PUBLIC ANNOUNCEMENT

For the attention of the Equity Shareholders of

GOLKUNDA DIAMONDS & JEWELLERY LIMITED

(Regd. Off.: G-30, Gems & Jewellery Complex-III, SEEPZ, Andheri (E), Mumbai 400 096; Tel.: 022- 2829 0155 /56; Fax: 022- 2829 0373)

This Public Announcement (**'PA'**) is being issued by **Arihant Capital Markets Limited ('Manager to the Offer')**, for and on behalf of M/s. Neverloose Properties & Investment Private Limited (**'Acquirer' or 'Neverloose'**) pursuant to and in compliance with, among others, regulation 11(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (**'Regulations'**).

1. BACKGROUND OF THE OFFER

This Open Offer is being made by M/s. Neverloose Properties & Investment Private Limited to the equity shareholders (except the Promoter Group) of Golkunda Diamonds & Jewellery Limited (**'Golkunda' or 'Company' or 'Target Company'**). The Board of Directors of GOLKUNDA in its meeting held on November 10, 2008 has considered and approved the issue and allotment of 28,00,000 equity shares of Rs. 10/- each fully paid up, of the Target Company at a price of Rs. 11/- (including premium of Re. 1/-) per share on preferential basis to M/s. Neverloose Properties & Investment Private Limited (**'Preferential Issue'**) in accordance with Section 81(1A) of the Companies Act, 1956 and the applicable provisions of Guidelines for Preferential Issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto (**'SEBI DIP Guidelines'**) and in accordance with the relevant regulatory approvals, as applicable, for the Preferential Issue.

1.1 In the Extra Ordinary General Meeting of the Target Company held on December 10, 2008 ('EGM') the shareholders have approved the above mentioned Preferential Issue by passing a Special Resolution under Section 81(1A) of the Companies Act, 1956 and other applicable provisions. The shareholders of the Target Company have also authorized the Board of Directors of the Target Company to issue and allot the equity shares under the Preferential Issue in compliance with the requirements of the Companies Act, 1956 and other applicable provisions of the SEBI DIP Guidelines/Regulations.

1.2 The Target Company has received prior in-principle approval from Bombay Stock Exchange Limited, Mumbai (**'BSE'**) vide their letter no. DCS/PREF/SR/PRE/1671/08-09 dated December 11, 2008 for the issuance of the preferential issue shares.

1.3 Accordingly, the Board of Directors of the Target Company in its meeting held on December 26, 2008 has allotted 28,00,000 equity shares of Rs. 10 each for cash at a premium of Re. 1.00 per share to Neverloose against receipt of full subscription amount of Rs. 308 lacs. The said shares issued under preferential issue shall be subject to 'lock-in' as per the SEBI DIP Guidelines.

1.4 The Issued, Subscribed and Paid up Share Capital of the Target Company prior to the Preferential Issue was Rs. 4,16,40,800 consisting of 41,64,080 equity shares of Rs. 10/- each fully paid up (**'Pre Issue Capital'**). Post Preferential Issue, the Issued, Subscribed and Paid up Share Capital of the Target Company will be Rs. 6,96,40,800 comprising 69,64,080 fully paid-up equity shares of Rs. 10/- each fully paid up (**'Post Issue Equity Capital'**).

1.5 The Acquirer belongs to the Promoter Group of the Target Company,and the promoter group in aggregate owns 16,12,796 equity shares constituting 38.73% of the pre-issue voting capital of the Target Company. As a result of the above Preferential Issue, the Promoter Group's shareholding stands increased to 44,12,796 constituting 63.37% of the post issue voting equity share capital of the Target Company. The voting rights before and after Preferential Issue is given below:

S. No.	Particulars	Pre-Preferential Allotment		Post-Preferential Allotment	
		No. of Shares	Percentage of Voting Capital	No. of Shares	Percentage of Voting Capital
A.	**Promoter Group**				
1.	Others	16,12,796	38.73%	16,12,796	23.16%
2.	M/s. Neverloose Properties and Investment Pvt. Ltd.	NIL	NIL	28,00,000	40.21%
3.	Persons acting in concert	NIL	NIL	NIL	NIL
	Sub-Total	**16,12,796**	**38.73%**	**44,12,796**	**63.37%**
B.	**Non-Promoter's Holding**				
4.	Indian Public	24,02,831	57.70%	24,02,831	34.50%
5.	Others	1,48,453	3.57%	1,48,453	2.13%
	Sub-Total	**25,51,284**	**61.27%**	**25,51,284**	**36.63%**
	GRAND TOTAL	**41,64,080**	**100.00**	**69,64,080**	**100.00**

