LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of Lifestyle Fabrics Ltd. If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in Lifestyle Fabrics Ltd, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY

Strategybot Finance Pvt Ltd

(Formerly; Chamkaur Sahib Finance Pvt Ltd) **(Acquirer)**

B II-144, Apo-Aap Street, Nabha, Patiala 147 201, Punjab

Tel No: (01765) 222489, (0124) 3010657, (0124) 3010678-79, Fax No. 0124-3010633, 3010710

To

Acquire 11,00,000 equity shares of Rs. 10/- each representing 20% of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 2.00/- (Rupees two only) per fully paid equity share payable in cash.

Pursuant to the Regulation 10 & 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

of

LIFESTYLE FABRICS LTD

Registered Office: Anup Engineering Ltd Premises, Behind 66KV Electric Sub-Station, Odhav Road, Ahmedabad 382 415, Gujarat

Tel No: (079) 22200206, Fax No: (079) 22201608

ATTENTION:

1. As on the date of Public Announcement, the Offer is subject to approval of Reserve Bank of India for transfer of shares from non resident to resident and acquirer will apply for such approval after completion of Open Offer under Foreign Exchange Management Act, 1999. However, the Offer would be subject to all Statutory Approvals that may become applicable at a later date before the completion of Offer.
2. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e. **March 30, 2009 Monday.**
3. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. upto **March 24, 2009 Tuesday** the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
4. **If there is a Competitive Bid:**

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

   As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.
5. **A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION "10" PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 13 TO 14)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
CHARTERED CAPITAL & INVESTMENT LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065 Tel. : 011-26419079/ 26218274 Fax : 011 - 26219491 Email: charteredcapital@gmail.com **Contact Person: Mr Priyaranjan**	**Beetal Financial & Computer Services (P) Ltd.** **Regd. & Admn. Office :** Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Phone : 011-29961281, 29961282 Fax : 011-29961284 Email : beetal@rediffmail.com **Contact : Mr. Punit Mittal**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Date and Day (Original Schedule)	Date and Day (Revised Schedule)
Date of Public Announcement	**December 08, 2008 Monday**	**December 08, 2008 Monday**
Specified Date*	**January 02, 2009 Friday**	**January 02, 2009 Friday**
Last Date of Competitive Bid	**December 29, 2008 Monday**	**December 29, 2008 Monday**
Date by which Letter of Offer Will be posted to the shareholders	January 19, 2009 Monday	March 09, 2009 Monday
Date of Opening of the Offer	**January 28, 2009 Wednesday**	**March 13, 2009 Friday**
Date of Closing of the Offer	**February 16, 2009 Monday**	**April 02, 2009 Thursday**
Last Date of Withdrawal of Acceptance	**February 11, 2009 Wednesday**	**March 30, 2009 Monday**
Last date for Revising the Offer Price/ Number of Shares	February 05, 2009 Thursday	March 24, 2009 Tuesday
Date of communicating Rejection/Acceptance and payment for Applications accepted will be dispatched	March 03, 2009 Tuesday	April 17, 2009 Friday

* Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent.

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DEFINITIONS

1.	Acquirer or The Acquirer	Strategybot Finance Pvt Ltd
2.	BSE	Bombay Stock Exchange Limited, Mumbai
3.	FEMA	Foreign Exchange Management Act, 1999
4.	Form of Acceptance	Form of Acceptance cum Acknowledgement
5.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
6.	Guidelines	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
7.	LOO, or Letter of Offer	Offer Document
8.	Manager to the Offer or, Merchant Banker	Chartered Capital and Investment Limited
9.	Offer or The Offer	11,00,000 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital and resultant voting rights of Target Company at a price of Rs. 2.00 (Rupees Two Only) per fully paid up equity share payable in Cash.
10.	Offer Price	Rs. 2.00 (Rupees Two Only) per fully paid up equity shares payable in Cash.

11.	Persons eligible to participate in the Offer	Registered shareholders of Lifestyle Fabrics Ltd and unregistered shareholders who own the equity shares of Lifestyle Fabrics Ltd any time prior to the Offer closure other than the Parties to Agreement namely Asman Investments Limited, Sanjay Shrenikhbhai Lalbhai and Strategybot Finance Pvt Ltd.
12.	Public Announcement or "PA" or Corrigendum to "PA"	Announcement of the Open Offer by The Acquirer , which appeared in the newspapers on 08.12.2008 and Corrigendum to "PA" published in Newspapers on 09.03.2009.
13.	RBI	Reserve Bank of India
14.	Registrar or Registrar to the Offer	Purva Shareregistry (P) Limited
15.	SEBI	Securities and Exchange Board of India
16.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
17.	SEBI Act	Securities and Exchange Board of India Act, 1992
18.	Specified Date	January 02, 2009, For determining the names of the shareholders as on such date to whom the Letter of Offer will be sent
19.	LFL/Target Company	Lifestyle Fabrics Ltd
20.	SPA	Share Purchase Agreement
21.	Sellers	Asman Investments Limited and Sanjay Shrenikhbhai Lalbhai

1. RISK FACTORS

i. In the event that either (a) the Regulatory Approvals are not received in a timely manner, (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of LFL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirer may be delayed and in such cases SEBI may if satisfied that non receipt of requisite approvals was not due to any wilful default or neglect of the acquirer grant extension of time for the purpose subject to acquirer agreeing to pay interest to the shareholders for delay beyond the schedule of activity indicated in this letter of offer.

ii. The shares tendered in the offer will lie to the credit of a designated escrow account- held in trust by the Registrar, till the completion of the offer formalities.

iii. The Acquirer make no assurance with respect to the market price of the Shares both during the Offer period and 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.

iv. The Acquirer does not warrant any assurance with respect to the future financial performance of the Company.

v. In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.

The Risk Factors set forth above, pertain to the offer and not in relation to the present or future business or operations of LFL or any other related matters, and are neither exhaustive not intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of LFL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

vi. The acquirer proposes to change the existing line of business of the target company and undertakes to start business of trade in commodoties, computer software, hardware etc. The existing Board of Directors of the acquirer have no experience in the present and proposed field of business of target company.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT 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 DRAFT 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 LIFESTYLE FABRICS LTD TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PERSONS ACTING IN CONCERT OR THE COMPANY WHOSE SHARES ARE 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 ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 19.12.2008 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND

SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PACS 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 The Offer is being made by Acquirer under Regulation 10 & 12 of SEBI (SAST) Regulations, 1997 in order to achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company i.e Lifestyle Fabrics Limited.

