LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as shareholder(s) of **Natraj Financial & Services Limited**. 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 **Natraj Financial & Services Limited**, 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

Balaji Bullions & Commodities (India) Private Limited 118/120, Ashok House, 3rd Floor, Opp.Khara Kuwa, Zaveri Bazar, Mumbai - 400 002 Tel No: (022) – 40768888 Fax. No. 40768877 Email: goldngoldy@hotmail.com	**Mr. Manoj Punamiya** A-504, Jain Park, 5th Floor, Seth Motisha Lane, Byculla (W) Mumbai -400 027 Tel No: (022) – 23418102
Mr. Binod Kumar Sinha New Colony, Nimdih, Chaibasa, West Singhbhum Chaibasa, 833201, (Jharkhand) Tel No: (0657) – 2442151	**Mr. Sanjay Kumar Choudhary** Jai Nivas, Harihar Nath Colony, Mango Dimna Road, East Singhbhum Jamshedpur, 831012 (Jharkhand) Tel No: (0657) – 2233390

To

Acquire 9,00,000 fully paid up equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / voting share capital of Target Company at a price of Rs. 41/- (Rupees Forty One only) per fully paid equity share of Rs. 10/- each payable in cash

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

OF

NATRAJ FINANCIAL AND SERVICES LIMITED

Registered Office: 12/D/1 Esteegeejay Co-op. Hsg. Society, Saibaba Nagar, Borivali (West), Mumbai-400092.
Tel No: (022) 28648612, Tele Fax No. (022)28649551
Corporate Address : 1st Floor, Nutan Vidya Mandir, Opp. Kapadia Hospital, MG Road, Goregaon (W) Mumbai-400062
Tel No.: (022) 28754800, Fax No.: (022) 28754700
Email: nfslindia@hotmail.com

ATTENTION :

1. **The offer is not a conditional offer.**
2. Approval for transfer of shares of a company registered in India by a Non Resident to a person resident in India is required. The Acquirers shall apply for approval from RBI for transfer of shares in their name in due course after successful completion of this Offer.
3. No other statutory approvals are required to be obtained for the purpose of this offer.
4. 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
5. If there is any upward revision in the Offer Price by the Acquirers upto seven working days prior to the date of closure i.e. upto **Thursday, December 18, 2008**, 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**.**
6. **There is no Competitive Bid.**
7. **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**

PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 22 TO 25)
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 Contact Person : **Mr. Vimlesh Bansal** 26, Kamdar Shopping Centre, 2nd floor, Opp. Railway Station, Vile Parle (E), Mumbai – 400 057. Tel No.: 022- 26121742/43; Fax No.: 022 - 26121743; Email : mumbai@charteredcapital.net mumbaiccil@gmail.com	INTIME SPECTRUM REGISTRY LIMITED **INTIME SPECTRUM REGISTRY LIMITED** Contact Person**: *Mr. Nilesh Chalke*** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 Tel No : +91-22- 25960320 Fax No: +91-22- 25960328-29 Email ID: natrajfinancial.offer@intimespectrum.com

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Schedule Day Date	Revised Schedule Day Date
1.	**Date of Public Announcement**	**Tuesday, September 16, 2008**	**Tuesday, September 16, 2008**
2.	Specified Date Specified date is for the purpose of determining the names of the shareholders as on such date to whom the letter of offer should be dispatched. All owners (registered or unregistered) of shares (except Acquirers, the PACs) are eligible to participate in the offer anytime before the closure of the offer	Friday, October 10, 2008	Friday, October 10, 2008
3.	**Last Date for a Competitive Bid(s)**	**Tuesday, October 7, 2008**	**Tuesday, October 7, 2008**
4.	Date by which Letter of Offer will be dispatched to the Shareholders	Monday, October 27, 2008	Thursday, December 04, 2008
5.	**Offer Opening Date**	**Friday, November 07, 2008**	**Wednesday, December 10, 2008**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	**Monday, November 17, 2008**	**Thursday, December 18, 2008**
7.	Last date to withdraw acceptance tendered by shareholders	Friday, November 21, 2008	Wednesday, December 24, 2008
8.	**Offer Closing Date**	**Wednesday, November 26, 2008**	**Monday, December 29, 2008**
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	Thursday, December 11, 2008	Tuesday, January 13, 2009

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DEFINITIONS

1.	Acquirers or The Acquirers	Balaji Bullions & Commodities (India) Private Limited, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary
2.	Acquisition Agreement or **SPA**	Share Purchase Agreement dated September 10, 2008 for purchase of 19,10,700 fully paid up shares/ voting rights of Rs. 10/- each, representing 42.46 % of fully paid up shares/ voting right of Natraj Financial & Services Limited from Mr. Tejash Shah, Mr. Manmohan Vyas and Sandesh Finvest Private Limited, **(**“**Sellers**”) by Acquirers at a price of Rs. 25/- each per fully paid up Share.
3.	AGM	Annual General Meeting of the Company
4.	BBCIPL	Balaji Bullions & Commodities (India) Private Limited
5.	BSE	Bombay Stock Exchange Limited, Mumbai.
6.	EPS	Profit after tax / No. of Equity Shares.
7.	FEMA	Foreign Exchange Management Act, 1999.
8.	Form of Acceptance or **FOA**	Form of Acceptance cum Acknowledgement.
9.	Form of Withdrawal or **FOW**	Form of Withdrawal cum Acknowledgement.
10.	LOO, or Letter of Offer	Offer Document.
11.	Manager to the Offer or, Merchant Banker	Chartered Capital and Investment Limited
12.	Negotiated Price	Rs. 25.00 (Rupees Twenty Five Only) per fully paid-up equity share/ Voting Share Capital of face value of Rs.10/- each.
13.	Net Asset Value/ Book Value per Share	(Equity Capital + Free Reserve excluding of Revaluation reserve – Debit balance in Profit & Loss a/c – Misc expenditure not written off) / No. of Equity Shares.
14.	NFSL	Natraj Financial & Services Limited.
15.	OBC	Oriental Bank of Commerce.
16.	Offer or The Offer	9,00,000 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital /the voting share capital fully paid up equity shares of Rs. 10/- each of Target Company at a price of Rs. 41/- payable in cash.
17.	Offer Price	Rs. 41/-(Rupees Forty One Only) per fully paid up equity share/ Voting Share Capital of Rs.10/- each payable in cash.
18.	PAC	Person Acting in Concert (Acquirers are person acting in concert with each other for this open offer. There are no other acquirer or other entities/ persons who are or can be deemed to be persons acting in concert for the purpose of this Open Offer.)
19.	Persons eligible to participate in the Offer	Registered shareholders of Natraj Financial & Services Limited, and unregistered shareholders who own the equity shares of Natraj Financial & Services Limited any time prior to the Offer closure other than the Acquirers and Seller.
20.	POA	Power of Attorney
21.	Public Announcement or **“PA”**	Announcement of the Open Offer made by The Acquirers, which appeared in the newspapers on Tuesday, September 16, 2008.
22.	RBI	Reserve Bank of India.
23.	Registrar or Registrar to the Offer	Intime Spectrum Registry Limited.
24.	Return on Networth	(Profit after Tax)/(Equity Capital + Free Reserve excluding of Revaluation reserve– Debit balance in Profit & Loss a/c – Misc expenditure not written off).
25.	SEBI	Securities and Exchange Board of India.
26.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.
27.	SEBI Act	Securities and Exchange Board of India Act, 1992.
28.	Sellers	Mr. Tejash Shah, Mr. Manmohan Vyas and Sandesh Finvest Private Limited (details as mentioned at Para 3.1.4)
29.	Specified Date	Friday, October 10, 2008.
30.	Target Company	Natraj Financial & Services Limited.

1. RISK FACTORS

i. Risk in Associating with the Transaction

- The parties to the agreement agree that in the event of non-compliance of any of the provisions of SEBI (SAST) Regulations the SPA shall not be acted upon by any of the parties.

ii. Risk in Associating with the Offer

- The regulatory approvals are not obtained and 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 NFSL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirers, may be delayed.
- The Proposed offer is subject to approval from SEBI regarding change of control of management of the Target Company as the Target Company is a Corporate Member of Bombay Stock Exchange and registered with SEBI as Stock Broker.
- In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.

iii. Risk in Associating with the Acquirers

- The Acquirers makes no assurance with respect to financial performance of the Target Company.
- The Acquirers makes no assurance of market price of shares of the Target Company during or after the offer
- The Acquirers do not have experience in the field/activity in which the Target Company is engaged in.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of NFSL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of NFSL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

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 NATRAJ FINANCIAL & SERVICES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, 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 ACQUIRERS 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 ACQUIRERS 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 SEPTEMBER 26, 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 ACQUIRERS 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 This open offer (the "***Open Offe***r") is being made by **M/s Balaji Bullions & Commodities (India) Private Limited** a company incorporated and duly registered under the Companies Act, 1956, **Mr**. **Manoj Punamiya, Mr. Binod Kumar Sinha** and **Mr. Sanjay Kumar Choudhary** (the "***Acquirers***") to the equity shareholders of **Natraj Financial and Services Limited**, ("***NFSL***"/"***Target Company***") pursuant to Regulation 10 and Regulation 12 and in compliance with the SEBI (SAST) Regulations, 1997.

3.1.2 Acquirers are person acting in concert with each other for this open offer. There are no other acquirer or other entities/ persons who are or can be deemed to be persons acting in concert for the purpose of this Open Offer.