2. THE OFFER:

2.1 Pursuant to the aforesaid Preferential Issue, the Acquirer is making this Open Offer to the Shareholders of GOLKUNDA except the Promoter Group to acquire upto 13,92,816 fully paid up equity shares of Rs. 10/- each, representing 20% of the post Issue equity voting capital of the Target Company, at a price of Rs. 12.00 per share (**'Offer Price'**) payable in cash in terms of regulation 20 of the Regulations(**'Offer' or 'Open Offer'**). There are no partly paid equity shares in the target company.

2.2 The equity shares of GOLKUNDA are listed on Bombay Stock Exchange Limited, Mumbai ('BSE'), Jaipur Stock Exchange Limited, Jaipur ('JSE') and The Hyderabad Stock Exchange Limited, Hyderabad ('HSE'). However, the recognition granted to HSE has been withdrawn by SEBI with effect from August 29, 2007. The annualized trading turnover during the preceding 6 calendar months prior to the month of P.A. at each Stock Exchange is as under :

Name of Stock Exchange	Total No. of Shares traded during the 6 calender months prior to the month in which PA was made	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
BSE	1,65,256	41,64,080	7.94%
JSE	NIL	41,64,080	NIL

2.3 The annualized trading turnover at the BSE is more than 5% of the total number of listed shares and therefore the shares are frequently traded at the BSE and infrequently traded on other Stock Exchange(s), within the meaning of explanation (i) to Regulation 20(5) of the Regulations. Hence, the Offer Price has been determined taking into account the following parameters:

	PARTICULARS	Price (Rs. per share)
1.	Negotiated price	Not Applicable
2.	Highest price paid by the Acquirers or Persons Acting in Concert for acquisition, if any, including by way of allotment in a Public or Rights or preferential issue during the twenty-six week period prior to the date of PA.	Rs. 11.00
3.	Average of weekly high and low of the Closing Prices on the stock exchange where the Shares are most frequently traded i.e. on BSE, during the 26 weeks preceding the date of board meeting authorizing the preferential issue (November 10,2008)	Rs. 10.71
4.	The average of the daily high and low prices at BSE in the 2 weeks preceding the date of board meeting authorizing the preferential issue (November 10,2008)	Rs. 7.13
5.	Highest of the above	Rs. 11
6.	Offer price	Rs. 12.00
7.	Other Parameters	
	Based on audited financials as on March 31,2008	
7.1	Return on Networth (%)	6.82%
7.2	Book Value (Rs.)	17.19
7.3	Earning Per Share of Face Value of Rs.10 (in Rs.)	1.17
7.4	Price Earning Multiple (based on offer price of Rs.12.00)	10.23
7.5	Price Earning Multiple-The Industry Average**	2.23

** Source: Capitaline Financial Database

Mr. Manoj Mehta, Proprietor of M/s. Manoj Mehta & Company, Chartered Accountants, having their office at 4/9, Alankar, SVP Road, Mumbai-400004, India. Tel : (91-22) 23851294, 23824635. Telefax: 23851294. Email: mail@manojmehta.com. (Membership No. 044355), has certified vide report dated 26th December 2008, that the Fair Value per Equity Share of Golkunda is Rs.10/- (Rupees Ten Only)

In view of the above, the Offer Price of Rs. 12.00 per share is justified in terms of regulation 20 of the Regulations.

2.4 The Acquirer has not acquired equity shares / voting rights of the Target Company during the twelve (12) months period prior to the date of PA other than as mentioned in paragraph 1.3 above.

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

2.6 There is no non-compete agreement for payment to any person.

2.7 The Manager to the Open Offer i.e. Arihant Capital Markets Limited does not hold any share on own account in the Target Company as on the date of the PA. They declare and undertake that they shall not deal in the shares of the Target Company on their own account during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

2.8 This is **not a competitive bid.**

2.9 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a Conditional Offer.**

3. INFORMATION ABOUT THE ACQUIRER:

3.1 The Offer is being made by M/s. Neverloose Properties and Investment Private Limited.

3.2 Neverloose was incorporated on March 22, 1993 with the Registrar of Companies, West Bengal at Kolkata. The registered office of Neverloose is situated at 14/2 Old China Bazar Street, Room No. 222, 223 Kolkata- 700 001.Tel no: 033-22681520 and Corporate Office at 202/7A, Patel Apartment, Pure Drinks Compound, B.G. Kher Marg, Worli Mumbai-400 018, Telefax no.-022-2492 1572, e-mail id: neverloosesmailbox@rediffmail.com

3.3 The main business activities of Neverloose are finance and investments. It is registered with Reserve Bank of India ('RBI') as a non-deposit taking Non Banking Finance Company ('NBFC') under registration no. 05.00260 and has received certificate dated February 19, 1998 to this effect.

