PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF MOLIND ENGINEERING LIMITED

(Registered Office at A-7, Industrial Estate, Mohali – 160051, Punjab-India)

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF "MOLIND Engineering Limited (*hereinafter referred to as the* "Target Company" or "MEL")

This Public Announcement ("**PA**") is being issued by Master Capital Services Ltd. (hereinafter referred to as the "**Manager to the Offer**" or **"MCSL**") on behalf of **Royal Beverages Private Limited,** a company incorporated under the Companies Act, 1956, having its Registered Office at 65 I, Bhai Randhir Singh Nagar, Ludhiana, Punjab-141008, (hereinafter referred to as the "**Acquirer**" or "**RBPL**") pursuant to Regulation 10 and 12, and as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "**the Regulations**"/ "**SEBI (SAST) Regulations**").

1. THE OFFER

1.1 This **cash offer** for acquisition of 5,07,000 equity shares of MEL at Rs. 52.00 per share (hereinafter referred as **Offer**) is being made by the Acquirer, in compliance with the Regulations 10 and 12 of the Regulations. The prime objective of the Offer by the Acquirer is the substantial acquisition of shares and voting rights accompanied with management control of the Target Company.

1.2 The Acquirer has entered into a **Share Purchase Agreement (SPA)** on 15.07.2011 to acquire 13,76,867 (Thirteen lakhs seventy six thousands eight hundred sixty seven) fully paid up equity shares of face value of Rs.10/- each, representing 54.31% of the total paid up equity share/voting capital of the Target Company (referred as "**Sale Shares**") with Ms. Radhika Shrivastava, Ms. Radhika Shrivastava (held jointly with Ms. Anu Shrivastava), Ms. Anu Shrivastava and Ms. Rekha Shrivastava (referred to as the "**Sellers"**), part of promoter group of the Target Company, at a price of Rs. 45.00 each (Rupees forty five only).

1.3 The Acquirer was not holding any share in the Target Company before the said SPA.

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

1.5 The Acquirer is making an Offer to the public shareholders of the Target Company (other than the parties to the SPA) to acquire up to 5,07,000 fully paid-up equity shares of Rs.10/- each of Target Company representing 20% of the total outstanding voting equity share capital of Target Company, at a price of Rs. 52.00 per fully paid-up equity share, payable in cash in compliance of Regulations 20 and 21 of the Regulations.

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

a. That the Sellers have agreed to sell 13,76,867 Equity Shares of the Target Company to the Acquirer at Rs. 45.00 (Rupees fourty five only) per fully paid share of face value of Rs. 10/- payable in cash aggregating to Rs. 6,19,59,015/- (Rupees six crores nineteen lakhs fifty nine thousands fifteen only). The Consideration has been paid by the Acquirer to Sellers but Sale Shares alongwith the duly executed transfer deeds have been handed over to Mr. Sanjeev Aggarwal s/o Mr. Ram Parkash Aggarwal r/o WZ 389A, Rishi Nagar, Shakur Basti, Delhi– 34, ("Custodian"), by the Sellers to be handed over to the Acquirer after completion of obligation of Acquirer under the Offer.

b. That the Acquirer and Sellers shall comply with all the requirements of SEBI (SAST) Regulations and in case of non-compliance of any provisions of the SEBI (SAST) Regulations, the SPA shall not be acted upon by the Acquirer or the Sellers.

c. That the Acquirer after depositing 100% of the consideration of the Public Offer in Escrow Account can under the provisions of Regulation 22(7) of SEBI (SAST) Regulations get its director(s) appointed on the Board of Directors of the Target Company after 21 (Twenty one) days of this PA and assume control.

d. Covenants agreed to by Sellers for the period between signing of the SPA (i.e. 15th July, 2011) till the Acquirer assumes control are documented in the SPA.

e. That the Sellers have indemnified and shall keep harmless and indemnified the Acquirer of and from any action, proceeding, claim, demand, loss, damage, costs, charges and expenses which the MEL/Acquirer may suffer or incur as a result of breach of the representations and undertakings or covenants given by the Sellers or any liability arising out of certain liabilities mentioned in the schedules of SPA.