3.1.3 The Acquirers have entered into a Share Purchase Agreement (**SPA**) with **Mr. Tejash Shah, Mr. Manmohan Vyas and Sandesh Finvest Private Limited** (hereinafter referred to as "**Sellers**") on Wednesday September 10, 2008, to acquire 19,10,700 fully paid up shares/ voting rights and Management Control of **Natraj Financial and Services Limited (NFSL)**, a company incorporated under the Companies Act,1956 and having its registered office at 2/D/1 Esteegeejay Co. Hsg. Society, Saibaba Nagar, Borivali (West), Mumbai-400092, and corporate address at 1st Floor, Nutan Vidya Mandir, Opp. Kapadia Hospital, MG Road, Goregaon (W) Mumbai-400092 Tel: (022) 28648612, Fax: (022) 28754700 email: nfslindia@hotmail.com, which represents 42.46 % of the total issued, subscribed and paid-up equity /voting share capital of NFSL at a price of Rs. 25.00 (Rupee Twenty Five Only) per equity share (**Negotiated Price**) payable in cash. The total consideration payable in cash for the shares acquired as mentioned above is Rs. 4,77,67,500 .The proposed acquition through SPA resulted in triggering of SEBI (SAST) Regulations, 1997. The seller belongs to the promoter group of the Target Company.

3.1.4 The details of the sellers are as under:

Sr. No.	Name and Address	Tel. No.	Fax No.	No. of Shares	% of issued capital of Target Company
1	Mr. Tejash Shah 304, Rishabh Mansion, Jawahar Nagar, Goregoan (W), Mumbai-400062	022-28754800	022-28754700	956150	21.25%
2	Mr. Manmohan Vyas A-504, Shubham, Dharmji Thakar Park, Sainath Nagar, Borivali (W), Mumbai-400092	+91-9819885363	NA	1050	0.02%
3	Sandesh Finvest Private Limited A-504, Dharmji Thakar Park, Off Devdas Lane, Borivali (W), Mumbai-400092	+91-9819885363	NA	953500	21.19%
		Total		**1910700**	**42.46%**

3.1.5 The Salient features of the SPA dated September 10,2008 are as under:

3.1.5.1 The SPA is subject to the compliance of Provisions of SEBI(SAST) Regulations and in case of non compliance with the provisions of SEBI (SAST) Regulations this SPA shall not be acted upon.

3.1.5.2 The Purchases shall bear the stamp duty payable on the transfer of the shares.

3.1.5.3 This agreement shall be binding on the parties, their heirs, legal representatives, executors and successors.

3.1.5.4 That the shares under Agreement are free from all charges, encumbrances or liens and out of 19,10,700 Shares held by seller 15,65,000 shares are locked in and continuing to be lock in the hands of acquirer.

3.1.5.5 The SPA shall be constructed in accordance with the law of India. When implimenting this SPA each parties shall follow the SEBI Regulations and all other applicable Laws.

3.1.6 The SPA does not contain any restrictive covenants/ clauses which may be prejudicial to the shareholders interest.

3.1.7 Shares held by promoter(s) which are locked in, subject to continuation of lock-in in the hands of Acquirers for the remaining period and compliance of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 1997, as applicable.')

3.1.8 Upon completion of this open offer in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the change of control of Target Company shall be effected.

3.1.9 The Acquirers, the Sellers and the Target Company have not 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.

3.1.10 The Acquirers have not acquired any equity Shares of the Target Company during the twelve (12) month period prior to the date of PA other than those as mentioned in Para 3.1.3 above.

3.1.11 As on the date of PA, the Acquirers do not hold any equity shares/voting rights of the Target Company other than to be acquired under SPA those mentioned in Para 3.1.3 above.

3.1.12 The Regulation 22(9) is not applicable in present offer as on date as none of the acquirers / representative of acquirer is a director in the target company.

3.2 The Offer

3.2.1 The Acquirers have made a Public Announcement in all the editions of the following newspapers, namely**, i) Free Press Journal (English) and ii) Business Standard (Hindi) and (iii) NavShakti (Marathi) Mumbai**, which appeared in the newspapers on Tuesday, September 16, 2008 in terms of Regulation 15 and pursuant to Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997. **The Public Announcement is also available on the SEBI website at www.sebi.gov.in**.

3.2.2 The Acquirers is making this Open Offer under the SEBI (SAST) Regulations, 1997, to acquire, up to 9,00,000 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital/ voting share capital of Rs. 10/- each from the shareholders of NFSL, other than the Acquirers themselves and seller, on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 41/-(Rupees Forty One Only) payable in cash. These equity shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and Rights offer declared hereafter.

3.2.3 There are no partly paid up shares in the Target Company.

3.2.4 **The Offer is not subject to any minimum level of acceptances from the shareholders i.e. it is not a conditional offer.**

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

3.2.6 The Acquirers have not acquired any equity shares in the Target Company since the date of Public Announcement i.e**. Tuesday, September 16, 2008**, up to the date of Letter of Offer.

3.3 Object of the Offer

3.3.1 The Offer to the shareholders of NFSL is for the purpose of acquiring 20.00 % of the total paid up capital. After the proposed Offer, the Acquirers will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.2 The object and the purpose of the Acquirers are to expand the business operations of NFSL.

3.3.3 The acquirers propose to continue existing line of business of the target company. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 1956, Articles of Association of NFSL and all applicable laws, rules and regulations, the Board of Directors of NFSL will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The acquirers may diversify its business activities in future with prior approval of shareholders.

3.3.4 The Acquirer intent to make changes in the management and Board of Directors of the Target Company after completion of the open offer.

3.3.5 The Acquirers has undertaken not to sell, dispose of or otherwise encumber any significant assets of NFSL in the succeeding two years, except in the ordinary course of business of NFSL. NFSL's future policy for disposal of its assets, if any, will be decided by its 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 NFSL.

4 BACKGROUND OF THE ACQUIRERS

4.1 Background of the Acquirers

4.1.1 Balaji Bullions & Commodities (India) Private Limited

4.1.1.1 The company was incorporated on January 02, 2007 with the Registrar of Companies, Maharashtra under Indian Companies Act, 1956**,** and is having its registered office at 118/120, Ashok House, 3rd Floor, Opp.Khara Kuwa, Zaveri Bazar, Mumbai - 400 002 Tel No (022)- 40768888, Fax. No. (022) 40768877 email: goldngoldy@hotmail.com.

4.1.1.2 The Company is engaged in Dealing as Manufactures, Traders, and Commission Agent in Bullion, Diamond, Gold Jewellery and Precious Stone.

4.1.1.3 The promoters of the Acquirer Company are Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary.

4.1.1.4 The provision of Chapter II of SEBI (SAST) Regulations, 1997 are not applicable to the Acquirers till date.

4.1.1.5 The authorized share capital of Balaji Bullions & Commodities (India) Private Limited as on March 31, 2008 is Rs. 1,00,00,000 (Rupees One Crore only), comprising of 10,00,000 equity shares of Rs 10/- (Rupees Ten only) each. The paid-up capital of the Balaji Bullions & Commodities (India) Private Limited as on date of PA is Rs. 46,25,000/- divided into 4,62,500 fully paid up equity shares of Rs.10/- each.

4.1.1.6 Shareholding pattern of BBCIPL as on 16.09.2008 is as under: -

Sr. No.	Shareholder's Category	No. and Percentages of Share Held
1.	Promoters / Associates	380000 (82.16%)
2.	FII / Mutual Fund / FIs / Banks	Nil (Nil)
3.	Public & Others	82500 (17.84%)
4.	Total Paid-up Capital	462500 (100.00%)

The details of the Promoters/Associates holding more than 5% shares are as under :

Sr. No.	Name of the Shareholders	No. of Shares	% of Holding
1.	Manoj Punamiya	126667	27.39
2.	Binod Kumar Sinha	126667	27.39
3.	Sanjay Kumar Choudhary	126666	27.38
	Total	380000	82.16

4.1.1.7 The Board of Directors of BBCIPL as on P.A. date is as follows:-

Sr. No.	Name	Designation	Residential Address	Date of Appointment	Qualification	Experience in in Yrs and field
1.	Mr. Manoj B Punamiya	Director	A-504, Jain Park, 5th Floor, Seth Motisha Lane, Byculla (West), Mumbai 400027	02.01.2007	Matriculate	20 years in Trading in Gold and Gems and Bullion Market
2.	Mr. Binod Kumar Sinha	Director	New Colony, Nimdih, Chaibasa, West Singhbhum Chaibasa: 833201, Jharkhand	02/08/2008	B.A. (Hons) (Maths)	16 years in Management and Trading activities, Marketing and dealership in Motors and Tractors.
3.	Mr. Sanjay Kumar Choudhary	Director	Jai Nivas, Harihar Nath Colony, Mango Dimna Road, East Singhbhum Jamshedpur: 831012 Jharkhand	02/08/2008	B.A.	16 years in Marketing, Trading activities and possesses good experience in Cement Industry

4.1.1.8 None of above directors is on the Board of Directors of Target Company.

4.1.1.9 The Shares of the company are not listed at any Stock Exchanges.

4.1.1.10 The Company has not acquired Shares / voting rights of the Target Company during the twelve (12) month period prior to the date of PA.

4.1.1.11 The Regulation 22(9) is not applicable in present offer as on date as none of the acquirers / representative of acquirer is a director in the target company.

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

4.1.1.13 The brief audited financials of BBCIPL are as under: -

Rs. (In Lacs)

Sr No.	Profit & Loss Statement	Year Ended 31.3.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Qtr. Ended 30.06.2008 (Unaudited)*
1.	Income from Operations	NIL	3758.79[1]	4369.85[1]
2.	Other Income	NIL	NIL	15.62[2]
3.	Total Income	NIL	3758.79	4385.48
4.	Total Expenditure	0.06	3738.70	4366.81
5.	Profit (Loss) before Depreciation, Interest and Tax	(0.06)	20.09	18.66
6.	Depreciation	NIL	NIL	NIL
7.	Interest	NIL	2.20	7.95
8.	Profit (Loss) before Tax	(0.06)	17.89	10.71
9.	Provision for Tax	NIL	6.34	3.31
10.	Profit (Loss) after Tax	(0.06)	11.55	7.40

Rs. (In Lacs)

Sr No.	Balance Sheet Statement	Year Ended 31.3.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Qtr. Ended 30.06.2008 (Unaudited)*
1.	Paid up Share Capital	1.00	44.00	44.00**
2.	Reserves & Surplus (Excluding Revaluation Reserve)	(0.06)	605.49	612.89
3.	Secured Loan	NIL	NIL	NIL
4.	Unsecured Loan	NIL	22.00	263.70[3]
5.	Deferred Tax Liability	NIL	NIL	NIL
	Total	**0.94**	**671.49**	**920.59**
	Uses of Funds			
7.	Net Fixed Assets	NIL	NIL	45.46
8.	Investments	NIL	NIL	NIL
9.	Net Current Assets	0.55	670.14	873.78
10.	Miscellaneous Expenses not written off	0.39	1.35	1.35
11.	Deferred Tax Assets	NIL	NIL	NIL
	Total	**0.94**	**671.49**	**920.59**

Rs. (In Lacs)

Sr No.	Other Financial Data	Year Ended 31.3.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Qtr. Ended 30.06.2008 (Unaudited)*
1.	Net Worth (Rs. in Lacs)	0.55	648.14	655.55
2.	Dividend (%)	NIL	NIL	NIL
3.	Earning Per Share (Rs.)	(0.60)	32.16	1.68
4.	Return on Networth (%)	(6.00)	1.78	4.51
5.	Book Value Per Share	5.50	147.30	148.98

* As Certified by the Statutory Auditors of the Company.