3.4 The present promoters of Neverloose are Mr Kanti Kumar Dadha, Mr. Karan Singh Baid and Mr. Ashish Dadha. The present promoters acquired Neverloose from its erstwhile promoters in December 2007. The present promoters are also the directors of Neverloose. The acquirer is part of the promoters and does not belong to any group.

3.5 Neverloose is a private limited company and its shares are not listed on any stock exchange.

3.6 The Authorised Capital of Neverloose is Rs. 141.50 Lacs, comprising 1.415 lac equity shares of Rs.100/- each and its paid up capital is Rs. 133.78 lacs comprising 1.34 lac equity shares of Rs 100/- each.

3.7 The brief financial information of the Acquirer is as follows

Rs. (Lacs)

Particulars	For the Financial Year 2007-08	For Six Months Ended 30th Sep. 2008
	Audited	Certified
Total Income	5.59	20.99
Net Profit	1.86	16.71
Paid up Equity Capital	133.78	133.78
Networth	477.67	494.38
EPS (Rs.)	1.39	12.49
Book Value (Rs.)	357.06	369.55
Return on Networth (%)	0.39	3.38

3.8 Mr. M K Dugar, Partner of M/s Chopra & Company, Chartered Accountants, having their office at Chopra House,133 Canning Street, Kolkata -700 001 (Membership No.053684), Tel no. 033-2268 1520, 2242 2523, Fax No.033-2242 6676, email: acchopra@cal3.vsnl.net.in,has certified vide certificate dated December 01, 2008 that the net worth of M/s Neverloose Properties and Investments Private Limited as on 30th September 2008 is Rs.494.38 Lacs and that it has sufficient liquid assets to fulfill the obligation under this Open Offer. The Acquirer has deposited Rs. 44.00 Lacs in Escrow Account, which is more than 25 % of the amount required for this open offer.

3.9 There is no person acting in concert with the Acquirer.

4 INFORMATION ABOUT THE TARGET COMPANY:

4.1 The Company was incorporated under the Companies Act, 1956 as Golkunda Diamonds & Jewelleries Limited on October 30, 1990 with the Registrar of Companies, Maharashtra at Mumbai. The company received the Certificate for Commencement of Business on November 21, 1990. Subsequently the name of the Company was changed to Golkunda Diamonds & Jewellery Limited for which the company received the fresh Certificate of Incorporation consequent to change of name on January 14, 1992.

4.2 The Registered Office of GOLKUNDA is located at G-30, Gems & Jewellery Complex-III, SEEPZ, Andheri (E), Mumbai 400 096; Tel.: 022- 2829 0155 /56; Fax: 022- 2829 0373
e-mail-id: info@golkunda.com

4.3 GOLKUNDA was promoted by Mr Kanti Kumar Dadha, Mr. Shyam Singh Baid and Mr. Karan Singh Baid. However, currently only Mr. Kanti Kumar Dadha and Mr. Karan Singh Baid are associated with the company. Mr. Kanti Kumar Dadha is a commerce graduate and Mr. Karan Singh Baid is diploma holder in Engineering.

4.4 GOLKUNDA came out with its maiden public issue in October 1992.

4.5 The present Directors of GOLKUNDA are Mr. Kanti Kumar Dadha (Chairman & Managing Director), Mr. Karan Singh Baid, Mr. Arvind Kumar Dadha, Mr. B.K. Ashok, Mr. Mahesh Kumar Dadha and Mr. Gautam Chand Dadha.

4.6 As on date, Mr.Kanti Kumar Dadha is the Chairman & Managing Director of the Target Company and presently controlling the management of the Target Company.

4.7 The Marketable lot for the Shares of GOLKUNDA is 1(one) in the demat form. The ISIN of Equity Shares in dematerialized form is INE798D01015.