3.1.2 The Acquirer have entered into a Share Purchase Agreement **[SPA]** on December 03, 2008 to acquire an aggregate of 40,60,393 (Forty Lacs Sixty Thousand Three Hundred and Ninety Three Only) fully paid up equity shares of Rs. 10/- each (the "Sale Shares") representing 73.83%% of the total paid up capital and voting rights of **Lifestyle Fabrics Ltd,** a Company incorporated under the Companies Act, 1956 and having its registered office at Anup Engineering Ltd Premises, Behind 66KV Electric Sub-Station, Odhav Road, Ahmedabad 382 415, Gujarat (hereinafter referred to as **"LFL/the Target Company/the Company") from the promoter of LFL, namely Asman Investments Limited and Shri Sanjay Shrenikhbhai Lalbhai** (hereinafter collectively referred to as Sellers) at a price of Rs. 2.00 (Rupees two only) per fully paid up equity share payable in cash **("Negotiated Price").** The total consideration for the shares acquired as mentioned above is Rs. 81,20,786.00 (Rupees Eighty One Lacs Twenty Thousand Seven hundred and Eighty Six only) and that resulted the triggering of SEBI (SAST) Regulations, 1997. The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.

The details of the sellers are as under:

Sr. No.	Name of the shareholders/ sellers	Address and Phone No./ Fax No.	No. of Shares sold	% to total paid up capital	Amount (In Rs)
1	Asman Investments Ltd	Arvind Mills Premises, Naroda Road, Ahmedabad (Gujarat) Ph No. (079) 22200556 Fax No (079) 22200556	39,49,093	71.81	78,98,186
2	Shri Sanjay Shrenikhbhai Lalbhai	1st Floor, Akshay, 53, Shrimali Society, Navrangpura, Ahmedabad-380009 Ph. No. (079) 22200556 Fax No. (079) 22200556	1,11,300	2.02	2,22,600
		Total	**40,60,393**	**73.83**	**8120786.00**

3.1.3 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirer shall pay total cash consideration of Rs. 81,20,786.00 (Rupees Eighty One Lacs Twenty Thousand Seven hundred and Eighty Six only).

b. Against payment of the sale consideration, the Seller as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer and Acquirer shall purchase and acquire from the seller, shares free from all encumbrances, all rights, title and interests of the Seller in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The Acquirer undertake and covenant to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The sellers agree to provide the Acquirer with all necessary support, for complying with the provisions of the Takeover Code relating to Public Offer as are applicable to the transaction envisaged herein.

d. On completion, by the Acquirer, of the obligations relating to the Public Offer under the Takeover Code, as certified by Chartered Capital And Investment Limited, the Manager to the Offer appointed for such Public Offer in accordance with the Takeover Code, the parties shall ensure that the Board of Directors of the Target Company shall pass effective resolutions for recording the transfer of shares of the Target Company to the Acquirer.

e. In the event Parties to Agreement fails to comply with the applicable provisions of the Takeover Code relating to the Public Offer, the SPA shall stand terminated and shall be null and void.

f. The Sellers and buyers have appointed Chartered Capital And Investment Limited having office at 13, Community Centre, East of Kailash, New Delhi 110 065 as a Custodian vide custodian agreement dated December 03, 2008. The Custodian will keep "Sale Share" aggregating to 4060393 shares in a separate account and also sale consideration amounting Rs 81,20,786.00 will be kept in a separate escrow account opened by the Custodian.

g. On receipt of final approval from SEBI on the open offer documents filed by manager to the Offer, the custodian will release 4060393 shares to the buyers and Rs 81,20,786.00 to the sellers, which are kept in a separate escrow account(s) maintained by the Custodian.

3.1.4 Apart from 4060393 (Fourty Lacs Sixty Thousand Three Hundred and Ninety Three Only) fully paid equity shares which the Acquirer agreed to acquire in terms of SPA, the Acquirer does not hold any equity shares and resultant voting rights of LFL.

3.1.5 Neither the Acquirer, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.2 The Offer

3.2.1 The Acquirer has made a Public Announcement, which was published on December 08, 2008 and Corrigendum to "PA" published on March 09, 2009 the following newspapers in accordance with the Regulation 15 of SEBI (SAST) Regulations, 1997:

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Navshakti (Marathi)	Mumbai
Financial Express (Gujrati)	Ahmedabad

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

3.2.2 The Acquirer is making an Offer under the SEBI (SAST) Regulations, 1997 to acquire 1100000 equity shares of Rs. 10/- each fully paid up representing 20% of the total paid up capital and resultant voting rights of LFL at a price of Rs. 2.00/- (Rupees Two Only) per fully paid up equity share **("Offer Price")**, payable in cash subject to the terms and conditions mentioned hereinafter.

3.2.3 There are no partly paid up shares in "Lifestyle Fabrics Ltd".

3.2.4 The Offer is not a Competitive Bid.

3.2.5 **The Offer is not subject to any minimum level of acceptances from the shareholders i.e. it is not a conditional offer.** The Acquirer will accept the equity shares of LFL those are tendered in valid form in terms of this offer upto maximum of 1100000 equity shares.

3.2.6 Acquirer have not acquired any shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.3 Object of the Acquisition/ Offer

3.3.1 The Offer to the Public shareholders of LFL is for acquiring 20% of the total paid up capital / voting rights. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.2 The Offer to the shareholders of LFL is being made in accordance with Regulation 10 & Regulation 12 of the SEBI (SAST) Regulations, 1997.

3.3.3 The acquirer is proposing to change the existing line of business of target company and undertakes to start business of trade in commodities, Computer Hardware, Software as well as manufacturing of Computer Hardware and related activities. The acquirer will undertake to start the new business activities of target company after taking approvals from shareholders and other authority if any in order to change the main object clause of target company and acquirer will take steps to amend the object clause in order to undertake new activities after completion of open offer formalities.

Disclosure in terms of Regulation 16(ix)

3.3.4 The Acquirer at present have no intention to sell, dispose of or otherwise encumber any significant assets of LFL in the succeeding two years, except in the ordinary course of business of LFL's future policy for disposal of its assets, if any, will be decided by it's Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of LFL.

4. BACKGROUND OF THE ACQUIRER

Strategybot Finance Pvt Ltd

4.1 Strategybot Finance Pvt Ltd (hereinafter referred to as "SFPL") was incorporated under the provisions of the Companies Act, 1956, as a private limited company in the name and style as 'Chamkaur Sahib Finance Pvt Ltd' vide Certificate of Incorporation No. U 65921 PB 1998 PTC 021233 dated 31st March, 1998 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh at Jalandhar. The name of the Company was changed to Strategybot Finance Pvt Ltd vide Fresh Certificate of Incorporation dated 29th August, 2008 issued by the Registrar of Companies, Jalandhar. The Registered office of the Acquirers is situated at B II-144, Apo-Aap Street, Nabha, Patiala 147 201, Punjab. The authorised share capital of SFPL is Rs 50 lacs divided in to 500000 equity shares of Rs 10.00 each. The paid up and subscribed capital is Rs 27.59 lacs divided in to 275870 equity shares of Rs 10.00 each. The acquirer is currently engaged in the business of Hire Purchase and Leasing Finance.

4.2 M/s. Strategybot Finance Private Limited is the sole Acquirer in the present offer and there is no person(s) acting in concert with SFPL in respect of this Open Offer.

