 011-42541291, Fax No.: 011-23552001; Email: alok@alankit.com
- 4.2 Mr. Alok Kumar Agarwal is a Commerce Graduate from Rohailkhand University, Chartered Accountant (CA) from Institute of Chartered Accountants of India (ICAI) and Certified Financial Consultant from Institute of Financial Consultants, USA by qualification.
- 4.3 Mr. Alok Kumar Agarwal has over 25 years of experience in Finance, administration, audit, accounts and capital markets.
- 4.4 Mr. Alok Kumar Agarwal is holding a Permanent Account Number (PAN) AAJPA1283A.
- 4.5 The Networth of Mr. Alok Kumar Agarwal as on 31st March, 2012 is Rs. 6,08,38,253/- (Rupees Six Crores Eight Lakhs Thirty Eight Thousand Two Hundred Fifty Three only) and the same is certified by Mr. Vinod Gupta (Membership No. 86239), Chartered Accountant on 13th August, 2012 having his office at 211, Anarkali Complex, Jhandewalan Extension, New Delhi- 110055, Tel. No. 011-23510033, Fax : 011-23554244; Email: vinodgupta211@gmail.com which is as follows :

STATEMENT OF ASSETS AND LIABILITIES AS ON 31-03-2012

Sr. No.	Particulars	Amount in Rs.
A.	IMMOVABLE	NIL
B.	MOVABLE	5,17,51,991
C.	INVESTMENTS	3,21,08,365
D.	CASH & BANK BALANCES	1,43,147
E.	TOTAL (A+B+C+D)	8,40,03,503
F.	LESS: LIABILITIES	2,31,65,250
G.	NETWORTH (E - F)	6,08,38,253

- 4.6 Mr. Alok Kumar Agarwal has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.
- 4.7 There are some of the pending litigations against Mr. Alok Kumar Agarwal which are as follows:

Sr. No.	Title Case No.	Title	Particulars	Amount Involved	Court / Authorities
1	336/2008	Devender Kansal v/s. Alankit Assignments Limited, Alok Agarwal	Plaintiff was working as Manager (TIN) Operations. Resigned in May 2007. Suit for payment of salary, Bonus and other dues	Rs. 1,33,706 along with interest rate @ 1.5 % p.m. from the date of suit till realisation	Court of SH. Rakesh Kumar - iii Administrative civil judge-cum- additional Rent Controller (west). Room No 112, Tis Hazari Dist. Court Delhi.
2	15025/2007	Paritosh Biswas v/s. Alok Aggarwal & Y. P. Sachdev	Company has filed a complaint under N. I. Act for dishonor of 2 cheques issued by Paritosh Biswas, complainant in this case for sum of Rs. 8.75 lacs for bouncing of cheques. As counter blast to this complaint he has filed this false complaint to	Rs. 8,75,000	Sh. Gaurav Rao, Metropolitan Magistrate South-01, Room No. 215, Ground Floor, Saket Courts Complex

			pressurize us to withdraw the same. Complaint alleging cheating, forgery and misuse of two cheques u/s. 120A/405/415/420 and 34 of IPC		
3	250/P/05	Rishab Kumar Sogani v/s. Alok Agarwal, Accused No. 1, Alankit Imaginations Ltd., Accused No. 2	Complainant was constituent of Alankit Imaginations Ltd. And trading in commodity derivatives contracts. On 5-8-2005 made false allegation of theft of his mobile. He further stated that he squared up his outstanding contracts of MCX, whereas these were squared by us only on 12-8-2005 and he was liable to the company towards marked to mark margin in his account for his trades. He lodged a false complaint with Police Station, Paharganj about theft of his Mobile by one Mr. Raj Kumar at our office on 5-8-2005. In the police complaint he has also falsely alleged that he squared up his outstanding contracts. Subsequent thereto he filed civil suit in the court of Mr. Prashant Sharma, Civil Judge (Central)-03, Room No. 346, Tis Hazari Court. The suit was dismissed by the court on 1-11-2007. Subsequently he filed application with the same court for directions to MCX for initiating Arbitration proceedings. This application was also dismissed on 26-3-2009. He went in appeal against above orders in the court of Mr. Kamlesh Kumar, Addl. District & Session Judge (Central), Room No. 27, Tis Hazari Court, Delhi. Appeal was also dismissed on 11-8-2009. In the meanwhile the above criminal complaint has been filed u/s 156 (3) Cr.Pc. The Police filed its report on 12-9-2008. The Court ordered for closing the complaint same day. The complainant has since filed fresh application for reopening the case. Orders given on 18-9-2009 for fresh investigation and directions have been given to Police to file the status report. The Police Authorities have recorded statement of the employees of the company and also Mr. Raj Kumar and have filed the same in the Court. No cognizance for summoning have been taken by the court in the matter so far. Criminal Complaint under section 156(3) CrPc for lodging under Section 420 IPC against the accused.	Rs. 1,52,000	Sh. Manish Yaduwanshi, Additional Chief Metropolitan Magistrate - 01, Central Room No. 37, Tis Hazari Court, Delhi.