1.7 The shares of the Target Company are listed on the Ludhiana Stock Exchange Association Limited (LSE), Delhi Stock Exchange Limited (DSE) and Calcutta Stock Exchange Limited (CSE) (hereinafter collectively referred as "**Stock Exchanges**"). However, presently, there is no trading in these shares. Accordingly as per the explanation (i) to Regulation 20(5) of SEBI (SAST) Regulations, the shares are infrequently traded at Stock Exchanges.

1.8 The Offer price of Rs. 52.00 (Rupees fifty two only) per equity share is justified in terms of Regulation 20(4) and 20(5) of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Acquisition	% of voting capital	Acquisition Cost per Equity Share (Rs.)
a)	Negotiated price payable under SPA dated 15 July 2011	54.31	45.00
b)	Highest price paid by the Acquirer or persons acting in concert with him for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of the PA		N.A.
C	The average of the weekly high and low of the closing prices of the shares of the Target Company as quoted on the Stock Exchange, where shares of the Company are most frequently traded during the twenty-six weeks preceding the date of the PA		N.A.
d)	The average of the daily high and low of the prices of the shares as quoted on the stock exchange where shares of the company are most frequently traded during the two weeks preceding the date of the PA		N.A.
h)	Other parameters as required under Regulation 20(5)	Financial for the period ended 31.03.2010 (Audited) Rs. in Lakhs	Financial for the period ended 31.03.2011 (Unaudited) Rs. in Lakhs
i)	Gross Profit before Interest, Depreciation and Tax	81.80	12.10
ii)	Net Profit	61.76	4.15
iii)	Return on Networth (%) #	41.57	2.72

iv)	Book Value per share (Rs.) #	5.86	6.02
v)	Earning Per Share (EPS)	2.43	0.16
vi)	Price Earning multiple (with reference to Offer price of Rs.52.00 per share)	21.40	325.00
vii)	*- The Industry Average Price Earning Multiple	9.81	

* Source : Ace Equity (Accord Fintech Company)
(# worked on basis of Audited Results of 31.03.2010 and Unaudited Profit & Loss Account of 31.03.2011)

In view of the above the Price of Rs. 52.00 per share is justified as per Regulations.

1.9 The Offer is not a competitive bid.

1.10 The Shares shall be acquired by the Acquirer free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offers declared with respect thereto.

1.11 The Acquirer has undertaken to comply with the SEBI (SAST) Regulations and complete the offer formalities irrespective of the compliance or fulfillment or outcome of SPA and its related conditions.

1.12 In the event of any further acquisition of Equity Shares by the Acquirer, at a price higher than the Offer Price, the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirer shall not be acquiring any equity shares of the "Target Company" during the period of 7 working days, prior to the date of closure of the Offer.

1.13 There are no persons representing the Acquirer on the Board of Target Company as on the date of this PA. However, the Acquirer shall get its Directors appointed on the Board of Directors of the Target Company after a period of 21 (Twenty one) days from the date of this PA in terms of Regulation 22(7) of SEBI (SAST), Regulations and assume control.

1.14 The Manager to the Open Offer i.e. Master Capital Services Limited does not hold any shares in the Target Company as on the date of this 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 this Open Offer.

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

1.16 There is no non-compete agreement between the Target Company and Acquirer or between the Sellers and the Acquirer.

2. INFORMATION ABOUT THE ACQUIRER

2.1 **RBPL** was incorporated on June 5, 2007 as a Private Limited company under the name Blue Water Industries Private Limited. The name of the Acquirer changed to Royal Beverages Private Limited on January 14, 2009. The Acquirer company's identification number ("**CIN**") is U15511PB2007PTC031187. It has its registered office at 65 I, Bhai Randhir Singh Nagar, Ludhiana, Punjab-141008, Tel: 09634700001, Contact person Mr. Bhupinder Singh, A 155, Ganesh Nagar, Tilak Nagar, New Delhi, Telephone No. 09654959301 email : beveragesroyal@gmail.com