4.3 Mr Ashok Kumar Garg, Proprietor of M/s Ashok Amol & Associates, Chartered Accountants, having Office at 127E, IInd Floor, Mohammadpur, Near Bhikaji Cama Place, New Delhi-110065, Tel No. (011) 26103606, Fax No (011) 26109688 (Membership No. 091952) has Certified vide their Certificate dated 05.12.2008, that the Net Worth of Strategybot Finance Pvt Ltd as on September 30, 2008 is Rs. 28.12 Lacs. The certificate has also confirmed that acquirer has already deposited 100% funds in separate accounts towards its entire obligations under Share Purchase Agreement and Open Offer. The acquirer has borrowed funds from its promoter director Mr D P Goel and also from a body corporate namely Mangrove International Limited in order to fulfil its offer obligations.

4.4 The present promoter/director of the Acquirer Company are Dharam Pal Goel and Ramesh Chander. The Company does not belong to any group as such.

4.5 As on the date of Public Announcement, the shareholding details of the Company are as under:

S. No.	Name	No. of Shares	% to total paid up capital
1	Dharam Pal Goel	204670	74.19
2	Ramesh Chander	71200	25.81
	Total	**275870**	**100.00**

4.6 The Board of Directors of "SFPL" as on P.A date consists of following members:-

S.No.	Name of Director	Designation	Residential Address	Date of Appointment	Qualification & Field of Experience
1	Dharam Pal Goel	Director	H. No. 235A, Aggar Nagar, Ludhiana - 141012	19.05.2008	M.A, LLB, He has acted as Judge and having vast experience in various business fields of trading and manufacturing industries like Textiles, Retail and Financial Services.
2	Ramesh Chander	Director	House No. 22, Sector-17, Panchkula-134109, Haryana	19.05.2008	M.A, LLB, He has vast business experience in the field of IT services like manufacturing and resale of Computers Hardware and Software.

None of the above directors are on the board of the Target Company.

4.7 SFPL is an unlisted Company and registered with Reserve Bank of India as a Non Banking Finance Company (NBFC) vide Certificate of Incorporation no. 06.00142 dated September 15, 1998 issued by RBI at Chandigarh, Regional Office.

4.8 The brief financials of "SFPL" are as under:- ***(Amount in Rs Lacs)***

Profit & Loss Statement	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Year ended 31.03.2008 (Audited)	For the period ended 30.09.2008 (Audited)
Income from operations	3.64	5.01	1.64	1.25
Other Income	Nil	Nil	Nil	Nil
Total Income	3.64	5.01	1.64	1.25
Total Expenditure	3.46	4.92	1.50	0.92
Profit Before Depreciation Interest and Tax	0.18	0.09	0.14	0.33
Depreciation	0.07	0.06	0.06	-
Interest	0.10	0.02	0.14	-
Profit/ (Loss) Before Tax	0.02	(0.01)	(0.05)	0.33
Provision for Tax	-	-	-	0.10
Profit / (Loss)After Tax	0.02	(0.01)	(0.05)	0.23

Balance Sheet Statement	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Year ended 31.03.2008 (Audited)	For the period ended 30.09.2008 (Audited)
Sources of Funds				
Paid up equity share capital	27.59	27.59	27.59	27.59
Reserves and Surplus (excluding revaluation reserves)	0.63	0.35	0.30	0.53
Secured loans	0.00	0.00	0.00	0.00
Unsecured loans	0.00	0.00	0.00	0.00
Deferred Tax Liability	0.00	0.00	0.00	0.00
Current Liabilities	3.95	0.11	0.05	0.34
Total	32.17	28.05	27.94	28.46
Uses of funds				
Net fixed assets	0.40	0.33	0.28	0.28

Investments	0.00	0.00	0.00	0.00
Net current assets	31.77	27.72	27.66	28.18
Miscellenous Expenses not written off	0.00	0.00	0.00	0.00
Total	32.17	28.05	27.94	28.46
Other Financial Data				
Networth (Rs in lacs)	28.22	27.94	27.89	28.12
Earning Per Share (In Rs)	0.01	-	-	0.08
Dividend (%)	-	-	-	-
Return on Networth (%)	0.06	-	-	0.84
Book Value Per Share	10.22	10.12	10.10	10.19

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100,
Earning Per Share = Profit After Tax/No. of Equity Shares issued,
Return on Net worth (%) = (Profit After Tax/Networth)*100
Book Value Per Share = Networth/ No. of Equity shares issued,
Networth = Paid Up equity capital + Reserves & Surplus (Excluding Revaluation reserves) -Misc Expenses not written off.

4.9 Reasons for Fall & Rise in Income/PAT in relevant years are given as under:
The Company has been operating at very low levels and hence minor changes in the earnings affect the final income and profitability of the Company.

4.10 There has been no merger / de-merger, spin-off in SFPL during the past three years.

4.11 SFPL has not promoted any Company(s) / Firm(s) since its inception.

4.12 SFPL had not acquired earlier any shares in Lifestyle Fabrics Limited including any acquisition through Open Offer.

4.13 The Compliances under Chapter II of the Regulations are not applicable to the acquirer as it was not holding any shares of the target company.

4.14 Significant Accounting Policies of SFPL
The significant accounting policies as on March 31, 2008 are as under.

BASIS OF ACCOUNTING
The accounts have been prepared using historical cost convention and on the basis of a going concern concept with revenue recognized and expenses accounted for on accrual basis including committed obligations. The accounting policies not specifically referred to otherwise, have been followed consistently and are in consonance with generally accepted accounting principles.

FIXED ASSETS
Capital nature expenditure has been capitalized on cost.

DEPRECIATION
Depreciation has been provided on written down value method as per rates specified in schedule XIV to the Companies Act, 1956.

INVENTORIES
The Company does not carry any inventory.

RETIREMENT BENEFITS
Non of the employees has put in minimum number of years in service. Hence no provisions for gratuity has been made. Other retirement benefits shall be accounted for as & when the accrue.

MISCELLANEOUS EXPENSES
The Preliminary expenses will be written of equally over a period of 5 years from the year of commencement of commercial production.

CONTINGENT LIABILITIES
All liabilities have been accounted for in the accounts except liability of contingent nature which have been disclosed at their estimated value in Notes on Accounts.

5. DISCLOSURE IN TERMS OF REGULATION 21(2), IF APPLICABLE

The Offer (assuming full acceptance) would result in public shareholding in the Target Company being reduced below the minimum level required as per the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis. The Acquirers in terms of the provisions of Clause 40A of the Listing Agreement will facilitate the target company to raise the level of Public shareholding to the level specified for continuous listing as specified in the listing agreement entered with the stock exchange within the time period and manner specified thereon in consultation with Stock Exchange. The acquirer at present have no intention to delist the company from the stock exchanges for a period of next three years.

