OFFER OPENING PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

NAMBURNADI TEA COMPANY LIMITED

Registered Office: Namburnadi Tea Estate, P.O. Barpathar 785 602, Dist. Karbi Anglong, Assam
Head Office: 52, Chowringhee Road, Kolkata 700 071

This Advertisement is being issued by VC Corporate Advisors Private Limited, on behalf of Bokahola Tea Company Private Limited (hereinafter referred to as **"the Acquirer"**) pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI** (**SAST**) **Regulations**") in respect of Open Offer ("**Offer**") for the acquisition of 9,299 (Nine Thousand Two Hundred And Ninety Nine Only) fully paid-up equity shares of Rs.10/- each, representing 7.02 % of the total equity and voting share capital of Namburnadi Tea Company Limited (hereinafter referred to as the "**Target Company**" or "**NTCL**"). The Detailed Public Statement ("**DPS**") pursuant to the Public Announcement ("**PA**") made by the Acquirer had appeared in Financial Express (English daily all editions), Jansatta (Hindi daily all editions), Dainik Agrodoot (Assamese daily Guwahati edition) and Kalantar (Bengali daily kolkata edition) on 12.09.2012.

1. The Offer Price is Rs. 110/- (Rupees One Hundred and Ten Only) per equity share payable in cash ("**Offer Price**"). There has been no revision in the Offer Price.
2. Committee of Independent Directors ("**IDC**") of the Target Company recommends acceptance of the Open Offer made by the Acquirer as the offer price of Rs. 110/- per equity share is higher than the fair value per equity share of the Target Company which is Rs. 109.43 as certified by the Chartered Accountant.

   The recommendation of IDC was published in the aforementioned newspapers on 06.12.2012.
3. There has been no competitive bid to this Offer.
4. The Letter of Offer ("**LOF**") has been dispatched to all the Public Shareholders of Target Company on 03.12.2012.
5. Please note that a copy of the LOF along with the Form of Acceptance-cum-Acknowledgement is available on the website of Securities and Exchange Board of India (SEBI), www.sebi.gov.in, and also on the website of Manager to the Offer, www.vccorporate.com and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:
   - Name & Address of the first holder, name(s) & address(s) of joint holders, if any, registered folio no., share certificate no., distinctive nos., no. of the shares held, number of shares tendered together with the original Equity Share certificate(s), valid transfer deeds with the details of the Acquirer kept blank so as to reach the Registrar to the Offer on or before Closure to the Offer i.e., 21.12.2012.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer had been submitted to SEBI on 20.09.2012. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its Letter No. Letter No. CFD/DCR/OW/25708/12 dated 19.11.2012 which have been incorporated in the LOF.
7. **Any other material change from the date of PA:**
   - There are no other material changes from the date of PA till the date of filing Final Letter of Offer with SEBI.
8. **Schedule of Activities:**

Activities	**Date**	**Day**
Date of the PA	05.09.2012	Wednesday
Publication of Detailed Public Statement in newspapers	12.09.2012	Wednesday
Last date of a Competing Offer	05.10.2012	Friday
Identified Date*	23.11.2012	Friday
Date by which the Letter of Offer will be dispatched to the shareholders	03.12.2012	Monday
Date of commencement of tendering period	10.12.2012	Monday
Date of closing of tendering period	21.12.2012	Friday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	07.01.2013	Monday

** Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.*

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

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

Manager to the Offer:

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

Place: Kolkata **Date: 07.12.2012**

Size : 8cm x 25cm