4	226/10	Narender Pal Singh v/s. Pratistha Images Pvt. Ltd., Accused No. 1, Ashutosh Aggarwal, Accused No. 2, Alok Aggarwal, Accused No. 3, Y. P. Sachdev, Accused No. 4, Ashwani Bansal, Accused No. 5, Ritu Bansal, Accused No. 6	Sardar Pritam Singh a Refugee, who came to India on partition was allotted the premises Plot 4E/2, Jhandewalan Extn., New Delhi by Delhi Development Authority vide letter dated 16-8-1960 against his claim registered by Ministry of Relief and Rehabilitation (claim dated 23-6-1948). Sardar Pritam Singh died intestate on 8-9-1975. DDA executed Conveyance Deed in favour of his two sons on 8-9-1998. Subsequent to his death his two sons Jagjeet Singh & Surjeet Singh entered into agreement of sale with Ashwini Bansal and executed; GPA, SPA and Registered Will in favour of his wife. M/s. Prathishta Images Pvt. Ltd., purchased the Property from Ashwini Bansal for which the GPA holder executed a Registered Agreement of Sale coupled with usual documents of GPA, SPA and Registered Will. Narender Pratap Singh and his two cousins filed a false suit for declaration and cancellation of documents which is pending in the court of Sh. A. K. Chawla, Addl. District Judge (Central)-19, Room No. 9, Tis Hazari Court, Delhi. Alongwith our written statement we have filed documents which contradicts his claims. As a counter blast this false criminal complaint has been filed alleging that the documents filed in the civil suit are false, forged and spurious. We have filed Petition against summoning order in Delhi High Court. The High Court has admitted our petition and stayed the summoning orders.	Difficult to determine	Sh. Neeraj Gaur, Metropolitan Magistrate, Room No. 266, 2nd Floor, Tis Hazari Courts, Delhi
5	187/2009	S. P. Puri v/s. Mr. Alok Agarwal, MD, Accused No. 1, Mr. Ashok Agarwal, Accused No. 2, Mr. Subodh Sharma, Accused No. 3, Mr. Satinder Singh, Accused No. 4 and Mr. Sunil Saini, Accused No. 5	FIR 187/09 Dated 10-09-2009 registered with P.S. EOW on complaint of S. P. Puri alleging misuse of Speed e and fraudulent transfer of securities u/s 406/420/467/468/120B. We have filed W.P. (CRL) No. 1846/2009 for quashing of FIR. S. P. Puri has filed an complaint with EOW, Qutab Enclave on 8-7-2007. On the basis of the said complaint Police has registered FIR on 10-9-2009, wherein the following 5 persons of our company have been named as accused:- Mr. Alok Agarwal, Mr. Ashok Agarwal, Mr. Sunil Saini besides Mr. Satinder (Ex employee) and Mr. Subodh Sharma. We have filed writ petition with High Court of Delhi	Rs. 1,08,56,840.24	CBT Section, Office of the Assistant Commissioner of Police, Economic Offences Wings, Crime Branch, 2nd Floor, FPPB, PTS Malviya Nagar, New Delhi - 110 017.

			for quashing of FIR and interim injunction against investigation. Hon'ble Court after hearing on 23-12-2009 has issued orders that pending investigation the petitioners namely Mr. Alok Agarwal, Mr. Ashok Agarwal, and Mr. Sunil Saini not to be arrested and directed EOW and S P Puri to file status Report/Replies.		
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4.8 Mr. Alok Kumar Agarwal has promoted and is holding directorship in the following Companies:

Sr. No.	Name of the Company	Promoter/ Director
1	Alankit Assignments Limited	Promoter and Director
2	Alankit Life Care Limited	Promoter and Director
3	Alankit Finsec Limited	Promoter and Director
4	Alankit Health Care TPA Limited	Promoter and Director
5	Alankit Imaginations Limited	Promoter and Director
6	Alankit Technologies Limited	Promoter and Director
7	Alankit Associates Private Limited	Promoter and Director
8	Alankit Brands Private Limited	Promoter and Director
9	Alankit Global Resources DMCC	Promoter and Director
10	Alankit Corporate Services LLP (Nominee of Alankit Assignments Limited)	Promoter and Director

4.9 Mr. Alok Kumar Agarwal is not related to the Target Company, its Directors and Promoters in any manner whatsoever except the signed SPA dated Monday, 27th August, 2012 with the promoters of Target Company to acquire 76,550 equity shares constituting 1.58% of the fully paid equity shares of the Target Company and also taking management control of the Target Company.

4.10 Mr. Alok Kumar Agarwal has not acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of this Public Announcement.

However, M/s. Alankit Associates Private Limited is holding 78,810 Equity Shares (1.63%) in EFL at the average rate of Rs. 12.63/- before Public Announcement. Mr. Alok Kumar Agarwal (Acquirer) is the Promoter as well as the Director of M/s. Alankit Associates Private Limited. Further, M/s. Alankit Associates Private Limited is not a Person Acting in Concert (PAC) for the said Open Offer.

4.11 Other details about Acquirer

4.11.1 As per Regulation 17 of SEBI (SAST) Regulations, the Acquirer has deposited the securities with appropriate margin in the escrow demat account opened with the Comfort Securities Limited namely Comfort Securities Limited- AKL-Takeover Escrow Account bearing no. 1205370000023227 and further the Acquirer has also deposited Rs. 4,00,000/- (Rupees Four Lacs Only) which is more than 1% of the amount required for the Open Offer in an escrow account opened bearing no. 00600350109411 with the Escrow Agent, i.e. HDFC Bank Ltd, having address at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai 400 001

4.11.2 The Acquirer has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirer. As per certificate dated 13th August, 2012 from Mr. Vinod Gupta (Membership No. 86239), Chartered Accountant having his office at 211, Anarkali Complex, Jhandewalan Extension, New Delhi- 110055, Tel. No. 011-23510033, Fax: 011-23554244; Email: vinodgupta211@gmail.com, the Networth of Mr. Alok Kumar Agarwal as on 31st March, 2012 is Rs. 6,08,38,253/- (Rupees Six Crores Eight Lakhs Thirty Eight Thousand Two Hundred Fifty Three only).

4.11.3 As per the Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer do not have any plans to alienate any material assets of the Target Company or otherwise sale, lease, encumber any assets of the Target

Company in the next 2 (two) years, except in the ordinary course of business of the Company, Other than in the ordinary course of business, the Acquirer undertakes that it shall not alienate whether by sale, lease or encumber any material assets of the Target Company except with the prior approval of shareholders.

4.11.4 The Acquirer intends to continue the existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company. However, no firm decision in this regard has been taken or proposes so far.

4.11.5 Pursuant to this offer, the public shareholding in the Target Company may reduce to less than the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and Listing Agreement. The Acquirer undertakes that if the public shareholding is reduced to below such minimum level they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Listing Agreement and other provisions of applicable laws, within the time period mentioned therein.

5. BACKGROUND OF THE TARGET COMPANY (EFL)

5.1 EFL was originally incorporated as M/s. G.D.M Jewellery Manufacturing Company Private Limited on 5th July, 1989 with Registrar of Companies, Delhi and Haryana, under the provisions of the Companies Act, 1956. Subsequently, the Company was converted into a Public Limited Company and the name was changed to M/s. G.D.M Jewellery Manufacturing Company Limited on 3rd March, 1993. The name of the Company was further changed to M/s. Euro-Gold Jewellery Limited vide ROC letter dated 2nd February, 1994. Subsequently, the name of the Company was further changed to M/s. Euro Finmart Limited vide a fresh Certificate of Incorporation dated 9th June, 2009. Presently the Registered Office of the Company is situated at 291, Anarkali Complex, Jhandewalan Extension, New Delhi- 110 055, Phone No. 011-41540028, Fax No. 011-41540028 Email id: investor@eurofin.in.