6. BACKGROUND OF THE TARGET COMPANY– LIFESTYLE FABRICS LTD (LFL)

6.1 Lifestyle Fabrics Ltd was incorporated under the provisions of the Companies Act, 1956, as a private limited company in the name and style as 'Lifestyle Fabrics Pvt Ltd' vide Certificate of Incorporation No. 11-75340 dated 26th November, 1993 issued by the Registrar of Companies, Maharashtra at Mumbai. The Company was converted into a public limited Company and the name of the Company was changed to Lifestyle Fabrics Ltd vide Fresh Certificate of Incorporation dated 1st February, 1994 issued by the Registrar of Companies, Mumbai. The Registered office of the Company was subsequently shifted from the State of Maharashtra to the State of Gujarat as approved by the Hon'ble Company Law Board, Western Region Bench, Mumbai vide its order 9th January, 2007. The ROC, Gujarat, Dadra & Nagar Haveli at Ahmedabad allotted a new number U 17120 GJ 1993 PLC 049941 to the Company on 6th February, 2007. The Company was engaged in the business of manufacturing and trading of fabrics. At present there is no operations in the target company.

6.2 Presently, Registered Office of the Target Company is situated at Anup Engineering Ltd Premises, Behind 66KV Electric Sub-Station, Odhav Road, Ahmedabad 382 415, Gujarat. Fax No: (079) 22201608.

6.3 The Authorised share capital of LFL as on the date of Public Announcement is Rs. 7,00,00,000 divided into 70,00,000 equity shares of Rs. 10 each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs. 5,50,00,000 divided into 55,00,000 equity shares of Rs. 10 each.

6.4 The present capital structure of LFL is as under:

Paid up Equity Shares of SDFCL	**No. of Equity Shares / voting rights**	**% of Shares / voting rights**
Fully paid-up equity shares	5500000	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	5500000	100.00
Total voting rights in the Target Company	**5500000**	**100.00**

6.5 There are no partly paid up shares in the target company.

6.6 The current capital structure of the company has been build up since inception 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**
Subscriber to MOA	30	0.0005	300	MOU Subscription	Subscriber	Complied
26.11.1993	40	0.0007	700	Preferential	Promoter	
26.05.1994	2029930	36.91	20300000	——do——	Promoter	
04.08.1994	370000	6.73	24000000	——do——	Promoter	
31.10.1994	2100000	38.18	45000000	IPO	—-	
16.12.1995	1000000	18.18	55000000	Preferential Issue	Other than Promoter	
Total	**5500000**	**100.00**				

6.7 As on date of PA, the equity shares of "LFL" are listed on The Bombay Stock Exchange Limited (BSE) and the Ahmedabad Stock Exchange Limited (ASE) only.

6.8 As on date of PA the target company is fully complied with the requirements of Listing Agreement with the concerned stock exchanges where the shares of the company are listed. Further, no punitive action has been taken against the company by any Stock Exchange.

6.9 There are no outstanding convertible instruments / warrants. There are no partly paid up shares in the target company.

6.10 LFL has been complying with the requirements of provisions of chapter II of the SEBI (SAST) Regulations,1997 except failed to file disclosure under Regulation 6(2) & 6(4) for the year 1997 and also disclosure under Regulation 8(3) for the year 1998 to 2002 and the same were regularized under SEBI Regularization Scheme, 2002.

6.11 The promoters and other major shareholders of the target company have complied with the reporting requirements under applicable provisions of the Chapter II of SEBI (SAST) Regulations, 1997 except for period 1997 to 2002 and same were regularized under SEBI Regularization Scheme, 2002.

6.12 The Composition of the Board of Directors of LFL as on the date of Public Announcement is as under:

Sr No.	**Name of the Director**	**Designation**	**Qualification and No. of years of experience and field of experience**	**Residential Address**	**Date of Appointment**
1.	Jayesh K Shah	Non Executive Professional	CA and having experience of 23 years in Administration, Finance etc.	26, Amaltash Bunglow, Vastrapur Road, Ahmedabad	27.08.1997
2.	Bhupendra M Shah	Non Executive Professional	CA and having experience of 32 years in Accounts and Finance	Navpad Society, Near Vikas Gruh, Ahmedabad	27.08.1997
3.	Shreyas C Sheth	Non Executive Independent	B. Sc, MBA and having experience of 27 years in finance, managerial etc	4, Ruchir II, Bunglows, Opp Nehru Foundation, Judges Bunglow Road, Vastrapur, Ahmedabad	23.01.2007

4.	Kamal R Seth	— do —	B.SC and having experience of 24 years in administration, finance etc	42, Akashneem Bunglow, Near Nehru Foundation, Vastrapur, Ahmedabad	28.03.2003
5.	Indrakumar S Shah	— do —	CA, CS and having 24 years of experience in Finance and administration.	B 2/6, Kripa Nagar, S V Road, Ville Parle (E) Mumbai	28.03.2003

None of the above Directors representing acquirer.

6.13 There has been no merger/ Demerger, spin off during the past three years in LFL.

6.14 The Financial Information of LFL are as given below: ***(Rs. in Lacs)***

Profit and Loss Statement	**Year ended 31.03.2006 (Audited)**	**Year ended 31.03.2007 (Audited)**	**Year ended 31.03.2008 (Audited)**	**Period ended Sept. 30, 2008* (Certified)**
Income from Operations	0.00	0.00	0.00	0.00
Other Income	0.00	0.00	0.00	0.00
Total Income	0.00	0.00	0.00	0.00
Total Expenditure	1.12	2.47	1.94	1.30
Profit/(Loss)Before Depreciation, Interest & Tax	(1.12)	(2.47)	(1.94)	(1.30)
Prior Period Expenses	0.05	0.00	0.00	0.00
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00
Profit/ (Loss) before T Tax Tax	(1.17)	(2.47)	(1.94)	(1.30)
Provision for Tax	0.02	0.12	0.00	0.00
Profit/ (Loss) after Tax	(1.19)	(2.59)	(1.94)	(1.30)

Balance Sheet Statement	**Year ended 31.03.2006 (Audited)**	**Year ended 31.03.2007 (Audited)**	**Year ended 31.03.2008 (Audited)**	**Period ended Sept. 30, 2008* (Certified)**
Sources of Funds				
Paid up Share Capital	550.00	550.00	550.00	550.00
Reserves & Surplus (Excluding Revaluation Reserve)	98.31	98.31	98.31	98.31
Secured Loan	0.00	0.00	0.00	0.00
Unsecured Loan	0.15	2.71	4.81	6.26
Current Liabilities	0.18	0.14	0.30	0.00
Deferred tax Liability	0.00	0.00	0.00	0.00
Total	**648.64**	**651.16**	**653.42**	**654.57**
Uses of Funds				
Net Fixed Assets	0.00	0.00	0.00	0.00
Investments	0.00	0.00	0.00	0.00
Current assets	0.15	0.07	0.39	0.24
Miscellaneous Expenses not written off	0.00	0.00	0.00	0.00
Profit/Loss A/c Dr balance	648.49	651.09	653.03	654.33
Total	**648.64**	**651.16**	**653.42**	**654.57**

Other Financial Data	**Year ended 31.03.2006 (Audited)**	**Year ended 31.03.2007 (Audited)**	**Year ended 31.03.2008 (Audited)**	**Period ended Sept. 30, 2008* (Certified)**
Net Worth (Rs. in Lacs)	(0.19)	(2.78)	(4.72)	(6.02)
Dividend (%)	-	-	-	-
Earning Per Share (In Rs.)	(0.02)	(0.05)	(0.04)	(0.02)
Return on Net worth (%)	-	-	-	-
Book Value Per Share (in Rs.)	(0.003)	(0.050)	(0.09)	(0.11)

*As Certified by Mr. J D Patel (Membership No. 32780), Partner of G K Choksi & Co , Chartered Accountants, of the company having office at "Madhuban" Near Madalpur Underbridge, Ellisbridge, Ahmedabad-380006, Phone No. (079) 30012009, Fax No. (079) 26569929 vide their certificate dated 02.12.2008.