4.8 The authorized share capital of GOLKUNDA as on date is Rs.700 lacs comprising 70 lac equity shares of Rs. 10/- (Rupees Ten) each. The issued, subscribed and paid up capital of the company including the preferential issue is Rs. 696.41 Lacs comprising 69.64 lacs equity shares of Rs. 10/- each. There are no partly paid up shares in the company.

4.9 The shares of the Target Company are listed on BSE, JSE and HSE. GOLKUNDA has passed a special resolution at the Annual General Meeting held on September 28, 2007, for delisting the shares of the Company from JSE and HSE. However, the recognition granted to HSE has been withdrawn by SEBI with effect from August 29, 2007. GOLKUNDA is yet to delist its securities from JSE. The shares are not admitted as permitted security in any other Stock Exchange.

4.10 GOLKUNDA is engaged in business of manufacturing of studded gold jewellery mainly for exports and trading of diamonds.

4.11 GOLKUNDA has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for offering Shares in dematerialized form.

4.12 The brief financial information of the Target Company is as follows

Rs. (Lacs)

Particulars	For the Financial Year 2007-08	For Six Months Ended 30th Sep. 2008
	Audited	Certified
Total Income	5871.18	1778.38
Net Profit	48.84	193.18
Paid up Equity Capital	416.40	416.40
Networth	715.53	908.71
EPS (Rs.)	1.17	4.64*
Book Value (Rs.)	17.19	21.82
Return on Net worth (%)	6.82	21.26

*not annualized

5. REASONS FOR THE ACQUISITION AND THE OFFER:

5.1 The promoter group is consolidating its holding in the Target Company by way of Acquirer subscribing to the Preferential Issue of equity shares of the Target Company. As stated in para 'Background to the Offer' above, pursuant to the Preferential Issue to the Acquirer, the voting rights available to the Promoter Group would increase from 38.73% to 63.37%. Hence, this Offer is pursuant to Regulation 11(1) and other applicable provisions of the Regulations.

5.2 The Target Company plans to expand its present operations. The funds raised by the Target Company by way of Preferential Issue will be utilised for working capital and general corporate purposes.

5.3 The Acquirer does not have any plans to sell, dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business. The Acquirer undertakes not to sell, dispose off or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

6. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER:

6.1 The Offer is subject to receiving necessary approval(s), if any, from Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments thereto for acquiring equity shares tendered by Non Resident Indian Shareholders.

6.2 As on date of this PA, to the best of the knowledge of the Acquirer, no other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer.

6.3 In case of delay in receipt of Statutory Approvals, SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders, who have accepted the Offer, subject to Acquirer agreeing to pay interest for the delayed period as directed by SEBI under regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by Acquirer in obtaining the approvals, regulation 22(13) of the Regulations will also become applicable.

7. OPTION IN TERMS OF REGULATION 21:

In case, pursuant to this Offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer will, in accordance with regulation 21(2) of the Regulations, facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with the Regulations.

8. FINANCIAL ARRANGEMENTS:

8.1 The total consideration payable to the shareholders under the terms of this open offer is Rs. 1,67,13,792 (Rupees One Crore Sixty Seven Lacs Thirteen Thousand Seven Hundred Ninety Two Only) .The Acquirer has adequate liquid resources to meet the financial requirements of the Open Offer. The Acquirer has made firm arrangement for the resources required to complete the Open Offer in accordance with the Regulations.

8.2 In accordance with Regulation 28 of the Regulations, the Acquirer has deposited Rs.44.00 Lacs (Rs. Forty Four Lacs only), in cash, being over 25% of the entire amount of the consideration (assuming full acceptance by the shareholders) in an Escrow Account with HDFC Bank Limited, Fort Branch, Mumbai, in the form of a current account with exclusive authority to operate the account in favour of the Manager to the Offer.

8.3 The Acquirer has duly empowered M/s Arihant Capital Markets Ltd., the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the Regulations.

8.4 The Manager to the Open Offer, hereby confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Open offer obligations.

8.5 The Acquirer has made firm financial arrangements for financing the acquisition of equity shares under the Offer in full out of its own sources/Networth and no borrowings from any Bank and/or Financial Institutions is envisaged.

9. OTHER TERMS OF THE OFFER:

9.1 This is not a conditional Offer.

9.2 The Letter of Offer along with Form of Acceptance cum Acknowledgement (Form of Acceptance) will be mailed to all those shareholders of GOLKUNDA (except promoter group) whose names appear on the Register of Members and to the beneficial owners of the shares of GOLKUNDA whose names appear on the beneficial records of the respective Depository Participant, at the close of business hours on Friday, January 30, 2009 ('Specified Date').