5.2 The Sellers as mentioned in point no. 3.1.5 as above and Mr. Ashok Kumar Maheshwari, Mr. Franz Gotz, Mr. Kailash J Dashotra and Mr. Kailash Saboo are also the current Promoters of EFL and they collectively hold 2.24% of the total paid up Equity Share Capital of EFL.

5.3 EFL presently engaged in trading of Shares and Commodities. The Company has been provisionally accredited as Smart Card Service provider by Quality Council of India. The Company has applied for Empanelment as Enrolment Agency for enrolment of residence of India to UIDAI. The Company is taking part in tenders relating to e-Governance business.

5.4 The authorized share capital of EFL as on date of PA is **Rs. 5,00,00,000/- (Rupees Five Crores Only)** divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs 10/- (Rupees Ten Only) each. The Paid up share capital of the Company is Rs 4,84,79,050/- (Rupees Four Crores Eighty Four Lacs Seventy Nine Thousand and Fifty Only) divided into 48,47,905 (Forty Eight Lacs Forty Seven Thousand Nine Hundred and Five) Equity Shares of Rs 10/- (Rupees Ten Only) each.

Paid up Equity Shares of EFL	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	48,47,905	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	48,47,905	100.00
Total Voting Rights in the Target Company	48,47,905	100.00

5.5 The current capital structure of the Company has been build up since inceptions are as under:

Date of Allotment	No. of Shares issued	% of shares issued	Cumulative paid up capital in Rs.	Mode of Allotment	Identity of allottees (Promoters / ex-promoters / others)	Status of compliance
05.07.1989	40	0.00	4000	Issue of Equity Shares	Promoters	Complied

09.01.1991	12460	0.26	1250000	Issue of Equity Shares	Promoters	Complied
31.01.1991	500	0.01	1300000	Issue of Equity Shares	Promoters	Complied
31.03.1992	6538	0.13	1953800	Issue of Equity Shares	Promoters	Complied
Total	19538	0.40				
Reclassification of shares- Change of face value from Rs. 100 to Rs. 10 (Equity Shares)						
After Reclassification of Shares	195380	4.03	1953800	Issue of Equity Shares	Promoters	Complied
01.02.1993	1000	0.02	1963800	Issue of Equity Shares	Promoters	Complied
29.03.1993	151000	3.11	3473800	Issue of Equity Shares	Promoters	Complied
22.11.1993	550000	11.35	8973800	Issue of Equity Shares	Promoters	Complied
05.04.1994	256820	5.30	11542000	Issue of Equity Shares	Promoters & Others	Complied
07.11.1994	16000	0.33	11702000	Issue of Equity Shares	Promoters & Others	Complied
During 1995	1910500	39.41	30807000	Issue of Equity Shares	Public	Complied
21.07.2008	(395400)	(8.16)	26853000	Forfeiture of shares	--	Complied
18.08.2008	(2631594)	(54.28)	537060	Reduction of share capital	--	Complied
10.02.2011	915875	18.89	9695810	Allotment of Equity Shares to Preference Shareholders	Others	Complied
19.10.2011	3878324	80	48479050	Bonus Issue (4:1)	Promoters and Others	Complied
Total	4847905	100				

Note: Preference Shares

Date of Allotment	No. of Preference Shares issued	Mode of Allotment
30.12.2009	4900000	Issue of Preference Shares
10.02.2011	(4900000)	Redemption of Preference Shares
Total	Nil	

5.6 The Equity Shares of the EFL are listed on BSE and DSE.

5.7 There are no partly paid-up Shares in the Company.

5.8 There are no outstanding convertible instruments / warrants.

5.9 The composition of the board of directors of EFL as the date of P.A i.e. 27th August, 2012 is as follows:

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	Qualification	DIN No.	Experience in years
1	Yash Jeet Basrar	Independent and Non-Executive Director	A-71, Saptaparni Co op Group, Housing Society, Plot 4, Phase II, Sector-19, Dwarka, New Delhi-110075.	10.02.2011	B.Com & CS	00112857	46 years of experience in Financial Services Industry, handling Compliances, Corporate Consultant

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	Qualification	DIN No.	Experience in years
2	Sunil Kumar Gupta	Non Executive Director	234, DDA Office Complex, Jhandewalan Extn., New Delhi-110055	15.12.2009	B. Com & CA (Inter)	01019307	22 years of experience in Accounts and Finance matters
3	Rajbir Singh Makhni	Independent and Non-Executive Director	C-426, Defence Colony, New Delhi-110024.	01.05.2008	B.Com	01161473	22 years of experience in Stock & Commodity Broking Services
4	Ashvarya Kumar Maheshwari	Non Executive Director	C-16, Chiragh Enclave, New Delhi-110048	05.07.1989	B.A.	01560540	22 years of experience in Consultancy and Advisory services related to Management & expertise in Corporate.

5.10 The Shareholding pattern of the EFL, as on the date of PA is as follows:

Shareholder Category	Number Of Equity Shares Of The Target Company	Percentage of Equity Share Capital (%)
Promoter	1,08,650	2.24
Public	47,39,255	97.76
Total	48,47,905	100.00

5.11 There has been no merger, de-merger and spin-off during the past three years in EFL. There are no pending litigations against EFL.

5.12 Audited financial information of Euro Finmart Limited for the financial year ended on March 31, 2010, 2011, 2012 and Un-audited financial information for the Period ended 30th June, 2012 are given below:

(Amount in Rs.)

Profit & Loss Statement	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2012 (Audited)	Period Ended 30.6.2012 (Un-Audited & Certified)
Income from Operations	5,95,66,350	3,24,59,911	12,50,72,698	1,73,71,412
Other Income	7,63,653	55,18,226	5,06,302	1,983
Total Income	6,03,30,003	3,79,78,137	12,55,79,000	1,73,73,395
Total Expenditure (Excl Depreciation and Interest)	5,83,64,552	3,40,51,184	12,06,55,572	1,98,34,867
Profit (Loss) before Depreciation, Interest and Tax	20,71,002	40,85,824	49,30,910	(24,61,366)
Depreciation	1,00,156	11,579	--	--
Interest and Financial Charges	5,395	1,47,292	7,482	106
Profit / (Loss) before Tax	19,65,451	39,26,953	49,23,428	(24,61,472)
Provision for Tax (including prior period taxes)	2,77,200	6,87,504	8,53,282	--
Deferred Tax	--	--	--	--
Profit /(Loss) after Tax	16,88,251	32,39,449	40,70,146	(24,61,472)

(Amount in Rs.)