2.2 The promoters of RBPL are Mr. Bhupinder Singh**,** Mr. Manmohan Walia, Mr. Parminder Sharma and **I**ndex Foods & Beverages Pvt. Ltd.
The registered office of the Index Foods & Beverages Pvt. Ltd. (IFBL) is 202, Surya Complex, 21 Veer Savarkar Block, Shakar Pur, Delhi – 110092, Board of Directors of IFBL consist of Mr. Shoab Ahmed and Mr. Tarun Bir Singh. IFBL is in business of liquor trading. The Company does not belong to any group.

2.3 As on the date of this PA, the Board of Directors of RBPL consist of Mr. Manmohan Walia and Mr. Bhupinder Singh.

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

2.5 The main objects of RBPL are manufacturer, trader, importer, exporter, stockist, distributer, agents of wine, whisky, liquor, gin, rum, beer, brandy and general distillers, compounds, spirits, meals, foods and all type of products derived from malt, sugar, grapes, apples and other similar substance and all type of alcoholic and non-alcoholic drinks and beverages.

RBPL is engaged in trading of country liquor & IMFL. It had licence for whole sale business of IMFL till 31st March, 2011. Presently the Company is whole sale supplier of country liquor in Agra Zone, Uttar Pradesh consisting of 21 depots at present.

2.6 The issued and subscribed and paid up equity share capital of the RBPL is Rs. 2,21,20,000 consisting of 22,12,000 equity shares of Rs. 10.00 each.

2.7 The shares of RBPL are not listed on any Stock Exchange.

2.8 Brief financials details of RBPL for the year period ended 31st March, 2011 are as follows:

(Rs. In Lakhs)

Particulars	**Financial period ended 31 March 2011 (Audited)**
Total Income	55527.20
Profit after Tax	1296.49
Paid up Share Capital	221.20
Net Worth	2010.22
Earning Per Share (Rs.)	58.61
Return on Networth (%)	64.00
Book Value Per Share (Rs.)	91.00
The above figures are certified by Mr. Himanshu Srivastava (Membership No. 407467), Partner of M/s P. Kant Tondon & Co., Chartered Accountants (Firm Regd. No.006786C) being statutory Auditors having their office at C 6/6596 Vasant Kunj, New Delhi - 110069, Tel :011-41767339 Email Id : pktandonlkw@hotmail.com vide their certificate dated 18th July 2011.	

2.9 Necessary approvals for the Offer required from Financial Institutions/Banks of the Acquirer shall be obtained by the Acquirer. Non receipt of such approvals shall not stop the Acquirer from making this Offer.

2.10 RBPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulations made under the SEBI Act.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 The Target Company was originally incorporated under the Companies Act, 1956 on June 23, 1960 in the state of West Bengal, as a private limited company under the name Molins of India Private Limited and became a public company in March, 1961 pursuant to Section 43A of the Companies Act, 1956. The name was changed to MOI Engineering Limited w.e.f. 07th February, 1989 and to MOLIND Engineering Limited on 12th May, 2004

3.2 The Registered Office of the Target Company was shifted from state of West Bengal to A-7, Industrial Estate, Mohali – 160051, Punjab-India, after orders of the Company Law Board dated 02.12.1988. (Contact no. Tel: 0172-2225628, Fax: 0172-2225630, Email:moielmhl@glide.net.in).

3.3 The Target Company came out with its maiden public issue in 1973 and got listed on LSE, DSE and CSE. Though the suspension of trading has been revoked by the LSE and the DSE, there is no trading on these stock exchanges. The shares of the Target Company are still suspended by the CSE due to non-compliances. There have been non compliances of SEBI Regulations by the Promoter and Target Company. The Target Company shall take steps for getting the non-compliances of the listing agreement of CSE and the SEBI Regulations, regularised.