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)*100,

Earning Per Share = Profit After Tax/No. of Equity Shares issued,

Return on Net worth (%) = (Profit After Tax/Networth)*100

Book Value Per Share = Networth/ No. of Equity shares issued,

Networth = Paid Up equity capital + Reserves & Surplus (Excluding Revaluation reserves) -Misc Expenses not written off.

6.15 The shareholding pattern of the target company as on 30.09.2008 is as under.

S. No.	Shareholder's Category	Number of Shares held	Percentage of shares held
1.	Promoters and Promoters Group	4060393	73.83
2.	Mutual Funds/ Banks/Financial Institution/UTI	85900	1.56
3.	Bodies Corporate	76200	1.39
4	NRIs	50000	0.91
5	Others	1227507	22.31
	Total	**5500000**	**100.00**

6.16 The reason for fall/rise in income and PAT in the relevant years are as under:
There is no operations in a company.

6.17 The details of contingent liabilities in the target company during the past three years are given as under. ***(Rs in Lacs)***

	March 31, 2006	March 31, 2007	March 31, 2008
Income Tax Demand	Nil	Rs 4.99	Rs 4.99

6.18 Pre and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr. No	Shareholder category	Shareholding & voting rights prior to the acquisitionand Offer		Shares/voting rights acquiredwhich triggered off the Regulations		Shares/Voting rights to be acquired in the open Offer (assuming full acceptance)		Shareholding/ voting rights after the acquisition and Offer i.e.	
		(A)		(B)		(C)		A+B+C	
		No.	%	No.	%	No.	%	No.	%
1.	(a) Promoter Group								
	(a) Sellers								
	1. Asman Investments Ltd	3949093	71.81	(3949093)	(71.81)	Nil	NA	Nil	NA
	2. S S Lalbhai	111300	2.02	(111300)	(2.02)	Nil	NA	Nil	NA
	Total 1 (a)	4060393	73.83	(4060393)	(73.83)	Nil	NA	Nil	NA
	(b) Other than Parties to Agreement	NA	NA	NA	NA	NA	NA	NA	NA
	Total 1 (a+b)	4060393	73.83	(4060393)	(73.83)	Nil	NA	Nil	NA
2.	Acquirer								
	1. Strategybot Finance (P) Ltd	Nil	NA	4060393	73.83	1100000	20.00	5160393	93.83
	Total 2	Nil	NA	4060393	73.83	1100000	20.00	5160393	93.83
3.	Parties to agreement other than 1(a) & 2	NA	NA	NA	NA	NA	NA	NA	NA
4.	Public (other than 1 to 3)								
	a. FIs/MFs/FIIs/ Banks, SFIs	85900	1.56	Nil	N.A.	(1100000)	(20.00)	339607	6.17
	b. Private Corporate Bodies	76200	1.39	Nil	N.A.				

	c. Indian Public	1227507	2232	Nil	N.A.				
	d. NRI	50000	0.91	Nil	N.A.				
	e. Any other	Nil	N.A.	Nil	N.A.				
	Total 4	1439607	26.17	Nil	NA	Nil	Nil	339607	6.17
	Grand Total (1 to 4)	**5500000**	**100.00**	**Nil**	**NA**	**Nil**	**Nil**	**5500000**	**100.00**

Note: The data within bracket indicates sale of equity shares.

6.19 As informed by the target Company, the approximate number of shareholders in LFL as on 30.09.2008 in public category is apprx 4203 as on the date of PA.

6.20 The Company has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement, statutory auditors of the company have certified compliance of conditions of corporate governance, this certificate is attached with annual report of the target Company for the year ended 31st March, 2008.

6.21 The changes in the shareholding of the promoters of the company are as per the details mentioned below.

Year ended	No. of shares held by Promoters & PACs	Paid up equity capital of the company (no. of shares)	% of total capital	% change in shareholding of Promoters & PACs	Status of Compliance
20.02.1997	4162700	5500000	75.69	—	Complied
31.03.1997	4162700	5500000	75.69	—	
31.03.1998	4162700	5500000	75.69	—	
31.03.1999	4162700	5500000	75.69	—	
31.03.2000	4162700	5500000	75.69	—	
31.03.2001	4162700	5500000	75.69	—	
31.03.2002	4162700	5500000	75.69	—	
31.03.2003	4162700	5500000	75.69	—	
31.03.2004	4162700	5500000	75.69	—	
31.03.2005	4162793	5500000	75.69	—	
31.03.2006	4057793	5500000	73.78	(1.91)	
09.11.2006	4060393	5500000	73.83	0.05	
31.03.2008	4060393	5500000	73.83		

Except the above there is no change in shareholding of promoters including by way of inter se transfer.

6.22 As per the information received from the Target Company there are no litigation matters pending against the company.

6.23 The name & contact details of the compliance officer are as under:

Name of the Compliance Officer:
Jayesh Thakkar
Contact Address: Anup Engineeering Premises
66 KV Electric Substation, Odhav Road, Ahmedabad
Contact Number: : (079) 22200556, Fax : (079) 22200556

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 Presently the shares of the LFL are listed with BSE and the Ahmedabad Stock Exchange Limited. The shares of the Target Company are infrequently traded at BSE & ASE during the period of preceding 6 months. The shares are infrequently traded as per the data available with The Stock Exchange, Mumbai (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.

7.1.2 The annualized trading turnover of shares of the Company at The Bombay Stock Exchange Limited and the Ahmedabad Stock Exchange Limited during the preceeding six calendar months ended November, 2008 as listed below.