9.3 Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares will be required to send their duly signed Form of Acceptance, Original Share Certificate (s) and duly signed and executed Transfer Deed (s) to the Registrar to the Offer, as given in para '9.10' below so as to reach on or before the Closing of the Offer, i.e. Monday, March 16, 2009 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance.

9.4 The Acquirer has appointed, M/s. Sharex Dynamic (India) Private Limited, 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001, Tel No.:022 2270 2485 Fax: 022 2264 1349 Email:sharexindia@vsnl.com, Contact person Mr. B.S. Baliga, as the Registrar to the Offer ('Registrar to the Offer'). The Registrar to the Offer has opened a Special Depository Account with Arcadia Shares & Stock Brokers Private Limited, (Registered with CDSL), styled 'GDJL OPEN OFFER'. The DP ID is 12034400 and Client ID is 00501485. The Target Company's shares are admitted for dematerialization by NSDL as well as CDSL.

9.5 Beneficial owners and Shareholders holding shares in the dematerialized form who wish to tender their shares will be required to send their Form of Acceptance along with a photocopy of the delivery instructions in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the Depository Participant (**'DP'**), in favour of the Special Depository Account, to the Registrar to the Offer, as given in para '9.10' below, on or before the Closing of the Offer, i.e. Monday, March 16, 2009, in accordance with the instructions to be specified in the Letter of Offer (**'LoF'**) and in the Form of Acceptance.

9.6 All owners of the shares, Registered or Unregistered (except the Acquirer and promoter group) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the original Share Certificate(s), valid Transfer Deeds and the original Contract Note issued by the Broker through whom they acquired their shares.

9.7 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Registered Folio Number, Share Certificate Numbers, Distinctive Numbers, Number of Shares held, Number of Shares offered, along with documents as mentioned in '9.6' above , so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. Monday, March 16, 2009. In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the Closing of the Offer, i.e Monday, March 16, 2009.

9.8 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 Escrow Account is received on or before the closure of the Offer, failing which the application would be rejected.

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

9.10 The following collection center would be accepting the documents as specified above, during the offer period on all working days i.e. from Monday to Friday between 11.00 am and 4.00 p.m. and on Saturday from 11.00 am to 2.00 p.m., both in case of shares in physical and dematerialized form.

Name & Address	Contact Person & Contact Numbers	Mode of delivery
M/s Sharex Dynamic (India) Private Ltd., Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanji Marg, Andheri-Kurla Road., Safed Pool, Andheri (E), Mumbai 400072.	Mr. B S Baliga Tel No.:022 28515606/5644 Fax: 022 28512885 Email:sharexindia@vsnl.com	Registered Post/ Hand Delivery
M/s Sharex Dynamic (India) Private Ltd., 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001	Ms. Suzana Nambiar Tel No.:022 2270 24 85 Fax No.:022 2264 1349 Email:sharexindia@vsnl.com	Registered Post/ Hand Delivery

9.11 Share Certificates, Transfer Forms and other documents in respect of shares not accepted under the Offer, if any, will be returned by Registered Post at the shareholders' / unregistered owners' sole risk to the sole/first shareholder. Shares held in dematerialized form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owner in the Form of Acceptance.

9.12 In case the shares tendered in the Offer by the shareholders of GOLKUNDA are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provision of regulation 21(6) of the Regulations on a proportionate basis. The rejected Applications / Documents will be sent by Registered Post.

9.13 The payment for acquisition of shares will be made by the Acquirer in cash through a crossed Demand Draft/Pay Order to the equity shareholders of GOLKUNDA whose equity share certificates and other documents are found in order and accepted by the acquirer, within 15 days from the date of Closing of the Offer.

9.14 In terms of regulation 22 (5A) of the Regulations, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date by submitting the required documents, so as to reach the Registrar to the Offer at the collection centre mentioned above as per the mode of delivery indicated therein on or before Monday, March 09, 2009. The withdrawal option can be exercised on submitting the form of withdrawal (which will be sent to Shareholders along with the Letter of Offer) and the copy of the acknowledgement received from the Registrar to the Offer while tendering the acceptance together with:

a) In respect of physical shares: name, address, distinctive numbers, folio number, number of shares tendered and number of shares to be withdrawn.

b) In respect of dematerialized shares: name, address, number of shares tendered, number of shares withdrawn, DP name, DP ID, beneficiary account number, photocopy of the delivery instruction in 'Off Market' mode duly acknowledged by DP.

