OFFER OPENING PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

KAILASH AUTO FINANCE LIMITED

(Registered Office: 19, Rollant Complex, 37/17, The Mall, Kanpur- 208 001)

This Advertisement is being issued by VC Corporate Advisors Private Limited, on behalf of Panchshul Marketing Limited and Careful Projects Advisory Limited (hereinafter collectively referred to as "**the Acquirers**") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**") in respect of Open Offer ("**Offer**") for the acquisition of 9,89,534 (Nine Lacs Eighty Nine Thousand Five Hundred and Thirty Four Only) fully paid-up equity shares of Rs.10/- each, representing 26.00 % of the equity and voting share capital of Kailash Auto Finance Limited (hereinafter referred to as the "**Target Company**" or "**KAFL**"). The Detailed Public Statement ("**DPS**") pursuant to the Public Announcement ("**PA**") made by the Acquirers has appeared in The Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions and Tarun Bharat (Marathi Daily Mumbai edition) on 09.05.2012.

1. The Offer Price is Rs. 8/- (Rupees Eight Only) per equity share payable in cash ("**Offer Price**"). There has been no revision in the Offer Price.
2. Committee of Independent Directors ("**IDC**") of the Target Company recommend acceptance of the Open Offer made by the Acquirers, as the Offer Price of Rs. 8/- (Rupees Eight Only) per equity share is fair and reasonable based on the reasons that, as per the last Audited Balance Sheet as on 31.03.2012, both the Book Value and Earning per equity share of the Target Company are negative i.e. Rs. (3.07) and Re. (0.52) respectively.

   The recommendation of IDC was published in the aforementioned newspapers on 28.09.2012.
3. There has been no competitive bid to this Offer.
4. The Letter of Offer ("**LOF**") has been dispatched to all the Public Shareholders of Target Company on 27.09.2012.
5. Please note that a copy of the LOF along with the Form of Acceptance-cum-Acknowledgement is available on the website of Securities and Exchange Board of India (SEBI), www.sebi.gov.in, and also on the website of Manager to the Offer, www.vccorporate.com and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
   - Name & Address of the first holder, name(s) & address(s) of joint holders, if any, registered folio no., share certificate no., distinctive nos., no. of the shares held, number of shares tendered together with the original Equity Share certificate(s), valid transfer deeds with the details of the Acquirers kept blank so as to reach the Registrar to the Offer on or before Closure to the Offer i.e.16.10.2012.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on 16.05.2012. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its Letter No. Letter No. CFD/DCR1/20980/12 dated 18.09.2012 which have been incorporated in the LOF.
7. **Any other material change from the date of PA:** -

   The Acquirers, i.e., Panchshul Marketing Limited and Careful Projects Advisory Limited, had filed a petition under Section 17(2) of the Companies Act, 1956 before the Hon'ble Company Law Board, Kolkata Bench ("CLB") respectively for the alteration of their situation clause in the Memorandum of Association so as to shift their Registered Office from the State of West Bengal to the State of Maharashtra. CLB vide their Order dated 09.08.2012 have confirmed the above mentioned alteration to the situation clause in the Memorandum of Association. The Acquirers are yet to file the certified copy of the CLB Order with the Registrar of Companies, Maharashtra. For further details, refer para 3.1.1 and para 3.2.1 on page no. 6 & 9 of the final LOF respectively as dispatched to the shareholders.
8. **Schedule of Activities:**

Activity	Date	Day
Date of the Public Announcement	02.05.2012	Wednesday
Publication of Detailed Public Statement in newspapers	09.05.2012	Wednesday
Last date for making a Competing Offer	30.05.2012	Wednesday
Identified Date*	17.09.2012	Monday
Date when Letter of Offer were dispatched	27.09.2012	Thursday
Date of commencement of tendering period	03.10.2012	Wednesday
Date of closure of tendering period	16.10.2012	Tuesday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	01.11.2012	Thursday

** 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 Acquirers and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.*

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS:

Manager to the Offer:

VC CORPORATE ADVISORS PRIVATE LIMITED
SEBI Registration No. INM000011096
(Contact Person: Ms. Urvi Belani)
31, Ganesh Chandra Avenue,
2nd Floor, Suite No –2C, Kolkata – 700 013
Tel : (033) 2225-3940 / 3941
Fax : (033) 2225-3941
E-mail: mail@vccorporate.com

Place : Kolkata **Date : 01.10.2012**