****** As on June 30, 2008 , the paid up share capital of the company was Rs. 44.00 Lacs and due to further issue of 22500 equity shares of Rs. 10/- each at a premium of Rs 990/- on August 23, 2008, the paid up share capital of the company has increased by Rs 2.25 lacs to Rs 46.25 lacs

[1] The company was incorporated on January 02, 2007 and had commenced its business activities in Dec 2007. The Income from Operations for the year ended March 2008 was Rs 3758.79 lacs for the period Dec 2007 to March 2008. Rise in the Income from Operations to Rs 4369.85 lacs for the quarter ended June 2008 was due to expansion of business activities.

[2] There is no Other Income in the year ended March 2008. The Company has earned the Other Income of Rs 15.62 lacs in the quarter ended June 2008 due to Foreign Exchange fluctuation.

[3] There is a rise in the unsecured loan in quarter ended June 2008 as the company is extending the credit period for buyers and making prompt payment to suppliers which has been made through Unsecured Loans from Directors and through Inter Corporate Deposits.

4.1.1.14 There is a contingent liability of Rs 3,23,67,420 as on 31.03.2008 for export bill discounted with Oriental Bank of Commerce, Bandra Branch. However bill was honoured on June 27, 2008 and there is no contingent liability thereafter.

4.1.1.15 BBCIPL is not a Sick Company.

4.1.1.16 There is no change in Accounting Policies of BBCIPL since its inception. Brief of accounting policies adopted by the company in the preparation and presentation of accounts are as under:

4.1.1.16.1 The Financial accounts have been prepared under the historical cost convention.

4.1.1.16.2 Income and expenditure are accounted on accrual basis.

4.1.1.16.3 Inventories are valued at lower of cost or net realizable value. Cost is determined on FIFO Basis.

4.1.1.16.4 Investments are shown at cost value.

4.1.1.17 The BBCIPL has not promoted any Companies.

4.1.2 Mr. Manoj Punamiya

4.1.2.1 Mr. Manoj Punamiya s/o Shri Babulal Punamiya, aged 40 years, an Indian resident residing at A-504, Jain Park, 5th Floor, Seth Motisha Lane, Byculla (W) Mumbai -400 027 Tel no.: 022-23418102.

4.1.2.2 Mr Manoj Punamiya is a SSC passed having experience of 20 years in Trading in Gold and Gems and Bullion Market.

4.1.2.3 Mr. Rishabh Jain, Proprietor of M/s Rishabh D. Jain & Co., Chartered Accountants, having his office at No. 27, 2nd floor, 381-F, Kalbadevi Road, Narottam Wadi, Mumbai: 400 002 (Membership No.116250) Tel:022-32505858 & Fax No; 022-40229698 has certified vide certificate dated September 10, 2008 that the net worth of Mr. Manoj Punamiya, as on 30.06.2008 is Rs. 91.52 lacs.

4.1.2.4 The compliances under chapter II of SEBI (SAST) Regulation, 1997 are not applicable to the acquirers.

4.1.2.5 He does not held any position as Director in any listed company.

4.1.2.6 He has not acquired Shares / voting rights of the Target Company during the twelve (12) month period prior to the date of PA.

4.1.2.7 He does not hold any position as full time Director in any company other than the following:

4.1.2.7.1 Balaji Universal Tradelink Private Limited

4.1.2.7.2 Balaji Bullion & Commodities (India) Private Limited

4.1.2.8 He has not promoted any Companies other than the followings

4.1.2.8.1 Balaji Universal Tradelink Private Limited.

4.1.2.8.2 Balaji Bullion & Commodities (India) Private Limited

4.1.2.8.3 Balaji Lifestyle Realtors Private Limited

4.1.2.8.4 Balaji Prop Builders Private Limited

4.1.2.8.5 Labh Commodities Private Limited

4.1.2.8.6 Threewin Maritime (India) Private Limited

4.1.3 Mr. Binod Kumar Sinha

4.1.3.1 Mr. Binod Kumar Sinha s/o Shri Akileshar Kumar Sinha, aged 38 years, an Indian residing at New Colony, Nimdih, Chaibasa, West Singhbhum Chaibasa: 833201, (Jharkhand) Tel no.: 0657- 2442151.

4.1.3.2 Mr Binod Kumar Sinha is a B.A. (Hons) (Maths) having experience of 16 years in Management and Trading activities, Marketing and dealership in Motors and Tractors.

4.1.3.3 Mr. Anand Harnathka, Partner of M/s S. K. Naradi & Co. Chartered Accountants having his office at Virdi Niwas, Ground Floor, "M' Road, Bistupur, Jamshedpur- 831001 (Membership No. 401726) Tel No: 0657-2423691 Fax No: 0657-2424593 has certified vide certificate dated September 10, 2008 that the net worth of Mr Binod Kumar Sinha, as on 31.03.2008 is Rs. 117.19 lacs.

4.1.3.4 The compliances under chapter II of SEBI (SAST) Regulation, 1997 are not applicable to the acquirers.

4.1.3.5 He does not held any position as Director in any listed company.

4.1.3.6 He does not hold any position as full time Director in any company.

4.1.3.7 He has not acquired Shares / voting rights of the Target Company during the twelve (12) month period prior to the date of PA.

4.1.3.8 He has not promoted any Companies other than the followings:

4.1.3.8.1 Balaji Bullion & Commodities (India) Private Limited.

4.1.3.8.2 Blue Techno Projects Limited

4.1.3.8.3 Satyam Art and Media Private Limited

4.1.4 Mr. Sanjay Kumar Choudhary

4.1.4.1 Mr. Sanjay Kumar Choudhary S/o Shri Jay Narayan Choudhary, aged 40 years, an Indian resident residing at Jai Nivas, Harihar Nath Colony, Mango Dimna Road, East Singhbhum Jamshedpur: 831012 Jharkhand Tel no.: 0657-2233390.

4.1.4.2 Mr Sanjay Kumar Choudhary is a B.A. having experience of 16 years in Marketing, Trading activities and possesses good experience in Cement Industry.

4.1.4.3 Mr. Suresh C. Shah, Partner of M/s S. Chandulal & Co. Chartered Accountants having his office at 6/D/80, Sonawala Building, Tardeo, Mumbai 400 007 (Membership No. 372667) Tel No: 022-23445847 has certified vide certificate dated September 10, 2008 that the net worth of Mr. Sanjay Kumar Choudhary, as on 30.06.2008 is Rs. 30.65 Lacs.

4.1.4.4 The compliances under chapter II of SEBI (SAST) Regulation, 1997 are not applicable to the acquirers.

4.1.4.5 He does not held any position as Director in any listed company.

4.1.4.6 He does not hold any position as full time Director in any company.

4.1.4.7 He has not acquired Shares / voting rights of the Target Company during the twelve (12) month period prior to the date of PA.

4.1.4.8 He has not promoted any Companies other than the followings:

4.1.4.8.1 Balaji Bullion & Commodities (India) Private Limited.

4.2 Other details about acquirers

4.2.1 The acquirers have deposited Rs. 110.00 Lacs in Escrow account which is more than 25% of the amount required for open offer.

4.2.2 Acquirers have sufficient means to fulfil their obligations under this open offer.

4.2.3 Acquirers are person acting in concert with each other for this open offer. There are no other acquirer or other entities/ persons who are or can be deemed to be persons acting in concert for the purpose of this Open Offer.

4.2.4 The PACs have no relation except that they all are Directors in BBCIPL which is one of the acquirer.

4.2.5 There is no formal agreement between the acquirers with respect to acquisition of shares, acquired in Open Offer. However the shares acquired in the Open Offer will be transferred to the acquirers on the basis of amount of money put by them.

4.2.6 The Acquirers has undertaken not to sell, dispose of or otherwise encumber any significant assets of NFSL in the succeeding two years, except in the ordinary course of business of NFSL. NFSL's future policy for disposal of its assets, if any, will be decided by its 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 NFSL.

4.3 Details of Group Companies/Companies promoted by the Acquirers/PACs

4.3.1 Balaji Universal Tradelink Private Limited

4.3.1.1 The Company was originally incorporated as **Lake Shore Tex Trade Private Limited** on 10th March 2004, vide incorporation certificate issued by the Registrar of Companies, Maharashtra at Mumbai. The Name of the company was changed from **Lake Shore Tex Trade Private Limited** to **Balaji Universal Tradelink Private Limited** and fresh certificate of incorporation was issued on 11th April 2007 by the Registrar of Companies, Maharashtra at Mumbai.