3.4 The Target Company was set up to manufacture cigarette making machines and spares. However, with cigarette manufacturing sector put in to the non-priority sector, the business of the Target Company was seriously affected and the turnover plummeted. The Target Company, therefore, diversified into packaging/wrapping machines for cigarettes, pharmaceuticals, soap, detergent and food processing industrial requirements besides foraying in the field of printing machines. In the year 1991-92 the liberalized policy of the Central Government on capital goods (import) created a stiffer competition due to large scale import of capital goods, including second hand machines. To counter this, the Target Company increased its thrust on R & D activities in order to develop and design new products and it took some time for the Target Company's changed product mix to be accepted by its clientele.

Besides above, factors like anti-cigarette smoking campaign, disturbances in Punjab for more than one and a half decade, poor recovery/realization of outstanding debtors and change in management of the Target Company adversely affected commercial viability of the Target Company, resulting in losses and sickness of the Target Company. Due to these factors the net worth of the Target Company got completely eroded by the accumulated losses of Rs. 551.09 lakhs as on 31st March, 1997.

The Target Company made an application on 21st October, 1997 to the Board for Industrial and Financial Reconstruction (BIFR), under Section 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA). On 07th January, 1998, the Target Company was declared a sick company. BIFR vide its order dated 18th June, 2004 approved the scheme of rehabilitation as submitted by the Operating Agency.

Pursuant to the scheme, promoters inducted funds to the tune of Rs. 1,13,50,000.00 as share capital and the Target Company allotted 11,35,000 shares on preferential basis. Subsequently, the Target Company submitted the Auditor's certificate in respect of positive net worth as on 31st December, 2005 and BIFR discharged the Target Company from its purview on 20.04.2006.

3.5 The issued, subscribed and paid up equity share capital as on the date of the PA is Rs. 2,53,50,000/- (Rupees two crores fifty three lakhs and fifty thousand only) comprising of 25,35,000 equity shares of Rs. 10/- . All the shares are in physical form. The Target Company has not yet entered into an agreement with NSDL and CDSL for dematerialization of shares.

3.6 The Target Company does not have any partly paid up equity shares.

3.7 The Target Company has no convertible instruments, stock options or any other instruments which may result in the issuance of shares by the Target Company prior to the expiration of 15 days after the closure of the Offer.

3.8 Brief financials of the Target Company based for the year ended 31st March, 2010 and 31st March, 2011 are as follows:

(Rs. In Lakhs)

Partiiculars	A on	
	31 March 2010	31 March 2011
	Audited	Unaudited
Total Income	503.91	418.55

Profit After Tax	61.76	4.15
Paid up Equity Share Capital	253.50	253.50
Reserves and Surplus (Excluding revaluation reserves)	32.17	32.17
Profit & Loss balance	(137.11)	(132.96)
Net Worth	148.56	152.71
Earning Per Share (Rs.)	2.43	0.16
Return on Networth%	41.57	2.72
Book Value Per Share (Rs.)	5.86	6.02
The above figures are certified by Mr. N.K. Bhambri (Membership No. 83744), Partner of M/s N.K. Bhambri & Associates, Chartered Accountants being Statutory Auditors having their office at 2253, Sector 15-C, Chandigarh, Tel :0172-2549173.		

3.9 As on the date of this PA, the Board of Directors of the Target Company consists of Mr. Manish Kheterpal, Ms. Rekha Shrivastava and Mr. Madan Lal Jain.

3.10 None of the Directors on the Board represents the Acquirer.

3.11 At the time of public issue the Target Company was subsidiary of Molins Limited, U.K. However, in 1998, the present promoter group assumed control over the Target Company.

3.12 There has been no merger/demerger or spin off involving the Target Company during the last 3 years.

3.13 Details about subsidiary company. MOI Trading and Engineering Private Limited is wholly owned subsidiary of the Target Company incorporated on 7th day of April, 1988 at New Delhi. The main object of the company is trading in machines, accessories and components of industrial machinery for cigarette industry, for packaging machinery etc. But there are no operations in the company at present.