9.15 The shares withdrawn by the Shareholders, if any, would be returned by Registered Post. The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account on or before the offer closing date.

9.16 No Indemnity is needed from unregistered shareholders.

9.17 Application in respect of shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these shares are not received together with the shares tendered under the Open Offer.

9.18 The Letter of Offer along with the Form of Acceptance/ withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such form from the website.

9.19 Compliance with tax and other regulatory requirements:

a) While tendering Shares under the Offer, Non-Resident Indians (NRIs) will be required to submit RBI's approval (specific or general) that they would have obtained for acquiring the Shares of the Target Company, failing which the Acquirer reserves the right to reject the Shares.

b) While tendering their Shares under the Offer, NRIs, will also be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at lower rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs on the entire consideration amount payable to such shareholder.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

10.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by the Acquirer, the acquirer will accept the offers received from the shareholders on a proportionate basis, in consultation with the Managers to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot.

10.2 Shareholders who have offered their shares would be informed about acceptance or rejection of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted will be paid by cheque / demand draft / pay order crossed 'Account Payee' only in favour of the first holder of equity shares (and sent by registered post) within 15 days from the date of Closure of the offer. For shares, which are tendered in electronic form, the bank accounts as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer form and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk. Shares held in dematerialized form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance and the intimation of the same will be sent to the shareholders

11. TIME SCHEDULE OF THE OFFER

Activity	Day and Date
Specified date *	Friday, January 30, 2009
Letter of Offer to be posted to the shareholders	Saturday, February 14, 2009
Date of Opening the Offer	Wednesday, February 25, 2009
Last date for withdrawal of Form of Acceptance	Monday, March 09, 2009
Date of Closing the offer	Monday, March 16, 2009
Last date for a competitive bid	Thursday, January 22, 2009
Last date for revising the Offer Price / number of shares	Tuesday, March 3, 2009
Date of communicating rejection / acceptance and payment of consideration for the application accepted.	Tuesday, March 31, 2009

*Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of fully paid equity shares of the Target Company (except the Acquirers) are eligible to participate in the Offer anytime before the closure of the Offer.

12. GENERAL CONDITIONS

A. Shareholders who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of Closure of the Offer i.e. Monday, March 09, 2009.

B. If there is any upward revision in the Offer Price up to seven working days prior to the date of Closure of the Offer i.e. Tuesday, March 3, 2009 or withdrawal of the Offer, the same would be informed by way of PA in the same Newspapers where this original Public Announcement appeared. In case of any revision in offer price, such revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and accepted under the Offer.

C. **If there is a Competitive Bid:**

i. **The Public Offers under all the subsisting bids shall close on the same date.**

ii. **As the Offer Price cannot be revised during 7 working days prior to the Closing date of the Offers/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**

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

E. Pursuant to regulation 13 of the Regulations, the Acquirer has appointed Arihant Capital Markets Limited, as Manager to the Offer

F. For further details, please refer to the LoF & Form of Acceptance.

G. The intimation of returned shares to the shareholders will be sent at the address as per the records of GOLKUNDA / Depository as the case may be.

H. The PA would also be available at SEBI's website, **www.sebi.gov.in**.

I. This PA is being issued on behalf of the Acquirer by the Manager to the Offer, Arihant Capital Markets Limited

J. **The Acquirer, M/s. Neverloose Properties & Investment Pvt. Ltd., and the Directors of the Acquirer accept full responsibility for the information contained in this PA and also for the obligations of the Acquirer as laid down in the Regulations and subsequent amendments made thereof.**

Issued by : Manager to the Offer

ARIHANT capital markets ltd
Merchant Banking Division
SEBI REGN NO: INM000011070
3rd Floor, Krishna Bhavan, 67, Nehru Road,Vile Parle (East),Mumbai 400 057,
Tel No: 6766 4800/847, Fax No. 6766 4880
Contact person: Mr. Amol Kshirsagar
Email: amol.kshirsagar@arihantcapital.com

On behalf of the Acquirer

M/s Neverloose Properties & Investment Pvt. Ltd.

14/2 Old China Bazar Street, Room No. 222, 223 Kolkata- 700 001. Tel no: 033-22681520

Email id: neverloosesmailbox@rediffmail.com

Place : Mumbai
Date : January 1, 2009