4.3.1.2 The company is engaged in the business of Bullions & Diamonds.

4.3.1.3 The brief financial information of the company is as follows:

Rs. (In Lacs)

Particulars	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Year ended 31.03.2008 (Audited)	Period ended on 30.06.2008 (Unaudited)*
Equity Capital	37.64	50.94	52.24	52.24
Reserves(excluding revaluation reserve)	329.82	450.75	753.13	661.25
Misc.expenses not written off	0.03	0.01	1.18	1.18
Deferred Revenue Expenses	NIL	0.97	1.18	1.18
Total	**367.43**	**501.68**	**804.19**	**712.31**
Total Income	1.11	21.88	10,236.38	8,643.84
Profit After Tax (PAT)	0.05	1.23	43.68	(91.88)
Earnings Per Share (EPS)	0.01	0.31	8.36	(17.59)
Net Asset Value (NAV)	97.63	98.49	153.95	136.36

* As certified by the statutory auditor of the company.

4.3.1.4 The Company is not sick Industrial undertaking.

4.3.2 Balaji Lifestyle Realtors Private Limited

4.3.2.1 The Company was incorporated on 22nd November 2006, vide incorporation certificate issued by the Registrar of Companies, Maharashtra at Mumbai under the name of **Balaji Lifestyle Realtors Private Limited**.

4.3.2.2 The company is engaged in the business of Land and Property Developments.

4.3.2.3 The brief financial information of the company are as follows:

Rs. (In Lacs)

Particulars	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Period Ended on 30.06.2008 (Unaudited)*
Equity Capital	1.00	29.16	29.16
Reserves(excluding revaluation reserve)	(0.06)	399.87	397.96
Misc.expenses not written off	0.15	0.94	0.94
Deferred Revenue Expenses	NIL	0.82	0.82
Total	**0.79**	**428.09**	**426.18**
Total Income	-	34.29	-
Profit After Tax (PAT)	(0.06)	0.09	(1.91)
Earnings Per Share (EPS)	(0.62)	0.03	(0.65)
Net Asset Value (NAV)	7.85	146.81	146.15

* As certified by the statutory auditor of the company.

4.3.2.4 The Company is not sick Industrial undertaking.

4.3.3 Labh Commodities (India) Private Limited

4.3.3.1 The Company was incorporated on 2nd December 2005, vide incorporation certificate issued by the Registrar of Companies, Maharashtra at Mumbai under the name of **Labh Commodities (India) Private Limited**.

4.3.3.2 The company is engaged in the broking business of Commodity & Trading in Commodity and is having Membership of MCX bearing membership code MCX/TCM/CORP/0630.

4.3.3.3 The brief financial information of the company are as follows:

Rs. (In Lacs)

Particulars	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Year ended 31.03.2008 (Audited)	Period ended on 30.06.2008 (Unaudited)*
Equity Capital	25.00	25.00	25.00	25.00
Reserves(excluding revaluation reserve)	2.40	6.25	11.38	31.59
Misc. expenses not written off	0.77	0.41	0.28	0.28
Total	**26.63**	**30.84**	**36.10**	**56.31**
Total Income	NIL	229.39	443.60	82.78
Profit After Tax (PAT)	(21.30)	4.06	5.13	20.21
Earnings Per Share (EPS)	NIL	1.63	2.05	11.70
Net Asset Value (NAV)	10.65	12.33	14.44	22.52

* As certified by the statutory auditor of the company.

4.3.3.4 The Company is not sick Industrial undertaking.

4.3.4 Balaji Propbuilders Private Limited

4.3.4.1 The Company was incorporated on 28th November 2006, vide incorporation certificate issued by the Registrar of Companies, Maharashtra at Mumbai under the name of **Balaji Propbuilders Private Limited**.

4.3.4.2 The company is engaged in the business of Land and Property Developments.

4.3.4.3 The brief financial information of the company are as follows:

Rs. (In Lacs)

Particulars	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Period Ended on 30.06.2008 (Unaudited)*
Equity Capital	1.00	1.00	1.00
Reserves(excluding revaluation reserve)	(0.12)	2.60	2.55
Misc.expenses not written off	0.12	0.09	0.09
P&L A/C (Dr. Balance)	0.12	NIL	NIL
Total	**0.76**	**3.51**	**3.46**
Total Income	-	225.00	-
Profit After Tax (PAT)	(0.12)	2.73	(0.06)
Earnings Per Share (EPS)	(1.24)	27.33	(0.63)
Net Asset Value (NAV)	7.53	35.13	34.56

* As certified by the statutory auditor of the company.

4.3.4.4 The Company is not sick Industrial undertaking.

4.3.5 Threewin Maritime (India) Pvt. Limited

4.3.5.1 The Company was incorporated on 12th December 2001, vide incorporation certificate issued by the Registrar of Companies, Maharashtra, Mumbai under the name of **Threewin Maritime (India) Pvt. Limited**.

4.3.5.2 The company is engaged in the business of Chartering of Ships.

4.3.5.3 The brief financial information of the company are as follows:

Rs. (In Lacs)

Particulars	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Year ended 31.03.2008 (Audited)	Period ended on 30.06.2008 (Unaudited)*
Equity Capital	1.50	1.50	1.50	1.50
Reserves(excluding revaluation reserve)	NIL	98.85	80.02	44.46
Misc. expenses not written off	21.54	NIL	120.25	107.75
Total	(20.04)	100.35	(38.73)	(61.79)
Total Income	38.54	526.58	579.62	184.93
Profit After Tax (PAT)	19.98	120.39	(18.82)	(39.33)
Earnings Per Share (EPS)	133.20	132.56	Negative	Negative
Net Asset Value (NAV)	(133.59)	668.98	(258.18)	(411.93)

* As certified by the statutory auditor of the company.

4.3.5.4 The Company is not sick Industrial undertaking.

4.3.6 Blue Techno Projects Limited

4.3.6.1 The Company was incorporated on 5th December 2007, vide incorporation certificate issued by the Registrar of Companies at Mumbai under the name of **Blue Techno Projects Limited**. The Company got certificate for Commencement of Business on 29th January, 2008.

4.3.6.2 The said Company has not started any business activity since its incorporation.

4.3.7 Satyam Art and Media Private Limited

4.3.7.1 The Company was incorporated on 4th July 2008, vide incorporation certificate issued by the Registrar of Companies at Mumbai under the name of **Satyam Art and Media Private Limited**.

4.3.7.2 The said Company has not started any business activity since its incorporation.

5 DISCLOSURE UNDER REGULATION 21(2)

Pursuant to this Offer, the Public Shareholding in the Target Company will not falls below 25 %, the level specified for continuous listing in the Listing Agreement with the stock exchanges as per clause 40A of the Listing Agreement and other applicable Regulations

6 BACKGROUND OF THE TARGET COMPANY - NATRAJ FINANCIAL & SERVICES LIMITED (NFSL)

6.1 The Company was originally incorporated as Natraj Commercial Enterprises Limited on February 25, 1984 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai. The Company got certificate for Commencement of Business on March 13, 1984. The name of the company was changed from Natraj Commercial Enterprises Limited to Natraj Financial & Services Limited and fresh Certificate of Incorporation was issued on October 19, 2006 by Registrar of Companies, Maharashtra, Mumbai. The company is having its registered office at 12/D-1, Estee Jeejay Co-op. Hsg. Society, Saibaba Nagar, and Borivali (West), Mumbai-400092 (Maharashtra) Tel No.: 022-28648612, Fax No.: 022-28649551 and corporate office at 1st Floor, Nutan Vidya Mandir, Opp. Kapadia Hospital, MG Road Goregaon (W) Mumbai-400062 (Maharashtra) Tel No.: 022-28754800 Tel Fax No.: 022-28754700 Email: nfslindia@hotmail.com.

6.2 The Company was initially promoted Mr D.K.Goyal. The shareholders of the Company passed the special Resolution for change in management to M/s Goyal Housing and Finance Limited and also approved the allotment of equity shares and convertible warrants to M/s Goyal Housing and Finance Limited on preferential basis in the AGM dated June 19, 2000 and the management control has been taken by M/s Goyal Housing and Finance Limited. M/s Goyal Housing and Finance Limited has made the exemption application under Regulation 3(4) to SEBI for exemption under clause 3(1) (c), which has been taken on record by SEBI vide letter NO. FITTC/TO/K/18609/2000 dated November 23, 2000**.** Subsequently during Financial Year 2005-2006 the Management control and controlling shareholding of the target Company has been taken by **Mr Tejas Shah** and **M/s Sandesh Finvest Private Limited** (Seller of Present offer) by making open offer under Regulation 10 and 12 of SEBI (SAST) Regulation 1997, for which the Public Announcement has been made by **Mr Tejas Shah** and **M/s Sandesh Finvest Private Limited** on Wednesday, September 28, 2005 and Revised Public Announcement was made on Tuesday, December 13, 2005 and the open offer opened on February 1, 2006 and closed on February 20, 2006 for more details please refer Para 6.3 below.

6.3 The sellers, Mr Tejas Shah and M/s Sandesh Finvest Private Limited has acquired jointly 2,50,000 fully paid up equity shares/ voting rights (**Mr. Tejas Shah** acquired 1,50,000 shares and **Sandesh Finvest Private Limited** acquired 1,00,000 shares) of the target company, which represent 25.00 % of its existing voting right/equity capital by entering a Share Purchase Agreement on Monday, September 23, 2005 to acquire an aggregate of 2,50,000 (Two Lac Fifty Thousand Only) Equity Shares of face value Rs.10/- each fully paid-up equity/voting share capital of Natraj Financial & Services Limited (earlier known as Natraj Commercial Enterprises Limited), with Ex- Promoters of the target Company namely **M/s Goyal Housing and Finance Limited,** a company registered under the companies Act, 1956 at a price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share payable in cash. The total consideration paid in cash for the shares acquired as mentioned above was Rs. 25,00,000/- (Rupees Twenty Five Only). Mr Tejas Shah and M/s Sandesh Finvest Private Limited thus made a Public Announcement on Wednesday, September 28, 2005 and Revised Public Announcement was given on Tuesday, December 13, 2005 for open offer of 2,00,000 equity shares/voting right, which represent 20.00 % equity shares/voting right of the target company at a price of Rs.17.75/- per share along with interest of Rs. 0.36/- per share, under Regulation 10 & 12 of SEBI (SAST) Regulations 1997. That open offer had opened on **Wednesday, February 1, 2006** and closed on **Monday, February 20, 2006**. The acquirers have acquired 94,650 Equity Shares of Rs 10/- each under open offer. The sellers and acquirers (Mr Tejash Shah and M/s Sandesh Finvest Private Limited) have complied with the reporting requirement under chapter II of SEBI (SAST) Regulations 1997 for the same.