Name of the Exchange	Total no. of shares traded during June 2008 to November 2008.	Total number of listed shares	Annualized trading turnover (in terms of % of total listed shares)
BSE*	1000	5500000	2000(0.04%)
ASE	Nil	5500000	N.A

* Source: www.bseindia.com

7.1.3 Based on the above information, as the annualized trading turnover is less than 5% of the total number of the listed shares, the equity shares are deemed to be infrequently traded on BSE as per the date available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

7.1.4 In accordance with Regulation 20(5) of the SEBI (SAST) Regulations, 1997 the offer price of Rs 2.00/-(Rupees Two Only) per fully paid up equity share is justified in view of the following parameters:

a.	The Negotiated Price	Rs. 2.00 (Rupees two only)
b.	Highest Price paid by Acquirers for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of PA	Not Applicable
c.	Other Financial Parameters	Based on the Certified Financial Data for the period ended September 30, 2008.
	Return on Net Worth (%)	(6.02)
	Book Value per share (Rs.)	(0.11)
	Earning per share (Rs.)	(0.02)
	Price Earning Multiple (With reference to Offer Price of Rs 2.00 per share)	Not Applicable
	The average industry P/E for the sector in which LFL earlier operates (Source: Capital Market Journal, edition November 03, 2008 to November 16, 2008, Industry Textile Products)	14.1

*As Certified by Mr. J D Patel (Membership No. 32780), Partner of G K Choksi & Co , Chartered Accountants, of the company having office at "Madhuban" Near Madalpur Underbridge, Ellisbridge, Ahmedabad-380006, Phone No. (079) 30012009, Fax No. (079) 26569929 vide their certificate dated 02.12.2008.

Hence the Offer Price of Rs. 2.00 (Rupees two only) for each fully paid up equity shares is justified in terms of Regulation 20(5) of SEBI (SAST) Regulations, 1997.

7.1.5 There is no Non-Compete agreement.

7.1.6 If the Acquirer acquire equity shares after the date of Public Announcement upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer.

8.1 Financial Arrangements

8.1.1 The Acquirer have adequate resources to meet the financial requirements of the Offer. The Acquirer have made firm arrangements for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through internal / personal resources as well as borrowed funds from director and Body Corporate. The acquirer had taken financial assistance of Rs 51.00 lacs from its promoter Director Mr Dharam Pal Goel and Rs 55.00 lacs from a body corporate Mangrove International (P) Ltd. in order to fulfill its open offer obligations. The amount given by the lenders is in the form of unsecured loans which is repayable after expiry of 1 year with a put and call option of 30 day's notice. Mr Dharam Pal Goel and Mangrove International have not any stake in the target company.

8.1.2 Assuming full acceptances, the total fund requirements for the acquisition of 1100000 equity shares/voting capital of "LFL" at Rs.- 2.00/- per share is Rs. 22,00,000/- (Rupees Twenty Two Lacs Only).

8.1.3 Mr. Ashok Kumar Garg, Proprietor of M/s Ashok Amol & Associates, Chartered Accountants, having Office at 127E, IInd Floor, Mohammadpur, Near Bhikaji Cama Place, New Delhi-110065, Tel No. (011) 26103606, Fax No (011) 26109688 (Membership No. 091952) has Certified vide their Certificate dated 05.12.2008, that the Net Worth of Strategybot Finance Pvt Ltd as on September 30, 2008 is Rs. 28.12 Lacs. The certificate has also confirmed that acquirer has already deposited 100% funds in separate accounts towards its entire obligations under Share Purchase Agreement and Open Offer. The acquirer has borrowed funds from its promoter director and also from a body corporate in order to fulfil its offer obligations.

8.1.4 In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997, the Acquirer have created an Escrow Account with Axis Bank, East of Kailash, New Delhi and have deposited cash of an amount Rs 2200000/- (Rupees Twenty Two Lacs Only), being 100% of the total consideration required for the Open Offer.

8.1.5 The acquirer have duly empowered Chartered Capital And Investment Limited, the Manager to the Offer to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

8.1.6 The Manager to the Offer have satisfied itself about the Acquirer ability to implement the offer in accordance with the SEBI (SAST) Regulations, 1997.

8.1.7 The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9 TERMS AND CONDITIONS OF THE OFFER

9.1 Persons eligible to participate in the Offer

9.1.1 Registered shareholders of Lifestyle Fabrics Ltd and unregistered shareholders who own the equity shares of Lifestyle Fabrics Ltd any time prior to the date of Closure of the Offer, Other than Parties to Agreement.

9.1.2 None of the existing shares of LFL are under any Lock-in requirement.

9.2 Statutory Approvals

9.2.1 The Offer is subject to the approval(s) from the Reserve Bank of India (RBI), if any, for transfer of shares from non-resident to resident and aquirer will apply for such approval before RBI after complition of open offer, under the Foreign Exchange Management Act, 1999.

9.2.2 No approvals from Banks/ Financial Institutions are required to make this offer.

9.2.3 As on the date of Public Announcement, no other statutory approvals are required to be obtained for the purpose of this Offer.

9.2.4 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

9.2.5 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable

9.3 Others

9.3.1 Accidental omission to despatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

9.3.2 This Letter of Offer has been mailed to all the shareholders of LFL (Other than Acquirer, PACs and Sellers), whose names appeared on the Register of Members of LFL as on **January 02, 2009 Friday** being the Specified Date.

9.3.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be credited back to respectively depository account or returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

9.3.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

10 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

10.1 The Offer is not subject to any minimum level of acceptances from shareholders and in case of the shares received under the Offer exceeding the Offer size, the Acquirer will accept shares on proportionate basis.

10.2 A Letter of Offer specifying the detailed terms and conditions of the Offer together with a Form of Acceptance cum Acknowledgement and Transfer Deed (for shareholders holding shares in physical forms) will be mailed to the shareholders of LFL (Other than Acquirer and Sellers) whose names appear on the Register of Members of LFL and to the beneficial owners of the equity shares of LFL whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on **January 02, 2009 Friday, (the "Specified Date").** Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

10.3 All owners (Other than Acquirer and Sellers) of equity shares, registered or unregistered, are eligible to participate in the Offer anytime before closure of the Offer.

10.4 The shareholders of LFL (Other than Acquirer and Sellers) are eligible to participate in the Offer anytime before the closure of the offer by sending their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) duly signed, to the Registrar to the Offer viz. BEETAL Financial & Computer Services Pvt. Ltd BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062 either by Registered Post, Courier or Hand Delivery (Between 10.00 a.m to 5.00 p.m on all working days), on or before the date of closure of the offer i.e **April 02, 2009, Thursday** in accordance with the instructions specified in the Letter of Offer & Application Form.

10.5 Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgement, which will be available on SEBI's websites at http:/www.sebi.gov.in and can apply for the Offer in such downloaded form.

10.6 Beneficial owners and **shareholders who hold Shares in the physical form** and wish to offer the Shares for sale pursuant to the Offer shall be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and transfer deed(s) and other documents as may be specified in the LOO, duly signed to the Registrar to the Offer viz. viz. BEETAL Financial & Computer Services Pvt. Ltd BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062 either by Registered Post, Courier or Hand Delivery (Between 10.00 a.m to 5.00 p.m.,on all working days.), on or before the date of closure of the offer i.e April 02, 2009, Thursday in accordance with the instructions specified in the Letter of Offer & Application Form.

10.7 The Registrar to the Offer has opened a special depository account with Central Depository services (India) Limited ("CDSL") for receiving equity shares during the Offer from eligible shareholders who hold equity shares in demat form.