Balance Sheet Statement	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2012 (Audited)	Period Ended 30.06.2012 (Un-Audited & Certified)
Sources of Funds				
Paid up Share Capital	4,95,37,060	96,95,810	4,84,79,050	4,84,79,050

Balance Sheet Statement	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2012 (Audited)	Period Ended 30.06.2012 (Un-Audited & Certified)
Reserves & Surplus (Excluding Revaluation Reserve)	49,04,602	4,79,84,614	1,32,71,520	1,08,10,047
Secured Loan	---	---	---	---
Unsecured Loan	---	---	---	---
Current Liabilities & Provisions	16,545	9,69,219	2,00,22,472	2,61,00,798
Deferred Tax Liability	---	---	---	---
TOTAL	5,44,58,207	5,86,49,643	8,17,73,042	8,53,89,895
Uses of Funds				
Net Fixed Assets	43,093	53,81,611	53,50,100	53,50,100
Deferred Tax Asset (net)	---	---	---	---
Investments	50,84,858	36,32,257	28,00,000	28,00,000
Current Assets, Loans and Advances	4,60,33,136	4,67,14,618	7,10,77,749	7,47,88,593
Miscellaneous Expenses not written off/ Preliminary Expenses	32,97,121	29,21,157	25,45,193	24,51,202
Profit & Loss A/c (Dr. Bal)	---	---	---	---
TOTAL	5,44,58,208	5,86,49,643	8,17,73,042	8,53,89,895

Other Financial Data	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2012 (Audited)	Period Ended 30.06.2012 (Un-Audited & Certified)
Net Worth (Rs.)	5,11,44,541	5,47,59,267	5,92,05,377	5,68,37,895
Dividend (%)	---	---	---	---
Earnings Per Share (Rs.)	31.44	3.34	0.84	(0.51)
Return on Networth (%)	3.30	5.92	6.87	(4.33)
Book Value Per Share	40	56.48	12	12

There are no contingent liabilities for the year ended 31st March, 2012 as well as on the date of this Letter of Offer.

Reason for fall/rise in total income and profit after tax are as follows:

EFL is mainly engaged in trading of securities & commodities, which depends upon the prevailing market conditions at that time.

FY 2008-09 Compared to 2009-10

Due to increase in trading of securities/commodities in the year 2009-10, the turnover/revenue has grown up from Rs. 0.28 crores to 6.03 crores. Profit after Tax has also increased from Rs 0.08 Crores to 0.16 Crores in the year 2009-10.

FY 2009-10 Compared to 2010-11

Due to market uncertainty and volatility, the revenue is decreased from Rs. 6.03 crores to Rs. 3.797 crores in the year 2010-11. However, due to reduction in cost the Profit after Tax has increased from Rs. 0.16 Crores to Rs. 0.32 Crores in the year 2010-11.

FY 2010-11 Compared to 2011-12

Due to increase in trading of securities/commodities in the year 2011-12, the turnover/revenue has grown up from Rs. 3.797 crores to 12.55 crores. Profit after Tax has also increased from Rs 0.32 Crores to 0.40 Crores in the year 2011-12.

5.13 Pre- and Post-Offer shareholding pattern of the EFL is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Shareholding & Voting Rights acquired through SPA		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%	No.	%	No.	%	No.	%
1.	Promoter Group								
	a. Parties to agreement	76,550	1.58	(76,550) ²	(1.58)	Nil	Nil	Nil	Nil
	b. Promoters other than (a) above	32,100 ¹	0.64	Nil	Nil	Nil	Nil	Nil	Nil
	Total 1 (a+b)	1,08,650	2.24	Nil	Nil	Nil	Nil	Nil	Nil
2.	Acquirer								
	Mr. Alok Kumar Agarwal	78,810 ³	1.63	76,550	1.58	12,60,500	26.00	14,15,860	29.21
	Total	78,810	1.63	76,550	1.58	12,60,500	26.00	14,15,860	29.21
3.	Public (other than Parties to agreement Acquirer & PAC's)					(12,60,500) ²	(26.00)	34,32,045	70.79
a.	Fls/MFs/FIIs/ Bank Central Bank of India	1,450	0.03	Nil	Nil				
b.	Others	46,58,995	96.10	Nil	Nil				
	Total no. of shareholders i.e. 1194 in "Public Category" 3(a+b)	47,39,255	97.76	Nil	Nil				
	Total	48,47,905	100.00	76,550	1.58	Nil	Nil	48,47,905	100.00

Notes:

¹ 32,100 Equity Shares in 1(b) above is held by the following Promoters. The Promoter mentioned under 1(b) above cannot participate in the offer and these shares will be included in the public category after the open offer.

² The data within bracket indicates sale of Equity Shares.

³ M/s. Alankit Associates Private Limited is holding 78,810 Equity Shares (1.63%) in EFL. Mr. Alok- Kumar Agarwal (Acquirer) is the Promoter as well as the Director of M/s. Alankit Associates Private Limited. Further, M/s. Alankit Associates Private Limited is not a Person Acting in Concert (PAC) for the said Open Offer.

5.14 The number of Shareholders in EFL in public category is 1204 as on the Quarter ended 30th September, 2012 including 130 NRI Shareholders in the Company.

5.15 The Company is not a sick Company.

5.16 There is change in shareholding of Promoters group. The details of change in shareholding of Promoters as per reporting u/r. 8(3) of the SEBI (SAST) Regulations, 1997 filed with the Stock Exchanges since 1997 to 27th August, 2012 (Date of Public Announcement) are as under.

Year ended 31 st March	Opening Balance (No. of Shares)	Opening % holding promoter group	Net purchase/ (sale)	Mode of Acquisition / sale	Closing holding promoter group (No. of Shares)	Closing % holding promoter group	Increase/de crease in percentage holding (+/- %)	Remarks
1997	1167800	37.91	--	--	1167800	37.91	--	--
1998	1167800	37.91	--	--	1167800	37.91	--	--

1999	1167800	37.91	--	--	1167800	37.91	--	--
2000	1167800	37.91	--	--	1167800	37.91	--	--
2001	1167800	37.91	54400	Off Market	1222200	39.67	1.77	--
2002	1222200	39.67	40800	Off Market	1263000	41.00	1.32	--
2003	1263000	41.00	--	--	1263000	41.00	--	--
2004	1263000	41.00	--	--	1263000	41.00	--	--
2005	1263000	41.00	(10500)	Off Market	1252500	40.66	(0.34)	--
2006	1252500	40.66	9900	Off Market	1262400	40.98	0.32	--
2007	1262400	40.98	--	--	1262400	40.98	--	--
2008	1262400	40.98	--	--	21730*	40.46	(0.52)	*Reduction of Share Capital by 98%
2009	21730	40.46	--	--	21730	40.46	--	--
2010	21730	40.46	--	--	21730	2.24	(38.22)	Allotment of equity shares to non promoters on preferential basis
2011	21730	2.24	86920	--	108650	2.24	--	Bonus Issue for every 1 share allotting 4 shares
2012	108650	2.24	--	--	108650	2.24	--	--

5.17 Status of corporate governance compliances by EFL: -

As per the Annual Report for the Financial Year 2011-2012, the Target Company has complied with the norms of the SEBI Guidelines on Corporate Governance as enumerated in Clause 49 of the Listing agreements with Stock Exchanges.