6.4 NFSL has been engaged in the Business of Broking Activities and Investment in Shares & Securities since September 13, 2007 and having a Corporate Member of Bombay Stock Exchange Limited (BSE) with registration No. INB 011287530 vide certificate dated 30th August 2007.

6.5 The authorised share capital of NFSL as on June 30, 2008 is Rs. 6,00,00,000 (Rupees Six Crore), comprising of 60,00,000 equity shares of Rs 10/- (Rupees ten only) each. The issued, subscribed and paid-up equity share capital as on 30.06.2008 is 4,50,00,000 (Rupees Four Crore Fifty Lacs Only) comprising of 45,00,000 equity shares of Rs 10/- (Rupees Ten each).

Paid up Equity Shares of NFSL	No. of Equity Shares/ voting rights	% of Shares/ voting rights
Fully paid-up equity shares	45,00,000	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	45,00,000	100.00
Total voting rights in the Target Company	45,00,000	100.00

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	% of Cumulative shares holding	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allottees (promoters/ex-promoters / others)	Status of compliance
Subscriber to M&A	70	0.01	0.01	700.00	Cash	Promoter	No Compliance is pending
29/11/84	2,10,000	4.67	4.68	21,00,700.00	Cash	Public	
10/01/85	37,430	0.83	5.51	24,75,000.00	Cash	Public	
18/09/00	2,00,000	4.44	9.95	44,75,000.00	Cash	Promoter	
18/09/00	52,500	1.17	11.12	50,00,000.00	Cash	Non Promoter	
16/03/02	4,12,500	9.17	20.29	91,25,000.00	Cash	Promoters	
16/03/02	87,500	1.94	22.23	1,00,00,000.00	Cash	Non Promoter	
26/02/07	13,40,000	29.77	52.00	2,34,00,000.00	Cash	Promoters	
26/02/07	19,35,000	43.00	95.00	4,27,50,000.00	Cash	Non Promoter	
01/06/07	1,12,500	2.50	97.50	4,38,75,000.00	Cash	Promoters	
28/05/2008	1,12,500	2.50	100.00	4,50,00,000.00	Cash	Promoters	
TOTAL	**45,00,000**	**100.00**					

6.7 The shares of Company are not suspended by BSE and all the Shares are listed on BSE.

6.8 The shares of "NFSL" are listed only on the Bombay Stock Exchange Limited, Mumbai (BSE).

6.9 There are no partly paid up shares in the company.

6.10 There are no outstanding convertible instruments / warrants.

6.11 The Acquirers, sellers, major shareholders and promoters of the Target Company have complied with the reporting requirements under applicable provisions of the Chapter II of SEBI (SAST) Regulation 1997. There has been delay by NFSL (Target Company) with the reporting requirements under Chapter II of the SEBI (SAST) Regulations, 1997 for the financial year ended 1997 to financial year ended 2002. However, the Target Company has given the consent for settlement by consent order on November 10, 2005 and other requirement on time. The SEBI may take action against the Target Company for the non-compliance of provisions of Chapter II of the SEBI (SAST) Regulations.

6.12 The Equity shares of NFSL are listed on BSE since 1984. NFSL has complied with requirements of the Listing Agreement and no penal action is initiated by the BSE, where its equity shares are listed.

6.13 The composition of the Board of Directors of NFSL as the date of P.A i.e. 16.09.2008 is as follows:

Sr. No.	Name	Designation	Residential Address	Date of Appointment	Qualification	Experience in in Yrs and field
1	Mr Tejash Shah	Whole time Director	304, Rishabh Mansion, Jawahar Nagar, Goregaon (W), Mumbai-400062	22/03/2006	B.Com	3 Yrs in the field of Shares and Securities & 20 Yrs. in the field of Manufacturing & Trading in Chemicals.
2	Mr Manmohan Vyas	Whole time Director	A-504, Shubam, Dharmji Thakar Park, Sainath Ngr., Borivali(W) Mumbai - 400 092.	22/03/2006	B.Com	25 Yrs in the field of Shares and Securities.
3	Mr Umesh H Ved	Director	9, Madhuvan Appt., B/H, Sukhsagar Tower, Pragna Society Road, Navrangpura,Ahemdabad Gujrat – 380009	16/04/2007	C.S. B.Com	10 Yrs. as Practicing Company Secretary
4	Mr Asim Kumar Santara	Director	202, Sahyadri, Sidhivinayak Nagar, Bhd. Iscon Temple, Mira Road (East), Thane – 401104	16/04/2007	C.A. B.Com	21 Yrs. as Practicing Chartered Accountant

5	Mr. Vijay Dube	Director	402 Faiz E Qutbi375, Narsi Natha Street, Masjid Bunder, Mumbai 400009	26/06/2008	S.S.C.	20 Yrs in the field of Accounts & Finance.

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

6.15 Audited financial information of NFSL for the financial year ended on March 31, 2006, 2007 and 2008 and Unaudited Financial for the Quarter ended 30th June 2008 is given below:

(Rs. in Lacs)

Sr. No.	Profit & Loss Statement	Year Ended 31.3.2006 (Audited)	Year Ended 31.3.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Qtr. Ended 30.06.2008 (Unaudited)*
1.	Income from Operations	30.14	18.53	(9.44)	7.68
2.	Other Income	-	-	(33.16)	-
3.	Total Income	30.14	18.53	(42.59)	7.68
4.	Total Expenditure	2.82	4.43	15.20	2.84
5.	Profit before Depreciation, Interest and Tax	27.32	14.10	(57.80)	4.84
6.	Depreciation	-	2.12	4.63	1.19
7.	Interest	5.67	1.19	2.07	0.32
8.	Profit before Tax	21.65	10.79	(64.50)	3.32
9.	Provision for FBT	-	(0.18)	(0.50)	(0.08)
10.	Provision for Tax	0.06	(0.82)	0.49	(1.37)
11.	Earlier Year	-	-	(0.07)	-
12.	Profit after Tax	21.59	9.80	(64.59)	1.88

(Rs. in Lacs)

Sr. No.	Balance Sheet Statement	Year Ended 31.3.2006 (Audited)	Year Ended 31.3.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Qtr. Ended 30.06.2008 (Unaudited)*
	Sources of Funds				
1.	Paid up Share Capital	100.00	427.50	438.75	450.00
2.	Convertible Warrant	-	4.50	2.25	-
3.	Reserves & Surplus (Excluding Revaluation Reserve)	100.39	437.69	384.35	397.48
4.	Secured Loan	-	23.78	14.18	11.74
5.	Unsecured Loan	160.44	20.25	9.67	-
6.	Current Liabilities	4.27	7.39	13.52	4.05
7.	Deferred Tax Liability	-	0.82	0.33	1.36
	Total	**365.10**	**921.92**	**863.05**	**864.64**
	Uses of Funds				
8.	Net Fixed Assets	-	43.42	40.75	39.56
9.	Investments	246.09	248.69	13.31	13.31
10.	Current Assets	117.40	627.70	806.90	809.86
11.	Miscellaneous Expenses not written off	1.61	2.11	2.08	1.91
	Total	**365.10**	**921.92**	**863.05**	**864.64**

(Rs. in Lacs)

Sr. No.	Other Financial Data	Year Ended 31.3.2006 (Audited)	Year Ended 31.3.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Qtr. Ended 30.06.2008 (Unaudited)*
1.	Net Worth (Amount in Rs)	198.78	867.58	823.27	845.57
2.	Dividend (%)	-	-	-	-
3.	Earning Per Share	2.16	0.75	Negative	0.04
4.	Return on Net worth (%)	10.86	1.13	Negative	0.22
5.	Book Value Per Share	19.88	20.29	18.76	18.79

* As certified by the statutory auditor of the company.

2007-2008:

During the year the company have shown loss due to the following reasons:

- The Company have started their Broking Business in the current year and The Company have traded in the shares and incurred Losses due to Valuation of Closing Stock of Shares lying in the Trading Account. The Company have also incurred losses due to Loss of Shares by Theft.
- Loss in Income from Other Operations is due to sale of Long Term Investment of Tripex Overseas Limited.
- During the year, The Company have earned Interest Income of Rs. 21,99,848/- as the company have given loans & advances to parties.

6.16 **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 acquisition and offer (A)		Shares / voting rights acquired/proposed to be acquired which triggered off the Regulations (B)		Shares / voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding / voting rights after acquisition and Offer i.e. A+B+C	
		No.	% of equity Capital	No.	% of equity Capital	No.	% of equity Capital	No.	% of equity Capital
1.	Promoter Group								
a.	Seller	19,10,700	42.46	(19,10,700)	(42.46)	Nil	Nil	Nil	Nil
b.	Promoters other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (a+b)	**19,10,700**	**42.46**	**(19,10,700)**	**(42.46)**	Nil	Nil	Nil	Nil
2.	Acquirers								
a.	Balaji Bullions & Commodities (India) Private Limited	Nil	Nil	16,40,700	36.46	9,00,000	20.00	28,10,700	62.46
b.	Mr. Manoj Punamiya	Nil	Nil	90,000	2.00				
c.	Mr. Binod Kumar Sinha	Nil	Nil	90,000	2.00				
d.	Mr. Sanjay Kumar Choudhary	Nil	Nil	90,000	2.00				
	Total (a+b+c+d)	**19,10,700**	**42.46**	**19,10,700**	**42.46**	**9,00,000**	**20.00**	**28,10,700**	**62.46**
3.	Seller other than 1(a)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Public (other than 1 to 3)	25,89,300	57.54	25,89,300	57.54	(9,00,000)	(20.00)	**16,89,300**	**37.54**
5.	FIs / MFs / FIIs / Banks	Nil	Nil	Nil	Nil				
	Total	**45,00,000**	**100**	**45,00,000**	**100.00**			**45,00,000**	**100.00**

Notes :

- *The data within bracket indicates sale of equity shares.*

6.17 The number of shareholders in NFSL in public category is 291 as on date of P.A. and there were no NRI shareholders.

6.18 The Company is not a Sick Company industrial undertaking.

6.19 There is change in shareholding of Promoters Group. The details of change in shareholding of promoter since the Public Announcement made on September 28, 2005 and Revised Public Announcement was made on Tuesday, December 13, 2005 for open offer of 2,00,000 equity shares/voting right by present Promoters as mentioned in Para 6.3 above, which are as under.