10.8 Beneficial owners and **shareholders who hold shares in the dematerialised form**, will be required to send their Form of Acceptance-cum-Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer viz. BEETAL Financial & Computer Services Pvt. Ltd BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062 either by Registered Post, Courier or Hand Delivery (Between 10.00 a.m to 5.00 p.m.on all working days.), on or before the date of closure of the offer i.e **April 02, 2009, Thursday** along with a photocopy of the delivery instructions in "off-market" mode or counter foil of the delivery instructions in "off market" mode, or counterfoil of the delivery instructions in **"off market"** mode duly acknowledged by the Depository Participant ("DP"), in favour of the the **"Beetal-Open Offer Escrow A/c For LSF LTD"** filled in as per the instructions given below:

DP Name : SAM Global Securities Limited
DP ID Number : 12019101
Client ID Number : 01035576
Depository : CDSL

10.9 Persons who own shares and whose names do not appear on the Register of members of the Company on the Specified Date are also eligible to participate in this Offer. Unregistered owners of shares of LFL can send their applications in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Shares held, number of Shares offered, distinctive numbers, folio numbers, together with the original share certificate(s), transfer deeds and the original contract note issued by the broker through whom they acquired their shares.

10.10 Owners of shares who have sent their equity shares for transfer should enclose Form of Acceptance-cum-Acknowledgement duly completed and signed copy of the letter sent to LFL for transfer of shares, acknowledgement received thereon and valid share transfer form(s). Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialised is completed well in time so that the credit in the aforesaid special depository account should be received on or before 5.00 P.M up to the date of Closure of the Offer, i.e **April 02, 2009, Thursday** else the application would be rejected.

10.11 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, number of equity shares held, distinctive numbers, folio numbers, number of Shares offered, along with the documents to prove their title to such equity shares such as brokers note, succession certificate/ original letter of allotment and valid equity shares transfer deed (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with LFL) and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.00 P.M upto the the date of Closure of the Offer, i.e. by **April 02, 2009, Thursday.**

10.12 In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent in writing to the Registrar to the Offer, on a plain paper stating the name, addresses, number of Shares held, number of Shares offered, Depository name, Depository ID, Client ID along with a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in the "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 8.7 above, so as to reach the Registrar to the Offer, on or before 5.00 P M upto the date of Closure of the Offer, i.e. by **April 02, 2009, Thursday**. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

10.13 The following collection centre would be accepting the documents by Hand Delivery/ Regd Post/ Courier as specified above, both in case of physical and dematerialised form. The centre mentioned herein below would be open on all working days as follows:

Address of the Collection Centre	Contact Person	Phone / Fax / Email
BEETAL Financial & Computer Services Pvt. Ltd. BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062	Mr. Punit Mittal	Phone: 011 2996 1280 / 81 / 82 / 83 Fax: 011 2996 1284 Email : Beetal@rediffmail.com

Business Hours: Mondays to Fridays between 10.00 a.m. to 5.00 p.m., Saturday between 10.00 a.m. to 1.00 p.m. The centres will be closed on Sunday and any other public holidays.

10.14 No indemnity is needed from unregistered shareholders.

10.15 In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrar to the Offer upto three working days prior to the date of Closure of the Offer i.e March 30, 2009. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive no, folio no, number of equity shares tendered.

10.16 The Letter of Offer alongwith Form of Acceptence cum acknowledgement/ withdrawal would also be available at SEBI's website http://www.sebi.gov.in/ and shareholders can also apply by downloading such forms from the website.

10.17 Applications 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 Offer.

10.18 All Shares tendered in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.

10.19 The Registrar to the Offer will hold in trust the equity shares/ share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form (s) on behalf of the shareholders of LFL who have accepted the Offer, until the cheques/ drafts/ pay orders for the consideration and/ or the unaccepted shares/ share certificates are dispatched/ returned.

11 METHOD OF SETTLEMENT

11.1 Where the number of equity shares offered for sale by the shareholders are more than the equity 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 Manager 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 equity shares from a shareholders shall not be less than the minimum marketable lots or the entire holding if it is less than the marketable lot.

11.2 The marketable lot of LFL is 1 {One} Equity Share for Demat Shareholders.

11.3 The Form of Acceptance, relevant original share certificate(s), valid share transfer deed(s) and other documents or/and shares lying in the special depository account, tendered by the shareholders of LFL under this offer, shall be accepted from such shareholders in terms of this letter of offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirer only upon the fulfilment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

11.4 Shareholders who have offered their equity shares under the Offer would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment of consideration to those shareholders whose shares or share certificates and / or other documents are found complete, valid and in order will be made by way of a crossed account payee cheque, demand draft or pay order only in favour of the first holder of equity shares. The payment of consideration will also be send through ECS (Electronic Clearing Service), RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer) after giving required details as mentioned in Form of Acceptence cum acknowledgement. Such consideration or unaccepted share certificates(s), transfer deed (s) and other documents, if any, will be returned by registered post at the shareholders/ unregistered owner's sole risk. For Shares which are tendered in electronic form, the Bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. Shares held in dematerialised form to the extent not accepted or shares withdrawn will be credited back to their beneficial owner's depository account with their respective depository participants as per the details furnished by their beneficial owners in the Form of Acceptance-cum-Acknowledgement and the intimation of the same will be send to the respective shareholders. The Acquirer is required to deduct tax on source, as may be applicable. It is desirable that shareholder holding shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/demand draft.

11.5 While tendering equity shares under the offer, non-resident shareholders (NRI/OCB/Foreign shareholders) should submit copy of the permission received from Reserve Bank of India (specific or general) that they would have been required for acquisition of the shares of LFL. In case of its non-submission, Acquirer reserves their right to reject the shares tendered in the Offer. While tendering equity shares under the offer, non resident shareholders (NRI/OCB/Foreign shareholders) will also be required to submit a Tax Clearance Certificate from Income Tax authorities indicating the amount of tax to be deducted by acquirer under the Income Tax Act, 1961 before remitting the consideration. In case aforesaid Tax Clearance Certificate is not submitted, acquirer will arrange to deduct tax, if any, 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.

11.6 The Acquirer shall endeavour to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer (i.e April 17, 2009) including payment of consideration to the shareholders of LFL whose equity shares are accepted for purchase by the Acquirer.

11.7 In case of non-receipt of any statutory approvals, if any required, SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this offer and in such an event, the Acquirer will pay interest for the delayed payment beyond fifteen days of the closure of the offer, at such rate as may be prescribed by SEBI.

12. GENERAL

12.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

12.2 The Acquirer reserves the right to withdraw the Offer pursuant to Regulation 27 of the SEBI (SAST) Regulations, 1997. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this public announcement appears.

12.3 In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, 1997, 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 March 30, 2009.

12.4 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.

12.5 The intimation of returned shares to the Shareholders will be sent at the address as per the records of LFL/ Depository as the case may be.

12.6 If there is any upward revision in the Offer price (In accordance with Regulation 26 of the SEBI (SAST) Regulations, 1997) by the Acquirer till the last day of revision viz at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where Original Public Announcement had appeared. Such revised Offer would be payable for all the successful shares tendered anytime during the Offer.