The Company has filed the latest Corporate Governance report with the Stock Exchange as on 30th September, 2012. The details are as follows:

Name of the Company : Euro Finmart Limited
Quarter ending on : 30th September, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		---
(A) Composition of Board	49(IA)	Yes	---
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	---
(C) Other provisions as to Board and Committee	49 (IC)	Yes	---
(D) Code of Conduct	49 (ID)	Yes	---
II. Audit Committee			---
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	---
(B) Meeting of Audit Committee	49 (IIB)	Yes	---
(C) Powers of Audit Committee	49 (IIC)	Yes	---
(D) Role of Audit Committee	49 (IID)	Yes	---
(E) Review of Information by Audit Committee	49 (IIE)	Yes	---
III. Subsidiary Companies	49 (III)	NA	The Company has no subsidiary companies.
IV. Disclosures	49 (IV)		---
(A) Basis of related party transactions	49 (IV A)	Yes	---
(B) Disclosure of Accounting treatment	49 (IV B)	Yes	---
(C) Board Disclosure	49 (IV C)	Yes	---
(D) Proceeds from public issues, rights issues, Preferential issues etc	49 (IV D)	N.A.	---
(E) Remuneration of Directors	49 (IV E)	N.A.	Directors are not

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			drawing remuneration from the Company.
(F) Management	49 (IV F)	Yes	---
(G) Shareholders	49 (IV G)	Yes	---
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	---
VII Compliance	49 (VII)	Yes	---

5.18 Mr. Ashish Kumar is the Compliance Officer of the Company, his address is Euro Finmart Limited 291, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, Tel No.: 011-23327225, 23328280, Fax No. 011-23716655 Email : ashishk@eurofin.in

5.19 The Target Company has delayed in filing the Regulation 6(2)(4) and 8(3) of SEBI (SAST) Regulations from the year 1998 to 2008. For this the Target Company has filed the condonation of delay for the delay filing with the SEBI on 13th October 2008. SEBI may initiate action against the Target company for the above delay compliances.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai (BSE) and Delhi Stock Exchange Limited (DSE). The shares are placed under **Group 'T'** having a Scrip Code of **"531082"** & Scrip Id: **EUROFIN** on the BSE.

6.1.2 There has been no active trading in the shares of Target Company as per the data maintained on the website of the BSE i.e. www.bseindia.com during twelve calendar months preceding the month in which this PA is made. The Equity Shares of EFL are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011.

6.1.3 The Offer Price of Rs. 30/- (Rupees Thirty only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Negotiated price under the Shares Purchase Agreement	30.00
(b)	The volume- weighted average price paid or payable for acquisitions by the acquirer during 52 weeks immediately preceding the date of PA.	Not applicable
(c)	Highest price paid or payable for acquisitions by the acquirer during 26 weeks immediately preceding the date of PA.	Not applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not applicable
(e)	Other Financial Parameters as at:	31.03.2012
	(i) Return on Net Worth	6.87%
	(ii) Book Value Per Share	12/- per share
	(iii) Earnings Per Share	0.84/- per share

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs.30/- (Rupees Thirty Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

The Fair Value of EFL is Rs. 29.31/- per share as certified vide Valuation certificate dated 20th August, 2012, by Mr. Krishan K. Gupta (Membership No. 8311) of M/s. Krishan K. Gupta & Co, Chartered Accountants having its office situated at 1/3-10196, Jhandewalan, New Delhi- 110 055 Tel: +91-11-23678214, 23520387, 23559070, Fax: +91-11-23675377, Email: speedex3@vsnl.com

6.2 Financial Arrangements

- 6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirer under the offer would be Rs. 3,78,15,000/- (Rupees Three Crores Seventy Eight Lacs and Fifteen Thousand Only) ("maximum consideration") i.e. consideration payable for acquisition of 12,60,500 equity shares of the target Company at offer price of Rs. 30 /- per Equity Share.
- 6.2.2 The Acquirer has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirer.
- 6.2.3 Assuming the full acceptance of 26% i.e. acquisition of 12,60,500 equity shares of the target Company, the total requirement of funds for the Open Offer is Rs. 3,78,15,000 /- (Rupees Three Crores Seventy Eight Lakh and Fifteen Thousand Only). In compliance of Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has deposited the securities with appropriate margin in the escrow demat account opened with the Comfort Securities Limited namely Comfort Securities Limited-AKL takeover Escrow account bearing no. 1205370000023227 and further the Acquirer has also deposited Rs. 4,00,000/- (Rupees Four Lacs Only) which is more than 1% of the amount required for the Open Offer in an escrow account opened bearing no. 00600350109411 with the Escrow Agent, i.e. HDFC Bank Ltd, having address at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai 400 001.
- 6.2.4 The Acquirer has duly empowered Comfort Securities Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5 The Manager to the Open Offer hereby confirms that the firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Open Offer obligations.
- 6.2.6 Mr. Vinod Gupta (Membership No. 86239), Chartered Accountant having his office at 211, Anarkali Complex, Jhandewalan Extension, New Delhi- 110055, Tel. No. 011-23510033, Fax : 011-23554244; Email: vinodgupta211@gmail.com certified that the Networth of Mr. Alok Kumar Agarwal as on 31st March, 2012 is Rs. 6,08,38,253/- (Rupees Six Crores Eight Lacs Thirty Eight Thousand Two Hundred Fifty Three only) and have sufficient means to fulfil the obligations under this open offer.
- 6.2.7 The Manager to the Offer, M/s. Comfort Securities Limited, hereby confirms that the Acquirer is capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Persons eligible to participate in the Offer

- 7.1.1 Registered Shareholders of EFL and unregistered Shareholders who own the Equity Shares of EFL on or before the last date of tendering period except the parties to the SPA and other promoter group who are not part of the SPA.
- 7.1.2 No Equity Shares of EFL are under lock-in requirements as per SEBI Regulations. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto. All these Shares are relating to Promoter group.