Date	Name of the Promoters / Promoters group	Shares Held		Shares Sold/purchased		Shares after Purchase/Sales		Cumulative Holding (%)	Whether any interse transfer has been taken place during the period	Status of Compliance	Remarks
		No. of Shares	% of Voting Capital	No. of Shares	% of Voting Capital	No. of Shares	% of Voting Capital				
01.04.05	1. Goyal Housing & Finance Pvt. Ltd	486000	48.60%	—		486000	48.60%	**61.34%**			
	2. Sita Enterprises Ltd.	126500	12.65%	—		126500	12.65%				
	3. Sita Equity Pvt. Ltd	900	0.09%	—		900	0.09%				
23.09.05	1. Goyal Housing & Finance Pvt. Ltd	486000	48.60%	-250000	-25.00%	236000*	23.60%	**61.34%**		7(1A) Complied	Sold through SPA
	2. Sita Enterprises Ltd.	126500	12.65%	—		126500*	12.65%				
	3. Sita Equity Pvt. Ltd	900	0.09%			900*	0.09%				
	4. Mr. Tejash Shah	—	—	150000	15.00%	150000	15.00%			7(1) Complied	Purchased through SPA
	5. Sandesh Finvest P. Ltd.	—	—	100000	10.00%	100000	10.00%			7(1) Complied	Purchased through SPA
17.03.06	1. Mr. Tejash Shah	150000	15.00%	23650	2.37%	173650	17.37%	**34.47%**			Acquired through Open Offer
	2. Sandesh Finvest P. Ltd.	100000	10.00%	71000	7.10%	171000	17.10%				Acquired through Open Offer
26.02.07	1. Mr. Tejash Shah	173650	17.37%	670000	15.67%	843650	19.73%	**39.40%**		7(1A) Complied	Preferential Issue
	2. Sandesh Finvest P. Ltd.	171000	17.10%	670000	15.67%	841000	19.67%			7(1A) Complied	Preferential Issue
20.03.07	1. Mr. Tejash Shah	843650	19.73%	—		843650	19.73%	**39.42%**			
	2. Sandesh Finvest P. Ltd.	841000	19.67%	—		841000	19.67%				
	3. Mr. Man Mohan Vyas	—	—	1050	0.02%	1050	0.02%			7(1A) Complied	Off Market Transaction
01.06.07	1. Mr. Tejash Shah	843650	19.73%	—		843650	19.23%	**40.98%**			
	2. Sandesh Finvest P. Ltd.	841000	19.67%	112500	2.56%	953500	21.73%			7(1A) Complied	Conversion Of Warrants (Issued with Pref. Shares)
	3. Mr. Man Mohan Vyas	1050	0.02%	—		1050	0.02%				
28.05.08	1. Mr. Tejash Shah	843650	19.23%	112500	2.50%	956150	21.25%	**42.46%**		7(1A) Complied	Conversion Of Warrants (Issued with Pref. Shares)
	2. Sandesh Finvest P. Ltd.	953500	21.73%	—		953500	21.19%				
	3. Mr. Man Mohan Vyas	1050	0.02%	—		1050	0.02%				

*These shares are shown in Public Category after completion of Open Offer.

Note: There are no purchases or sales after 28.05.2008 hence there are no changes in the shareholding.

6.20 Since the paid up capital of the company was less than 300.00 Lacs till March 2006, Corporate Governance clause (Clause 49 of listing Agreement) was not applicable to the company. However, the Company has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement from Financial Year 2006-2007 onwards and statutory auditors of the company have certified compliance of conditions of corporate governance and said certificate is attached with annual report of the target Company.

6.21 The company has filled Latest Quarterly Compliance report with Stock exchange as mentioned below:

Quarterly Compliance Report on Corporate Governance

Name of the Company : NATRAJ FINANCIAL & SERVICES LIMITED

Quarter ended on : 30th June, 2008

PARTICULARS 1	Clause Listing Agreement 2	Compliance Status Yes/No 3	Remarks 4
I Board of Directors	**49 (I)**		
(A) Composition of Board	49 (I A)	Yes	—-
(B) Non-Executive Directors' Compensation & Disclosures	49 (I B)	Yes	—-
(C) Other Provisions as to Board and Committee	49 (I C)	Yes	—-
(D) Code of Conduct	49 (I D)	Yes	—-
II Audit Committee	**49 (II)**		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	—-
(B) Meetings of Audit Committee	49 (II B)	Yes	—-
(C) Powers of Audit Committee	49 (II C)	Yes	—-
(D) Role of Audit Committee	49 (II D)	Yes	—-
(E) Review of Information by Audit Committee	49 (II E)	Yes	—-
III Subsidiary Companies	**49 (III)**	N.A.	—-
V Disclosures	**49 (IV)**		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	—-
(B) Board Disclosures	49 (IV B)	Yes	—-
(C) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49 (IV C)	Yes	—-
(D) Remuneration of Directors	49 (IV D)	Yes	—-
(E) Management	49 (IV E)	Yes	—-
(F) Shareholders	49 (IV F)	Yes	—-
V. CEO/CFO Certification	**49 (V)**	Yes	—-
VI. Report on Corporate Governance	**49 (VI)**	Yes	—-
VII. Compliance	**49 (VII)X**	Yes	—-

6.22 No litigation is pending against the Company.

6.23 Mr. Tejash Shah is the compliance officer of the company, his address is 12/D/1 Esteegeejay Apartment, Near Gurudwara, Saibaba Nagar, Borivali (West), Mumbai-400092. Tel No: (022) - 28648612, Tele fax No. (022) 28649551 Email: nfslindia@hotmail.com.

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of NFSL are listed on the Bombay Stock Exchange Limited, Mumbai only.

7.1.2 The annualised trading turnover during the preceding six Calendar months ending August, 2008 in the Stock Exchanges is detailed below:

Sr. No.	Name of the Stock Exchange	Total no. of equity shares during the 6 calendar months prior to August, 2008	Total no. of equity share listed	Annualised Trading turnover (in terms of % to total listed shares
1.	BSE	13,36,950	45,00,000	60.94%*
As per official website of Stock Exchanges, Mumbai (www.bseindia.com)				

* % of Annualised Trading Turnover is calculated on the listed equity share capital as on 31st August, 2008 i.e. 43,87,500 equity shares.

** Total no of equity shares listed as on date of PA i.e. 16.09.2008

7.1.3 The shares are frequently traded as per the data available with BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI as mentioned in Para 6.12 above.

7.1.4 Following are the average of the weekly high and low of the closing prices and volume data for 26 week period ended on September 15, 2008. i.e. the date preceding the date of P.A. (At BSE)(Source: www.bseindia.com).

No. of week	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1	24-Mar-08	30.10	33.30	31.70	600
2	31-Mar-08	24.60	28.60	26.60	1550
3	7-Apr-08	25.80	27.20	26.50	1100
4	14-Apr-08	26.10	30.15	28.13	3000
5	21-Apr-08	28.65	33.10	30.88	1200
6	28-Apr-08	34.75	42.00	38.38	23850
7	5-May-08	44.10	50.45	47.28	4150
8	12-May-08	52.40	59.90	56.15	33750
9	19-May-08	62.50	64.60	63.55	73050
10	26-May-08	63.10	66.40	64.75	38850
11	2-Jun-08	65.00	67.50	66.25	40700
12	9-Jun-08	62.80	66.75	64.78	92300
13	16-Jun-08	55.15	62.00	58.58	68900
14	23-Jun-08	54.95	56.50	55.73	205250
15	30-Jun-08	43.70	53.50	48.60	353750
16	7-Jul-08	35.70	41.55	38.63	253700
17	14-Jul-08	30.95	36.00	33.48	46350
18	21-Jul-08	26.65	29.45	28.05	250
19	28-Jul-08	26.45	27.80	27.13	550
20	4-Aug-08	27.75	29.00	28.38	400
21	11-Aug-08	28.50	30.45	29.48	1650
22	18-Aug-08	28.50	29.00	28.75	15150
23	25-Aug-08	27.25	29.90	28.58	15450
24	1-Sep-08	26.00	27.30	26.65	18750
25	8-Sep-08	27.55	28.95	28.25	161748
26	15-Sep-08	28.95	33.75	31.35	306930
Total				**1036.59**	**1762928**
26 weeks Average				**39.87**	

7.1.5 Following are the prices and volume data for 2 week period ended on September 15, 2008 i.e. the date preceding the date of P.A (At BSE) (Source: www.bseindia.com).