4. **REASONS FOR THE ACQUISITION AND OFFER AND FUTURE PLAN ABOUT THE TARGET COMPANY :**

4.1 The Offer is being made in accordance with Regulation 10 and Regulation 12 and the other provisions of Chapter III and in compliance with the Regulations.

4.2 The prime objective of the Offer is to acquire substantial acquisition of shares/voting rights and assume management control of the Target Company.

4.3 As on the date of this PA, the Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company, after requisite approval of the shareholders, if required.

4.4 Other than in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company, as required under applicable laws.

4.5 The Acquirer shall get its Directors co-opted on the "Board of Directors" of Target Company after a period of twenty one days from the date of the PA, pursuant to Regulation 22(7) of the SEBI (SAST) Regulations.

4.6 The Acquirer may in future plan new projects/product lines, including packaging machines for liquor & beverages and packing material for the same, at the site of Target Company at Mohali.

5. **STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER**

5.1 The Offer is subject to receiving the necessary approval(s), if any from Reserve Bank of India under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.

5.2 As on the date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals and/or consents required, However, the Offer would be subject to all statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.

5.3 In case of delay in receipt of any statutory approval(s), if any, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, if any, Regulation 22(13) of the SEBI (SAST) Regulations will become applicable.

6. **OPTIONS TO THE ACQUIRER IN TERMS OF REGULATION 21(2):**

Pursuant to this Offer, the public shareholding of the Target Company may fall below 25% of its equity share capital, in such an event the Acquirer will, in accordance with regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the Target Company to raise the level of Public Shareholding to the level specified for continuous listing requirement in the Listing Agreement with stock exchanges with in the specified time and in accordance with the specified procedure under amended clause 40A of the Listing Agreement and in compliance with the SEBI (SAST) Regulations.

7. **FINANCIAL ARRANGEMENTS**

7.1 The Acquirer has made firm financial arrangements for financing the acquisition of Shares under the Offer, in terms of Regulation 16 (xiv) of the Regulations. Mr. Himanshu Srivastava (Membership No. 407467), Partner of M/s P. Kant Tondon & Co., Chartered Accountants (Firm Regd. No.006786C) being statutory Auditors having their office at C 6/6596 Vasant Kunj, New Delhi - 110069, Tel :011-41767339 have confirmed vide their letter dated 18th July, 2011 that the Acquirer has confirmed that sufficient resources are available with the Acquirer for fulfilling the obligations under this Open Offer.

7.2 The total fund requirement for the acquisition of 5,07,000 fully paid-up Equity Shares of the Target Company of face value Rs. 10/- each at the Offer price of Rs. 52.00 per equity share, assuming full acceptance of the shares tendered, would be Rs. 2,63,64,000.00 (Rupees two crores sixty three lakhs sixty four thousands only). The source of funds is internal accruals and liquid assets and 100% of the funds have been deposited by the Acquirer in the Escrow Account (the "MEL-RBPL - Escrow Account") opened In accordance with Regulation 28 of the Regulations, under the terms of the Escrow agreement dated 18th July, 2011 entered into between the Acquirer, the Manager to the Offer and the Escrow Bank (i.e. HDFC Bank Limited).

7.3 The Manager to the Offer has been empowered to operate the escrow account in terms of the Regulations.

7.4 On the basis of the above, the Manager to the Offer has satisfied itself that Acquirer has adequate and firm financial arrangements to implement the Offer in accordance with the SEBI (SAST) Regulations.

8. **OTHER TERMS OF THE OFFER.**

8.1 The Offer is not subject to any minimum level of acceptance. The acceptance of the Offer is entirely at the discretion of the shareholders of the Target Company. Each shareholder of the Target Company to whom this Offer is being made, is free to offer his shareholding in Target Company, in whole or in part while accepting the Offer.

8.2 Letter of Offer (hereinafter referred to as "**LOO**") together with the Form of Acceptance cum Acknowledgement (FOA), Form of Withdrawal and Share Transfer Form (for public shareholders holding Equity Shares in the physical form) will be mailed to those public shareholders of Target Company whose names appear on the register of members of the Target Company (other than parties to the Share Purchase Agreement) at the close of business on the Specified Date (i.e. 21st July, 2011).