7.2 Statutory Approvals

- 7.2.1 NRI/OCB Shareholders who wish to tender their Shares in the Offer will be required to submit all the previous RBI approvals (Specific and general) that they would have obtained for acquiring the Shares

of Target Company. In case the previous RBI approvals are not being submitted, the Acquirer reserves the right to reject the Shares tendered in the Offer.

- 7.2.2 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.2.3 As on the date of this DLOF, to the best of the knowledge of Acquirer, there are no statutory or other approvals which are required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Tendering Period, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary application for such approvals
- 7.2.4 The Open Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- 7.2.5 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirer for payment of consideration to Shareholders subject to Acquirer agreeing to pay interest for delayed period as directed by SEBI.
- 7.2.6 The Acquirer shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders who have accepted the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1.1 The Acquirer has appointed M/s. System Support Services as the Registrar to the Offer.
- 8.1.2 All eligible Equity Shareholders of fully paid Equity Shares of EFL, registered or unregistered who wish to avail and accept the Offer will be required to communicate their acceptance along with all relevant documents in the form and manner specified in the LOO/FoA at below mentioned collection centre on or before closure of the Offer i.e. Tuesday, 20th November, 2012. The documents shall be tendered at below mentioned collection centre on all working days i.e. from Monday to Friday between 10.00 a.m. to 1.00 p.m. & 2.00 p.m. to 6.00 p.m. and on Saturday from 10.00 a.m. to 1.00 p.m. The centre will be closed on Sundays and Public holidays.

Address of Collection Centre	Name of the Contact Person, Tel. No., Fax No. and Email	Mode of Delivery
SYSTEM SUPPORT SERVICES 209, Shivai Industrial Estate, 89, Andheri kurla Road, Sakinaka, Andheri (E), Mumbai - 400072.	Contact person - Mr. Mahendra Mehta/Mr. Zoeb Sutarwala Tel. No. 022-28500835 Fax no.: 022-28501438 Email : syss72@yahoo.com , zoebsss@hotmail.com Website : http://www.syss.com/	Hand Delivery / Registered Post

Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects; otherwise the same are liable to be rejected. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.

8.1.3 Shareholders should send all the relevant documents mentioned herein.

- I For equity shares held in physical form - Documents to be delivered:
- A Registered Shareholders should enclose:
- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
 - ❖ Original Share Certificate(s).

- ❖ Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with EFL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this LoO.
- ❖ Self attested copy of the PAN card.

B Unregistered owners should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- ❖ Original Share Certificate(s).
- ❖ Original Broker Contract Note.
- ❖ Valid Share Transfer form(s) as received from the market.
- ❖ Self attested copy of the PAN card of all the proposed transferees.

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

II For Equity shares held in demat form:

C. Beneficial owners should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- ❖ Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP.
- ❖ For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.
- ❖ The Beneficial Owners who hold shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with the concerned DP and crediting the Special Depository Account. The credit in the Special Depository Account should be received on or before 6.00 pm as on the date of closure of the Offer, i.e., Tuesday, 20th November, 2012.
- ❖ The Delivery Instructions to be given to the DP should be in “Off-Market” mode only. A special depository account has been opened, details thereof are as under:

Account Name	“EURO FINMART LIMITED- Open Offer-Operated by- System Support Services” (“Depository Escrow Account”)
Depository	Central Depository Services (India) Limited
DP Name	Sunteck Wealthmax Capital Private Limited
DP ID Number	12036300
Client ID Number	00053571
Mode	Off Market

Shareholders having their beneficiary account with National Securities Depository Limited (NSDL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the above mentioned Special Depository Account with CDSL. In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.

Applicants may send their documents only by Registered Post, at their own risk, if not hand delivered at the designated collection centre, to the Registrar at the addresses as mentioned here-in-above during business hours indicated above other than on holidays. Please note that the Share Certificates/Delivery Instruction Slip and other documents in relation to the acceptance of the Offer should not be sent to the Acquirer or the Target Company. Such documents should not be sent to the Manager to the Offer.

- 8.1.4 In case of non-receipt of the Letter of Offer, Shareholders may obtain a copy of the same by writing to the Registrar to the Offer at either of the collection centres mentioned at 8.1.2 marking the envelope “Euro Finmart Limited -Open Offer”. Alternatively, eligible Shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their name, address, folio nos., distinctive nos. no. of Shares held, No. of Shares

tendered, along with documents as mentioned at para 8.1.3 so as to reach the Registrar to the Offer on or before 6.00 p.m on the Closure of the Offer i.e. Tuesday, 20th November, 2012 or in case of beneficial owners they may send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with 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, or the eligible persons can write to the Manager to the Offer requesting for the LoO and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., not later than Tuesday, 20th November, 2012. Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer. Alternatively, the LoO and Form of Acceptance cum Acknowledgement will be available on SEBI’s website (www.sebi.gov.in), from the date of Opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI’s website and apply using the same.

8.1.5 No Indemnity is needed from Unregistered Shareholders.

- 8.2 If the aggregate of the valid responses to the Offer exceeds 12,60,500 fully paid up Equity Shares, then the Acquirer shall accept the valid applications received on a proportionate basis in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot. The marketable lot of EFL is **100 (Hundred)**.
- 8.3 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirer for payment of consideration to Shareholders of EFL, subject to Acquirer agreeing to pay interest for delayed period as directed by SEBI. If the delay in payment consideration is not due to the above reasons, then the amount held in the Escrow Account shall be subject to forfeiture as per Regulation 17(9) and dealt in the manner provided in Regulation 17(10) of the SEBI (SAST) Regulations, 2011.
- 8.4 Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders’ sole risk to the sole/ first shareholder. Unaccepted shares held in dematerialised form will be credited back to the beneficial owners’ DP account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective depository participants when transferred by the Registrar to the Offer.
- 8.5 The Registrar to the Offer will hold in trust the shares/share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques/drafts for the consideration and/ or the unaccepted shares/ share certificates are despatched/ returned.
- 8.6 Payment of consideration for the applications accepted in the Offer shall be made within 10 working days from the last date of the tendering period. Credit for the consideration will be given to the shareholders whose Equity Shares have been accepted in the Open Offer by ECS, or crossed account payee cheques/pay orders/demand drafts, RTGS and NEFT.
- 8.7 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., not later than Tuesday, 20th November, 2012 else the application would be rejected.
- 8.8 The consideration received by the shareholders for Equity Shares accepted in the Offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further, the securities transaction tax will not be applicable on Equity Shares accepted in this Offer.
- 8.9 Dispatches involving payment of a value in excess of Rs. 1,500/- will be made by registered post/speed post at the shareholder’s sole risk. In the case shareholders residing in any of the centres specified by the SEBI and have opted an option to get payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India should provide all the necessary Bank details including MICR code or RTGS code or IFSC code in Form of Acceptance-cum-Acknowledgement and the payment intimation will be sent to the sole / first named shareholder of EFL whose equity shares are accepted by the Acquirer at his address registered with EFL. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder’s sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the

shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque / demand draft.