No. of Day	Dates	Daily High (in Rs.)	Daily Low (in Rs.)	Average	Volume (No. of Shares)
1	2-Sep-08	28.65	26.75	27.70	66754
2	4-Sep-08	28.90	28.90	28.90	900
3	5-Sep-08	30.25	27.75	29.00	46972
4	8-Sep-08	31.00	27.50	29.25	47122
5	9-Sep-08	28.95	28.00	28.48	876
6	10-Sep-08	31.75	28.00	29.88	284752
7	11-Sep-08	32.15	30.65	31.40	16802
8	12-Sep-08	35.05	32.00	33.53	3970
9	15-Sep-08	33.75	30.35	32.05	530
Total				**270.19**	**468678**
2 weeks Average				**30.02**	

7.1.6 The offer price of Rs. 41.00 (Rupees Forty One Only) is justified in terms of Regulation 20 (4) of the SEBI (SAST) Regulations, since the annualised trading turnover is more than 5% (by number of equity shares) of the total number of listed equity shares as per the data available with the BSE (Source: ***www.bseindia.com***) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulation and therefore the Offer price has been determined after considering the following facts:

a.	Negotiated Price under the Acquisition	Rs. 25/-
b.	Highest Price paid by the Acquirers or PAC's for acquisition including Public or Rightsor Preferential Issue in 26 weeks prior to the date of PA	Not applicable
c.	Highest average Price calculated as per Regulation 20(4)(c) during the 26 weeks preceding the date of PA	39.87
d.	Highest average Price calculated as per Regulation 20(4)(c) during the 2 weeks preceding the date of PA	30.02

7.1.7 **Hence, based on the above facts, the Offer Price of Rs. 41/- is justifiable in terms of Regulation 20.**

7.1.8 There is no non-compete agreement.

7.1.9 If the Acquirers 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.

7.2 Financial Arrangements

7.2.1 Assuming full acceptance, the total requirement of funds for the Offer would be Rs.3,69,00,000/- (Rupees Three Crores Sixty Nine Lacs Only). The Acquirers have sufficient means to fulfil the obligations under this Offer to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997 for acquisition of 9,00,000 equity shares of Rs. 10/- each at an offer price of Rs. 41/- (Rupees Forty One Only) per fully paid-up equity shares. No borrowing from any Bank/ Financial Institution is being made for this purpose.

7.2.2 As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have **with ORIENTAL BANK OF COMMERCE, 16/16-A, Row House, Thakur Complex, Kandivali (E), Mumbai-400101 and have deposited Rs 1,10,00,000/- (Rs. One Crores Ten Lacs only), being more than 25% of the amount required for the Open Offer.**

7.2.3 The Acquirers have duly empowered M/s Chartered Capital and Investment Limited, Manager to the Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.2.4 The Acquirers have adequate resources to meet the financial requirements of the Offer. Mr. Rishabh Jain, Proprietor of M/s Rishabh D. Jain & Co., Chartered Accountants, having his office at No. 27, 2nd floor, 381-F, Kalbadevi Road, Narottam Wadi, Mumbai: 400 002 (Membership No.116250) has certified vide certificate dated September 10, 2008 that the net worth of the **Mr. Manoj Punamiya**, as on 30.06.2008 is Rs. 91.52 lacs; Mr. Anand Harnathka, Partner of M/s S. K. Naradi & Co. Chartered Accountants having his office at Virdi Niwas, Ground Floor, “M’ Road, Bistupur, Jamashedpur- 831001 (Membership No. 401726) has certified vide certificate dated September 10, 2008 that the net worth of the **Mr Binod Kumar Sinha**, as on 31.03.2008 is Rs. 117.19 lacs and Mr. Suresh C. Shah, Partner of M/s S. Chandulal & Co. Chartered Accountants having his office at 6/D/80, Sonawala Building, Tardeo, Mumbai 400 007 (Membership No. 372667) has certified vide certificate dated September 10, 2008 that the net worth of the **Mr. Sanjay Kumar Choudhary**, as on 30.06.2008 is Rs. 30.65 lacs and as per unaudited financial results certified by Statutory Auditor **Mr. Rishabh Jain**, Proprietor of M/s Rishabh D. Jain & Co., Chartered Accountants, having his office at No. 27, 2nd floor, 381-F, Kalbadevi Road, Narottam Wadi, Mumbai: 400 002 (Membership No.116250), the Net worth of **Balaji Bullions & Commodities (India) Private Limited** as on 30.06.2008 is Rs 655.55 lacs and jointly all the acquires have sufficient means to fulfil the obligations under this open offer.

7.2.5 The Manager to the Offer, M/s Chartered Capital and Investment Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations, 1997.

8 TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of NFSL and unregistered shareholders who own the equity shares of NFSL any time prior to the date of Closure of the Offer, other than the Acquirers and the seller.

8.2 Regarding acceptance of Lock-in Shares, whether acquired pursuant to the agreement or the offer, the same can be acquired to the Acquirers subject to continuation of the residual lock-in period in the hands of the Acquirers and there shall be no discrimination in the acceptance of locked in and not locked in shares.

8.3 Statutory Approvals

8.3.1 The Proposed offer is subject to approval from SEBI/BSE regarding change of control of management of the Target Company as the Target Company is a Corporate Member of Bombay Stock Exchange and registered with SEBI as Stock Broker. The approval from SEBI/BSE has been received by the Target Company.

8.3.2 No approval from any bank or financial institutions is required for the purpose of this Offer.

8.3.3 As on the date of this Letter of Offer, no other statutory approvals are required.

8.3.4 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 have power to grant extension of time to Acquirers for payment of consideration to shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

8.4 Others

8.4.1 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.

8.4.2 This Letter of Offer has been mailed to all the shareholders of NFSL, whose names appeared on the Register of Members of NFSL as on **October 10, 2008** being the **Specified Date.**

8.4.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

8.4.4 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.

8.4.5 Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery or registered post, as the case may be, at the address mentioned in Para 9.17 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The Registrar to the Offer, **M/s Intime Spectrum Registry Limited,** has opened a special depository account with **Stock Holding Corporation of India Limited (SHCIL)** (**Depository- Central Depository Services (India) Limited) (CDSL).**

9.2 Shareholders of NFSL to whom this Offer is being made, are free to offer his / her / their equity shares of NFSL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in this Offer.

9.3 Beneficial owner and **shareholders holding shares in physical form**, who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or by registered post, as the case may be, so as to reach them on or before 1700 hours up to the date of closure of the offer i.e. **Monday, December 29, 2008.**

- Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with NFSL.
- Relevant Original Share Certificate(s).
- Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of NFSL or on the Share Certificate issued by NFSL) as per the specimen signature(s) lodged with NFSL and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Registrar to the Offer as mentioned hereafter.
- If the Registrar of the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from the registered shareholder then the offer will be deemed to have been accepted by such shareholders.
- Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.

9.4 Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on or before 1700 hours up to the date of closure of the offer i.e. **Monday, December 29, 2008** along with:

- A Form of Acceptance cum Acknowledgement, duly completed and signed in accordance with the instructions contained therein by sole/all shareholders whose names appear (in case of joint holdings) in the same order in which their names appear in their beneficiary account;
- A photocopy of the delivery instructions in "**Off-market**" mode or counterfoil of the delivery instruction in "**Off-market**" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "**Natraj Financial And Services-Open Offer-ISRL**"" ("Depository Escrow Account") filled in as per the instructions given below:

DP Name	:	**Stock Holding Corporation of India Limited (SHCIL)**
DP ID/Client ID No	:	**1601010000364195**
Depository	:	**Central Depository Services (India) Limited** - ("**CDSL**")

- In case of non receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholders.
- Delivery Instruction: Special attention should be paid to the following:
- Beneficial owners, who hold equity Shares of NFSL in dematerialized form, are required to execute an **"off-market"** trade by tendering the Delivery Instruction for debiting their beneficiary account with their concerned depository participant and crediting the above-mentioned account. The credit in the Depository Escrow Account should be received on or before the Offer Closing Date; i.e., **Monday, December 29, 2008**, else the application would be rejected.
- The Delivery Instructions to be given to the depository participant should be in "For off Market Trade" mode only. For each Delivery Instruction, the beneficial owner should submit a separate Form of Acceptance cum Acknowledgement.Shareholders having their beneficiary account in **National Security Depository Limited** ("**NSDL**") have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with **CDSL.**

9.5 A copy of the No Objection Certificate / Tax Clearance Certificate if obtained from the Indian tax authorities by the shareholders (applicable to NRIs/OCBs/FIIs).

9.6 In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.

9.7 In case of Non-resident equity shareholders, Foreigners, Foreign Companies and Foreign Institutional Investors, photocopies of the approval(s) by the Reserve Bank of India for acquiring and holding equity share in NFSL.

9.8 In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court.

9.9 **Special Note for shareholders who have sent their Shares for Dematerialisation:** 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 Escrow Depository Account can be received on or before 1700 hours up to the Offer Closing Date i.e. **Monday, December 29, 2008**, else the application would be rejected.

9.10 **No document should be sent to the Acquires or to NFSL or to the Manager to the Offer**.

9.11 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinabove, **on a plain paper** stating the **name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares** tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before **1700 hours** up to the date of closure of the offer i.e. **Monday, December 29, 2008**.

9.12 Persons who own equity shares of NFSL any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirer, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognised Stock Exchange, only at the address of Registrar to the Offer as mentioned hereinabove.

9.13 An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned hereinabove, on a **plain paper** stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them **on or before 1700 hours on Monday, December 29, 2008.**

9.14 No indemnity is required from the unregistered shareholders.

9.15 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with NFSL, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgement or receipt issued by NFSL by individual. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgement or receipt issued by NFSL. In case the equity shares are lodged by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed along with **the Form of Acceptance** and the acknowledgement of lodgement or receipt issued by NFSL.

9.16 In case of shareholders who have not received the LOO and holding shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 9.4 above, so as to reach the Registrar to the Offer on or before 1700 hours up to the date of Closure of the Offer **i.e. Monday, December 29, 2008**. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

9.17 The following collection centre would be accepting the documents as specified above, both in case of shares in physical and dematerialised form.

Sr. No.	Address	Business Hours	Mode of Delivery
1.	**Intime Spectrum Registry Limited** **Contact Person: Mr. Nilesh Chalke** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 Tel No : +91-22- 25960320 Fax No: +91-22- 25960328-29 Email ID: natrajfinancial.offer@intimespectrum.com	**Monday to Friday** 1030 hours to 1700 hours **Saturday** 1030 hours to 1330 hours	Hand Delivery / Courier / Registered Post

9.18 The Registrar to the Offer will hold in trust the 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 NFSL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

9.19 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **Wednesday, December 24, 2008.** The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours up to the last date of withdrawal i.e**. Wednesday, December 24, 2008.**

9.20 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

9.20.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

9.20.2 In case of dematerialised shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in "off market" mode or counterfoil of the of the delivery instruction in "off market" mode, duly acknowledged by the DP, in favour of the **"Natraj Financial And Services-Open Offer-ISRL**" **("Depository Escrow Account").**

9.20.3 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.