12.7 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement.

12.8 If there is a competitive bid:

12.8.1 The Public Offer under all the subsisting bids shall close on the same date.

12.8.2 As the Offer Price cannot be revised during the seven working days prior to the closing date of the offers/bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final offer price of each bid and tender their acceptances accordingly.

12.9 The Acquirer are not holding any equity shares of LFL as on the date of Public Announcement.

12.10 Wherever necessary some financial data has been rounded off to the nearest Lacs, million or crore (as the case may be), except where stated otherwise.

12.11 For further details please refer to the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

12.12 The Manager to the Open Offer i.e. Chartered Capital & Investments Limited does not hold any shares in the Target Company as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company 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.

13. 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 13, Community Centre, East of Kailash, New Delhi – 110065 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.

13.1 Undertaking from the Acquirer, stating full responsibility for all information contained in the PA and the Letter of Offer.

13.2 Certificate from Mr. Mr. Ashok Kumar Garg, Proprietor of M/s Ashok Amol & Associates, Chartered Accountants, certifying the Networth of the Acquirer and certifying adequacy of funds for discharging their obligations under the offer.

13.3 Certificate of Incorporation, Memorandum of Association of Lifestyle Fabrics Ltd and SFPL.

13.4 Copy of Share Purchase Agreements dated 03.12.2008.

13.5 Audited Annual Reports of LFL and SFPL for the financial years 2006, 2007,2008 and certified figures for period ended September 30, 2008.

13.6 Certificate from Axis Bank confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997.

13.7 Published copy of the PA, which appeared in the newspapers on 08.12.2008

13.8 Copy of the agreement entered with DP for opening of special account for the purpose of the Offer.

13.9 Copy of Observation letter from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

13.10 Letter given by lenders confirming providing financial assistance to the acquirer.

14. DECLARATION BY THE ACQUIRER

14.1 The Acquirer accept full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 1997.

14.2 The Acquirer would be severally and jointly responsible for ensuring compliance with the Regulations.

14.3 All information contained in this document is as on the date of the Public Announcement, unless stated otherwise.

Place : New Delhi
Date : 07.03.2009

15. ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	**: March 13, 2009 Friday**
OFFER CLOSES ON	**: April 02, 2009 Thursday**

Please read the Instructions overleaf before filling-in this Form of Acceptance

From:

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.	

Tel. No.: __________________________ Fax No. : __________________________ E-mail : __________________________

To,
Acquirer
C/o Beetal Financial & Computer Services P. Ltd.
Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062

Dear Sir/s,

REG. : OPEN OFFER TO THE SHAREHOLDERS OF LIFESTYLE FABRICS LIMITED (LFL) BY STRATEGYBOT FINANCE (P) LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997.

I / we, refer to the Letter of Offer dated 07.03.2009 for acquiring the equity shares held by me / us in Lifestyle Fabrics Limited.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to Acquirer the following equity shares in Lifestyle Fabrics Limited (hereinafter referred to as “LFL”) held by me / us, at a price of Rs. 2.00 per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No...Number of share certificates attached..........................Representing......................equity shares

Number of equity shares held in LFL		Number of equity shares Offered	
In figures	**In words**	**In figures**	**In words**

— **TEAR HERE** - — — — — — — — — — — — — — — — — — — —

ACKNOWLEDGEMENT SLIP

REG.: OPEN OFFER TO THE SHAREHOLDERS OF LIFESTYLE FABRICS LIMITED (LFL) BY STRATEGYBOT FINANCE (P) LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997.

Received from Mr. / Ms.. ……………………...…………………………………………….. Ledger Folio No/ .... Number of certificates enclosed...…………… under the Letter of Offer dated ...., Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
		Total no. of Equity Shares		

Stamp

Date : ....

Authorised Signatory

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
		Total no. of Equity Shares		

2. I / We confirm that the equity shares of LFL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers 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 Acquirers 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 Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
4. 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 Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers 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.
5. 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 Acquirers 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.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.
7. 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.
8. I / We irrevocably authorise the Acquirers 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 LFL:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with LFL) : ....
....
Place : .... Date : .... Tel. No(s). : .... Fax No. : ....

So as to avoid fraudulent encashment in transit and receipt of payment through ECS, RTGS or NEFT mode, the shareholder(s) may provide details of bank account of the first/sole shareholder and the consideration will be paid accordingly.

Name of Bank and Branch Address : ....

Bank Account No. : .... Type of Account (Savings / Current / Other (please specify)) : ....

IFSC Code of BANK : .... MICR Code of Bank : ....

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

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

Yours faithfully,

Signed and Delivered:

	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.

— — — — — — — — — — — — — — — — — **TEAR HERE** - — — — — — — — — — — — — — — — — —

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, and thumb impressions must be attested by a Notary Public under his Official Seal.

4 Mode of tendering the Equity Shares Pursuant to the Offer:

I. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of LFL.

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

5. Business Hours : Mondays to Friday : 10.30 AM to 5.00 PM

Saturday : 10.30 AM to 1.30 PM

Holidays : Sundays and Bank Holidays

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	**:**	**March 13, 2009 Friday**
LAST DATE OF WITHDRAWAL	**:**	**March 30, 2009 Monday**
OFFER CLOSES ON	**:**	**April 02, 2009 Thursday**

Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal

From:

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.	

Tel. No.: ________________________ Fax No. : ________________________ E-mail : ________________________

To,
Acquirer
C/o Beetal Financial & Computer Services P. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir, New Delhi-110062

Dear Sir/s,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF LIFESTYLE FABRICS LIMITED (LFL) BY STRATEGYBOT FINANCE (P) LIMITED (ACQUIRER) PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997.

I/We refer to the Letter of Offer dated 07.03.2009 for acquiring the equity shares held by me/us in Lifestyle Fabrics Limited.

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We wish to withdraw our acceptance tendered in response to the said Offer. We had deposited/sent our 'Form of Acceptance' to you on .... alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

TEAR HERE

ACKNOWLEDGEMENT SLIP

Folio No. : .... Serial No. : ....

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir, New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

Received from Mr./Ms... Address..

.... Form of withdrawal in respect of ....

Number of Share Certificates representing .... number of shares.

....
Signature of Official and Date of Receipt

....
Stamp of Registrar to the Offer

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
		Total no. of Equity Shares		

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and authorize you not to remit the consideration as mentioned in the Letter of Offer.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

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

Place : ....

Date : ....

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.

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INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 p.m. hours upto the last date of withdrawal i.e. March 30, 2009.
2. Shareholders should enclose the following:

   Registered Shareholders should enclose:

   i. Duly signed and completed Form of Withdrawal.

   ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.

   iii. In case of partial withdrawal, 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 Target Company and duly witnessed at the appropriate place.

   Unregistered owners should enclose:

   - Duly signed and completed Form of Withdrawal.
   - Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip
3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from LFL. The facility of partial withdrawal is available only on to Registered shareholders.