8.10 Non Resident Shareholders

- 8.10.1 Non-Resident Shareholders may tender their Shares in accordance with the Procedure mentioned at 8.3 (as applicable) above. In case the RBI approvals are not submitted, the Acquirer reserves the right to reject such equity shares.
- 8.10.2 While tendering the shares under the Offer, NRIs / OCBs / 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 shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such shares tendered.
- 8.10.3 While tendering shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by Acquirer under the Income Tax Act, 1961 (the "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.
- 8.10.4 The above documents should not be sent to the Acquirer or to EFL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at the collection centres given above in 8.1.2.

8.11 General

- a. The Form of Acceptance and instructions contained therein are integral part of this LoO.
- b. Neither the Acquirer nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of EFL.
- c. The Offer Price is denominated and payable in Indian Rupees only.
- d. All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole/first applicant, folio number, Number of Equity Shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.
- e. If there is any upward revision in the Offer Price by the Acquirer at any prior to commencement of the last three working days before the commencement of the tendering period viz., Tuesday, 30th October, 2012 the same would be informed by way of another Public Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published as per Regulation 18(7) of SEBI (SAST) Regulations, 2011.
- f. If there is Competing Offer:
 - The Public Offers under all the subsisting bids shall close on the same date.
 - The Offer Price can be revised at any time prior to the commencement of the last three working days before the commencement of the tendering period to know the final Offer Price of each bid and tender their acceptance accordingly.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Comfort Securities Limited A-301, Hetal Arch, Opp Natraj Market, S. V. Road, Malad (West), Mumbai - 400 064 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- 9.1 Certificate of Incorporation, Memorandum and Articles of Association of Euro Finmart Limited.
- 9.2 Mr. Vinod Gupta, Chartered Accountant, certifying the Net worth of Acquirer as on 31/03/2012.
- 9.3 Annual Reports of EFL for years ended on March 31, 2010, 2011 and 2012.

- 9.4 Certificate from HDFC Bank Limited having office at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai- 400001 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation and the statement of Comfort Securities Limited confirming the securities deposited in the escrow demat account.
- 9.5 A copy of the Share Purchase Agreement between the Acquirer and the Sellers dated 27th August, 2012 for Acquisition of upto 76,550 (1.58%).
- 9.6 Copy of Public Announcement dated 27th August, 2012.
- 9.7 Published copy of the Detailed Public Statement, which appeared in the newspapers on Friday, 31st August, 2012 and Saturday, 1st September, 2012 for acquisition of 12,60,500 Equity Shares.
- 9.8 Copy of Recommendation made by EFL Board of Independent Directors dated 20th October, 2012
- 9.9 Observation letter no CFD/DCR/23041/12 dated October 15, 2012 on the draft Letter of Offer filed with the Securities and Exchange Board of India.
- 9.10 Memorandum of Understanding between Lead managers i.e. Comfort Securities Limited & Acquirer.
- 9.11 Undertaking from the Acquirer, stating full responsibility for all information contained in the PA, Detailed Public Statement and the Letter of Offer.
- 9.12 Certificate from Statutory Auditors for financial data audited for the purpose of Open Offer of EFL, the Target Company.
- 9.13 Undertaking from the Acquirer that if they acquire any shares of the target company during the Offer Period, they shall inform Stock Exchanges, the Target Company and the Manager to the Offer within 24 hours as per Regulation 18(6) of SEBI (SAST) Regulations, 2011.
- 9.14 Undertaking from the Acquirer for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 9.15 Undertaking from the Acquirer with regard to Directors Responsibility under Regulation 2(o) and Regulation 7(4) of SEBI (SAST) Regulations.

10. DECLARATION BY THE ACQUIRER

- 10.1 The Acquirer Mr. Alok Kumar Agarwal accept full responsibility for the information contained in this Letter of Offer and also accept responsibility for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations. All the information contained in this document is as on date of the Public Announcement, unless stated otherwise.
- 10.2 We have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.
- 10.3 We hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (SAST) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956 and SEBI (SAST) Regulations.

Place: Mumbai
Date: 23.10.2012

Mr. Alok Kumar Agarwal

ENCLOSURES:

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to **M/s. SYSTEM SUPPORT SERVICES**, Registrar to the Offer at their address given overleaf)

FORM OF ACCEPTANCE - CUM - ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

OFFER OPENS ON : Monday, 5th November, 2012

OFFER CLOSES ON : Tuesday, 20th November, 2012
--

FOR OFFICE USE ONLY	
Acceptance Number:	
Number of Equity Shares offered:	
Number of Equity Shares accepted:	
Purchase Consideration (Rs.):	
Cheque/ Demand Draft/Pay Order No/ECS:	

PLEASE READ THE INSTRUCTIONS OVERLEAF BEFORE FILLING-IN THIS FORM OF ACCEPTANCE

From: -

Name:

Address:

Status: Resident/ Non Resident

Folio No.:	Sr. No:	No of Shares Held:
Tel. No:	Fax No:	E-Mail:

To,
Mr. Alok Kumar Agarwal
C/o. System Support Services
 SEBI Registration No. INR000000502.
 209, Shivai Industrial Estate, 89,
 Andheri kurla Road, Sakinaka,
 Andheri (E), Mumbai - 400072

Dear Sir,

Sub.: Cash Offer for purchase of 12,60,500 (Twelve Lacs Sixty Thousand Five Hundred Only) Equity Shares of Euro Finmart Limited at a price of Rs. 30 (Rupees Thirty only) per Share under SEBI (SAST) Regulations, 2011.

I/We refer to the Letter of Offer dated 23rd October 2012 - for acquiring the Equity Shares held by me/us in EFL.

