OFFER OPENING PUBLIC ANNOUNCEMENT

# KAMALAKSHI FINANCE CORPORATION LIMITED

("KFCL" or "Target Company") a company incorporated under the Companies Act, 1956 having its registered office at

306, Dalamal Chambers, Behind Aayakar Bhavan, New Marine Lines,
Mumbai, Maharashtra-400020, Tel no.: 022-22074889, Fax no.: 022-22014368,
E-mail: kamalakshifinance@gmail.com and Website: www.kamalakshifinance.com

This Advertisement is being issued by Intensive Fiscal Services Pvt. Ltd. (hereinafter referred to as "Manager to the Offer") on behalf of Dheeraj B. Shah (hereinafter referred to as "Acquirer") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "SEBI (SAST) Regulations, 2011" or "Regulations") in respect of the open offer to acquire up to 60,68,400 fully paid up equity shares of Kamalakshi Finance Corporation Limited constituting 26.17% of the post preferential equity shares of the Target Company. The Detailed Public Statement (DPS) with respect to the aforementioned offer was made on December 09, 2013 in The Financial Express (English-All Editions), Jansatta (Hindi-All Editions) and Mumbai Lakshadeep (Marathi-Mumbai Edition).

1. The offer is being made at a price of ₹ 13/- (Rupees Thirteen Only) per fully paid up equity share of ₹ 10/- each payable in cash.
2. A Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommends acceptance of the open offer price of ₹ 13/- per fully paid up equity shares is fair and reasonable based on the following reasons:
   i. The Offer price appears to be reasonable considering that there is no major business activities in the Target Company.
   ii. Valuation report on the fair value of equity shares of the Target Company vide dated November 15, 2013 issued by R. Soni & Co., Chartered Accountants signed by Partner, CA Rajesh Soni Membership no 133240 has applied the valuation methodology prescribed by the Honorable Supreme Court of India in the case of Hindustan Lever Employees Union vs. Hindustan Lever Limited, 1995 (83 Com. Case 30). Considering aforesaid valuation methodology, the Value of shares is as follows:
      1. As per Net Assets Method (NAV) is ₹ 10.94/-,
      2. As per Price Earning Capitalization Method is ₹ 8.89/- and
      3. As per Market Value Method is NIL (as shares are infrequently traded).

      Thus the fair value of an equity share is ₹ 9.57. Therefore, the Offer Price of ₹ 13/- (Rupee Thirteen Only) per equity share is justified.
   iii. The equity shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011.
   iv. Looking to the past trend, it is being observed that trading by general public is limited which restraints exit to investor to the Market.
   v. This Open offer will provide an exit opportunity to the existing investors/shareholders.

   The recommendation of IDC was published on March 19, 2014 in the same newspapers where Detailed Public Statement was published.
3. There has been no Competitive bid to this offer.
4. The Letter of offer had been sent to all the shareholders of the Target Company on March 14, 2014.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (http://www.sebi.gov.in) during the offer period 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:
   a. In case of physical shares: Name(s) & Address(es) of the First Holder or Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, Original share Certificate(s), Valid share transfer form(s). In case of unregistered shareholders, along with the above document, Broker contract note would also be required & details of the Acquirer to be kept blank, failing which; the same will be invalid under the Offer.
   b. In Case of Dematerialized Shares: Name, Address, Number of Equity shares held, Number of Equity shares tendered, DP Name, DP ID, Beneficiary Account no. and a photocopy or counterfoil of the delivery instructions in "Off-Market" mode duly acknowledged by the DP in favour of Special Depository Account:

   A special depository account has been opened, details thereof are as under:

| | |
|---|---|
| Depository Name | Central Depository Services (India) Limited (CDSL) |
| DP Name | R R S SHARES & STOCK BROKERS PRIVATE LIMITED |
| Account Name | PSIPL ESCROW A/C KAMALAKSHI OPEN OFFER |
| DP ID Number | 12029000 |
| Beneficiary Account Number | 00036099 |

   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 shares in favour of the Special Depository Account with CDSL.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on December 16, 2013. The final observation was received in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its letter no CFD/DCR/SKS/6840/ 2014 dated March 05, 2014.
7. **Major change in letter of offer**

   The Offer size has been increased from 21,68,400 equity shares of ₹ 10/- each to 60,68,400 equity shares of ₹ 10/- each representing 26.17% of post preferential equity shares of the Target Company at a revised open offer price from ₹ 12/- (Rupees Twelve Only) per equity share to ₹ 13/- (Rupees Thirteen Only) per equity share aggregating to ₹ 7,88,89,200 (Rupees Seven Crores Eighty Eight Lakhs Eighty Nine Thousand Two Hundred only). The increase in Open Offer size and price is pursuant to preferential allotment of 1,48,50,000 equity shares to non promoters as approved in the Extra Ordinary General Meeting held on February 07, 2014.
8. Schedule of Activities

| Activity | Date | Day |
|---|---|---|
| Date of Public Announcement | December 2, 2013 | Monday |
| Date of Detailed Public Statement | December 9, 2013 | Monday |
| Last date for a Competitive Bid | December 31, 2013 | Tuesday |
| Identified Date | March 7, 2014 | Friday |
| Date on which Letter of Offer was dispatched to the Shareholders | March 14, 2014 | Friday |
| Date of opening of the Tendering Period | March 24, 2014 | Monday |
| Date of closing of the Tendering Period | April 7, 2014 | Monday |
| Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or share certificate for the rejected shares will be dispatched | April 24, 2014 | Thursday |
| Date by which the underlying transaction which triggered open offer will be completed | Latest by Five months from the completion of all the formalities relating to the Open Offer including filing of Final report by Merchant Banker to SEBI as per Regulation 27(7) of SEBI (SAST) Regulations, 2011. | |

***Issued by Manager to the Offer on behalf of the Acquirer:***

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**INTENSIVE FISCAL SERVICES PRIVATE LIMITED**
**Contact Person: Mr. Rishabh Jain/Mr. Nikesh Jain**
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**Tel.:** 022-22870443/44/45; **Fax:** 022-22870446; **E-mail:** rishabh@intensivefiscal.com

**Date** : March 20, 2014
**Place** : Mumbai

PRESSMAN

Size: 12(w) X 35(h)