8.3 **M/s Skyline Financial Services Private Limited has been appointed as Registrar to the Offer for the purposes of this Offer.**

8.4 All shareholders of Target Company, other than parties to the Share Purchase Agreement who own equity shares at any time before the closure of the Offer are eligible to participate in the Offer.

8.5 All the shareholders holding equity shares in physical form, will be required to send their share certificates, FOA and other documents as may be specified in the LOO, to the Registrar to the Offer either by registered post/courier or by hand delivery during business hours on or before the date of closure of the Offer i.e. 03.10.2011.

8.6 In case of non-receipt of the LOO/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to the Registrar to the Offer, Skyline Financial Services Private Limited, or make an application on a plain paper duly signed and stating Name/Address/No. of shares offered/Share Certificate No.(s)/Distinctive (No).s/Folio (No).s together with the original Share Certificate(s).
Unregistered owners holding shares in physical form can send their application in writing on plain paper, duly signed and stating Name/Address/No. of shares offered/Share Certificate No.(s)/Distinctive (No).s/Folio (No).s together with the original Share Certificate(s), valid transfer deeds as received from the broker (**Columns meant for transferee / buyer should be kept blank)** to the Registrar to the Offer.

8.7 The following collection centre would be accepting the documents by hand delivery/registered post/ courier, till the date of the closure of the Offer on all business days i.e. Monday to Friday between 11.a.m. and 4.00 p.m. and on Saturday from 11.00 a.m. to 2.00 p.m.

Address of the Registrar	**Contact Person**
Skyline Financial Services Private Limited D-153 A, Ist Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020	Mr. Virender Rana Tel.: +91 11 30857575 Fax: +91 11 30857562 Email : virenr@skylinerta.com

8.8 Letter of Offer, FOA and Form of Withdrawal will be also be available on SEBI's website: www.sebi.gov.in, from the Offer opening date i.e. 13.09.2011.

8.9 No indemnity is required from such unregistered owners.

8.10 If the shares tendered in this Offer by the shareholders of the Target Company are more than the equity shares agreed to be acquired under this Offer, the Acquirer shall accept the offers received from the public shareholders on a proportionate basis as per Regulation 21(6) of the SEBI (SAST) Regulations in consultation with the Manager to the Offer such that the acquisition from each shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.

8.11 Shareholders who have offered their equity shares would be informed about acceptance or rejection of the Offer within 15 days from the date of closure of the Offer. The payment to the shareholders, whose shares have been accepted, will be paid by demand draft only in favour of the first holder of equity shares within 15 days from the date of the closure of the Offer. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholder's/unregistered owner's sole risk to the sole/first shareholder.

8.12 Applications in respect of equity shares of the Target Company that are subject matter of litigation, wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation, are liable to be rejected in case suitable directions / orders to the satisfaction of Acquirer from competent authority regarding these equity shares are not received together with the equity shares tendered under the Offer. The Acquirer at its sole discretion, in such cases, may forward the Letter of Offer to the concerned statutory authorities for further action at their end.

8.13 The Registrar will hold in trust the share certificates, transfer deeds, FOA on behalf of the shareholders of Target Company who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the Regulations.

8.14 Dispatches involving payment of a value in excess of Rs. 1500/- (Rupees One Thousand Five Hundred Only) will be made by registered post/speed post at the shareholder's sole risk. In case shareholders reside in any of the centers specified by the SEBI and have opted an option to get payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service) Direct Credit, RTGS (Real Time Gross Settlement) of NEFT (National Electronic Funds Transfer) as is for time being permitted by the Reserve Bank of India should provide all the necessary bank details including MICR Code or RTGS Code or IFSC Code in the FOA and the payment intimation will be sent to the sole/first named shareholder of the Target Company whose equity shares are accepted by the Acquirer at his address registered with the Target Company. Rejected documents will be sent by registered post/ speed post.