I/We, the undersigned, have read the Letter of Offer, Detailed Public Statement and understood their contents including the terms and conditions and procedure as mentioned therein.

FOR SHARES HELD IN PHYSICAL FORM

I/We, hold the following shares in physical form and accept the Offer and enclose the original Share certificate (s) and duly signed share transfer deed (s) in respect of my/our Shares as detailed below:

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

(Please attach authenticates additional sheets, if required)

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

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

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

SHARES HELD IN DEMATERIALIZED FORM

I/We hold the following shares in Demat Form and accept the Offer and enclose a photocopy of the Depository Delivery Instruction(s) in **“Off-market”** mode duly acknowledged by my/our Depository Participant (“DP”) in respect of my/our equity shares as detailed below:

DP NAME	DP I.D.	CLIENT ID.	NAME OF THE BENEFICIARY	NO OF SHARES OFFERED

I/We have done an off market transaction for crediting the equity Shares to the special depository account in CDSL styled **“EURO FINMART LIMITED- Open Offer-Operated by- System Support Services”** (“Depository Escrow Account”) (“Depository Escrow Account”) details are as under:

Account Name	“EURO FINMART LIMITED- Open Offer-Operated by- System Support Services”
Depository	Central Depository Services (India) Limited
DP Name	Sunteck Wealthmax Capital Private Limited
DP ID Number	12036300
Client ID Number	00053571
Mode	Off Market

Shareholders having their beneficiary account with Central Depository Services (India) Limited (CDSL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the above mentioned Special Depository Account with NDSL. In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the shareholder

I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.

I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.

I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

I / We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with EFL/DP:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with EFL:

Name

Address

Place: ----- Date: ----- Tel. No(s) : ----- Fax No.: -----

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to kindly provide the following bank details of the first/sole shareholder and the consideration will be payable by way of ECS Mode/ cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished. In order to receive payment consideration through ECS mode, the shareholders are requested to compulsorily provide their following bank details:-

Bank Account No.: -----

Type of Account: ----- (Savings / Current / Other (please specify))

Name of the Bank: -----

Name of the Branch and Address: -----

MICR Code of Bank-----

IFSC Code of Bank-----

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

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

Enclosure (Please tick)

- ❖ Power of Attorney, if any person apart from the shareholder, has signed the acceptance from or transfer deed(s).
- ❖ Duly attested Death certificate/succession certificate (in case of single shareholders) in case the original shareholders has expired.
- ❖ RBI approval (for NRI/OCB/Foreign shareholders).
- ❖ Corporate Authorisation in case of companies along with Board resolutions and specimen signature of authorized signatory.
- ❖ No objection certificate & Tax clearance certificate under Income Tax Act, 1961 (for NRI/OCB/Foreign shareholders).
- ❖ Other (please specify).

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

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For Future Correspondence, if any, should be addressed to Registrar to the Offer at the following address

Mr. Alok Kumar Agarwal
C/o. SYSTEM SUPPORT SERVICES
 SEBI Registration No. INR000000502.
 209, Shivai Industrial Estate, 89,
 Andheri kurla Road, Sakinaka,
 Andheri (E), Mumbai - 400072
 Tel Nos : 022-28500835
 Fax no. : 022-28501438

Contact Person : Mr. Mahendra Mehta and Mr. Zoeb Sutarwala

Email: syss72@yahoo.com

zoebsss@hotmail.com

Website : <http://www.syss.com/>

Yours faithfully,
Signed and Delivered:

PARTICULARS	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

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

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2. The Form of Acceptance should be filled-up in English only.
3. Signature(s) other than in English, Hindi, Malayalam, and thumb impressions must be attested by a Notary Public under his Official Seal.

Mode of tendering the Equity Shares Pursuant to the Offer:

I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of EFL.

II. Shareholders of EFL to whom this Offer is being made, are free to offer his / her / their shareholding in EFL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.

Business Hours: Monday to Friday: 10.00 hours to 18.00 hours

Saturday: 10.00 to 13.00 hours

Holidays: Sundays, Public Holidays and Bank Holidays

ACKNOWLEDGEMENT SLIP

EURO FINMART LIMITED - CASH OFFER

Folio No.:

Serial No.

Received from Mr. / Ms. _____ Address: _____

_____ For
m of Acceptance for _____ Shares along with a copy of _____

_____ Share Certificate(s) _____ Transfer Deed folio number (s) _____

For accepting the Offer made by the Acquirer

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer	Date of Receipt

1. Shareholders should enclose the following:-.

For Equity shares held in physical form: -

Registered Shareholders should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- ❖ Original Share Certificate(s).
- ❖ Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with EFL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this LoO.
- ❖ Self attested copy of the PAN card.

Unregistered owners should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
 - ❖ Original Share Certificate(s).
 - ❖ Original Broker Contract Note.
 - ❖ Valid Share Transfer form(s) as received from the market.
 - ❖ Self attested copy of the PAN card of all the proposed transferees.
2. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer or the Acquirer or EFL.
 3. Non resident shareholders/FII/OCB should enclose a copy of the permission received from RBI for the equity shares held by them in EFL. If, the shares are held under General Permission of RBI, the non resident shareholder should state that the shares are held under General Permission and whether on repatriable basis or non repatriable basis.
 4. Non resident shareholders/FII should enclose No Objection certificate/ Tax Clearance certificate from the Income Tax Authorities under Income-Tax Act, 1961, indicating the tax to be deducted by the Acquirer before remittance of consideration otherwise tax will be deducted at marginal rate as may be applicable to the category of the shareholder on the consideration payable by the Acquirer.
 5. Shareholders who wish to accept the Offer and tender their Equity Shares pursuant to this Offer will be required to communicate their acceptance along with all relevant documents in the form and manner specified in the LoO to the Registrar to the Offer on or before closure of the Offer i.e. **Tuesday, 20th November, 2012**, The documents shall be tendered at the above centre between **10.00 am to 6.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday**. The centre will be closed on Sundays and Public holidays.
 6. Applicants may send their documents only by Registered Post/Courier, at their own risk, if not hand delivered at the designated collection centre, to the Registrar during business hours indicated above other than Sunday and public holidays.

THE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE/SHARES ARE RECEIVED BY THE REGISTRAR TO OFFER AFTER THE CLOSURE OF THE OFFER I.E. 6.00 P.M ON TUESDAY, 20TH NOVEMBER, 2012 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE LIABLE TO BE REJECTED.

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