8.15 All other dispatches will be made by ordinary post at the shareholder's sole risk. All cheques/demand drafts will be crossed account payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the FOA for incorporation in the cheque/demand draft.

8.16 Compliance with tax and other regulatory requirement shall be detailed in the LOO.

8.17 A schedule of some of the key events in respect of the Offer is given below:

Activity	Date	Day
Public Announcement	20.07.2011	Wednesday
Specified Date*	21.07.2011	Thursday
Last Date for Competitive Bid	10.08.2011	Wednesday
Date by which Letter of Offer will reach shareholders	03.09.2011	Saturday
Date of Opening of the Offer	13.09.2011	Tuesday
Last date for revising the Offer Price / No. of equity Shares	22.09.2011	Tuesday
Last date of withdrawal of tendered application by the shareholders of MEL	28.09.2011	Wednesday
Date of closure of Offer	03.10.2011	Monday
Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired Equity Shares and/or the unaccepted Share Certificate(s) will be dispatched	18.10.2011	Tuesday

**Specified Date is only for the purpose of determining the names of the public shareholders as on such date to whom Letter of Offer will be sent and all owners (registered or unregistered) of the shares of the Target Company (except Acquirer and Sellers) are eligible to participate in the Offer anytime before the closure of the Offer.*

9. GENERAL CONDITIONS

9.1 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

28.09.2011 i.e. three working days prior to the date of closure of the Offer, in terms of Regulation 22(5A) of SEBI (SAST) Regulations. The withdrawal option can be exercised by submitting the form of withdrawal. In case of non-receipt of the form of withdrawal, the withdrawal option can be exercised by making an application on plain paper, giving the following details:

Name, Address, Folio No.(s), Distinctive No. (s), No. of shares Tendered & Withdrawn.

9.2 If the Acquirer decides to make upward revisions in the Offer Price / Number of equity shares to be acquired, in accordance with Regulation 26 of the Regulations, such upward revision will be made not later than 7 (seven) working days prior to the date of closure of the Offer. Such revisions/amendments would be affected by making a public announcement in the same newspapers in which this original PA has appeared. In case of an upward revision in the Offer price, the revised price will be payable to all the shareholders (who have validly tendered their shares in the Offer period) to the extent of their shares being accepted.

9.3 "**If there is competitive bid**

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

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

9.4 The Acquirer, in terms of Regulation 27 of Regulation will not proceed with the Open Offer in the event the any applicable statutory approval is refused. Any such withdrawal from the Open Offer by the Acquirer will be notified in the form of a public announcement in the same newspaper in which this PA appeared.

9.5 Based on the information available from the Acquirer and the Sellers, they have not been prohibited by SEBI from dealing In securities, in terms of direction issued u/s 11 B of SEBI Act or under any other Regulation made under the SEBI Act.

9.6 Pursuant to Regulation 13 of the Regulations, the Acquirer has appointed Master Capital Services Limited, as Manager to the Offer.

9.7 This Public Announcement is being issued on behalf of the Acquirer by the Manager to the Offer i.e. Master Capital Services Limited.

9.8 The Acquirer and its directors accept full responsibility for the information contained in this PA and also for the obligations of Acquirer laid down in the Regulations.

9.9 This PA will be available on SEBI's website at www.sebi.gov.in. Persons eligible to participate in the Offer may also download a copy of the LOO along with the FOA and Form of Withdrawal, which will also be available on SEBI's website from the Offer opening date i.e. 13th September, 2011 and apply in the same.

9.10 For further details, please refer to the LOO and FOA.

9.11 All the information related to the Target Company in this PA is taken from the information available in the public domain/from the Target Company. Neither the Acquirer nor the Manager to the Offer has independently verified the said information.

Issued by the Manager to the Offer on behalf of Acquirer

mastertrust
IN MASTER I TRUST

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Contact Person: Mr. Bishnu Parsad
Email: bishnu.basyal@mastertrust.co.in

Date : 19th July, 2011 Place : Chandigarh