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

9.22 Acquirer will acquire 9,00,000 fully paid-up equity shares of Rs 10/- each tendered in the Offer with valid applications.

9.23 Method of Settlement

9.23.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, Acquirer will accept the offers received from the share holders 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 shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of NFSL is 1 {One} Equity Share.

9.23.2 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 NFSL under this Offer, shall be accepted from such shareholders in terms of the 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.

9.23.3 On fulfilment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirer will pay the Offer Price**.** crediting the consideration to the bank accounts of applicants through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India to the applicants residing in any of the centres specified by the SEBI – or by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding.

9.23.4 In the case shareholders residing in any of the centres 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) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India should provides **all the necessary Bank details including MICR code or RTGS code or IFSC code in Form of Acceptance cum Acknowledgement** and the payment intimation will be sent to the sole / first named shareholder of NFSL whose equity shares are accepted by the Acquirer at his address registered with NFSL.

9.23.5 In the case shareholder not residing in the centres specified by the SEBI or has not opted the payment consideration through electronic transfer of funds or the information for electronic transfer of funds is incorrect, the payment consideration will be by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding , the payment consideration will be sent by Registered Post to the sole / first named shareholder of NFSL whose equity shares are accepted by the Acquirer at his address registered with NFSL. **It is desirable that shareholders 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.**

9.23.6 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

9.23.7 The equity shares of NFSL held in dematerialised form, which are not accepted in view of not being a valid tender of equity shares or which are withdrawn by the shareholders, will be released to the beneficial owner's depository account with the respective depositary participant, from where the credit was initially received in favor of the Depository Escrow Account, at the sole risk of the beneficial owner. Intimation to that effect will be sent to the beneficial owner by Ordinary Post.

9.23.8 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**. Tuesday, January 13, 2009**), including payment of consideration to the shareholders of NFSL whose equity shares are accepted for purchase by the Acquirer.

9.23.9 **While tendering the Shares under the Offer, the NRIs/OCBs/FIIs will be required to submit the No Objection Certificate/ Tax Clearance Certificate, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, from the Income Tax Authorities under Income Tax Act, 1961. In case the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder. The Acquirer will send the proof of having deducted and paid the tax along with the payment consideration.**

9.23.10 In case of non-receipt of any of 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.

9.24 General

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

9.24.2 Neither the Acquirer nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s), copy of delivery instructions or other documents.

9.24.3 The Offer Price is denominated and payable in Indian Rupees only.

9.24.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

9.24.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirer till the last day of revision, viz., at any time up to seven working days prior to the date of closure of the Open 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 shares tendered anytime during the Offer.

9.24.6 **There is no competitive bid.**

9.24.7 **The Acquirer does not hold any shares of the Target Company as on the date of** this offer except as mentioned in paragraph 3.1.3

9.24.8 **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 Registrars to the Offer on or before 1700 hours up to three working days prior to the date of Closure of the Offer, i.e. Wednesday, December 24, 2008, as mentioned in Para 9.19.**

9.24.9 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be obtained from SEBI's **web-site: www.sebi.gov.in**.

10 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 26, Kamdar Shopping Centre,2nd floor, Opp. Railway Station, Vile Parle (E), Mumbai-400 057 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.

10.1 Memorandum of Association and Articles of Association of Balaji Bullion & Commodities (India) Private Limited, Balaji Universal Tradelink Private Limited, Balaji Lifestyle Realtors Private Limited, Balaji Prop Builders Private Limited, Labh Commodities Private Limited, Threewin Maritime (India) Private Limited, Blur Techno Projects Limited and Satyam Art and Media Private Limited.

10.2 Copy of Board Resolution of BBCIPL authorising Mr. Manoj Punamiya, Director of the company to sign the documents on behalf of the company.

10.3 Memorandum of Understanding between Lead managers i.e. Chartered Capital and Investment Ltd. & Acquirers.

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

10.5 Certificate from Mr. Rishabh Jain, Proprietor of Rishabh D. Jain & Co., Chartered Accountants, having his office at Add: Off. No. 27, 2nd floor, 381-F, Kalbadevi Road, Narottam Wadi, Mumbai: 400 002. (Membership No.116250) certifying the net worth of Manoj Pumamiya, as on 30.06.2008.

10.6 Certificate from Mr. Anand Harnathka, Partner of M/s S. K. Naradi & Co. Chartered Accountants having his office at Virdi Niwas, Ground Floor, "M' Road, Bistupur, Jamashedpur- 831001 (Membership No. 401726) certifying the net worth of Binod Kumar, as on 31.03.2008.

10.7 Certificate from Mr. Suresh C. Shah, Partner of M/s S. Chandulal & Co. Chartered Accountants having his office at 6/D/80, Sonawala Building, Tardeo, Mumbai 400 007 (Membership No. 372667) certifying the net worth of Mr. Sanjay Kr. Choudhary as on 30.06.2008.

10.8 Annual Reports of NFSL for years ended on March 31, 2006, 2007 and 2008 and unaudited certified financial data for the period ending on June 30, 2008.

10.9 Annual Reports for year ended 31st March 2006, 2007 & 2008 of the Group Companies of the Acquirers i.e. Balaji Bullion & Commodities (India) Private Limited, Balaji Universal Tradelink Private Limited, Labh Commodities Private Limited, Threewin Maritime (India) Private Limited and Annual reports for the year ended 31st March 2007 & 2008 of Balaji Lifestyle Realtors Private Limited, Balaji Prop Builders Private Limited.

10.10 Certificate for Audited & Unaudited financial data for the period ended 31st March 2006, 2007, 2008 and 30th June 2008 of the group companies namely Balaji Bullion & Commodities (India) Private Limited, Balaji Universal Tradelink Private Limited, Balaji Lifestyle Realtors Private Limited, Balaji Prop Builders Private Limited, Labh Commodities Private Limited, Threewin Maritime (India) Private Limited.

10.11 Certificate from OBC dated 11th September 2008 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997 as on 11th September 2008.

10.12 A copy of the Share Purchase Agreement between The Acquirers and The Sellers dated 10th September 2008 for acquisition of 19,10,700 equity shares, which triggered the Open Offer.

10.13 Published copy of the PA, which appeared in the newspapers on 16th September, 2008.

10.14 A copy of the agreement with the Depository Participant Intime Spectrum Registry Limited for opening a special depository account for the purpose of the offer with the Registrar to Issue.

10.15 POA by the acquirers Mr. Binod Kumar Sinha and Sanjay Kumar Choudhary in favour of Mr. Manoj Punamiya.

10.16 Observation letter noCFD/DCR/RKD/TO/145485/2008 dated November 24,2008 on the draft Letter of Offer filed with the Securities and Exchange Board of India.

11 DECLARATION BY THE ACQUIRERS

11.1 The Acquirers, Balaji Bullions & Commodities (India) Private Limited and its Directors, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary accept full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations, 1997.

11.2 The Acquirers, Balaji Bullions & Commodities (India) Private Limited and its directors, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary are responsible for ensuring compliance with the SEBI (SAST) Regulations, 1997.

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

Balaji Bullions & Commodities (India) Private Limited,

Director

Mr. Manoj Punamiya

Mr. Binod Kumar Sinha

(by POA holder Mr. Manoj Punamiya)

Mr. Sanjay Kumar Choudhary

(by POA holder Mr. Manoj Punamiya)

(Acquirers)

Place : MUMBAI

Date : December 03, 2008

11. ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s) in the case of shares held in Physical mode.

ANNEXURE-A

STATUS OF COMPLIANCE WITH THE PROVISIONS OF CHAPTER II OF TAKEOVER REGULATIONS (as applicable)

By the Promoters/Sellers/Major Shareholders of Target Company

1. Tejash Shah

Sr. No.	Regulation/Sub Regulation	Due Date for Compliance as mentioned in the Regulation	Actual Date of Compliance	Delay, if any (in no. days)	Remarks
1	**2**	**3**	**4**	**5 (4-3)**	**6**
1	7(1)	27-Sep-2005	26-Sep-2005	—	
2	8(2)	20-Apr-2006	20-Apr-2006	—	
3	7(1A)	28-Feb-2007	28-Feb-2007	—	
4	8(2)	02-Apr-2007	02-Apr-2007	—	
5	8(2)	18-Apr-2008	18-Apr-2008	—	
6	7(1A)	28-May-2008	28-May-2008	—	

2. Sandesh Finvest Private Limited

Sr. No.	Regulation/Sub Regulation	Due Date for Compliance as mentioned in the Regulation	Actual Date of Compliance	Delay, if any (in no. days)	Remarks
1	**2**	**3**	**4**	**5 (4-3)**	**6**
1	7(1)	27-Sep-2005	26-Sep-2005	—	
2	8(2)	21-Apr-2006	20-Apr-2006	—	
3	7(1A)	28-Feb-2007	28-Feb-2007	—	
4	8(2)	21-Apr-2007	02-Apr-2007	—	
5	7(1A)	03-Jun-2007	02-Jun-2007	—	
6	8(2)	21-Apr-2008	18-Apr-2008	—	

3. Manmohan Vyas

Sr. No.	Regulation/Sub Regulation	Due Date for Compliance as mentioned in the Regulation	Actual Date of Compliance	Delay, if any (in no. days)	Remarks
1	**2**	**3**	**4**	**5 (4-3)**	**6**
1	7(1A)	22-Mar-2007	22-Mar-2007	—	
2	8(2)	21-Apr-2007	02-Apr-2007	—	
3	8(2)	21-Apr-2008	18-Apr-2008	—	

By Erstwhile Promoters Late Mr. D.K. Goyal along with Person acting in concern

Sr. No.	Regulation/Sub Regulation	Due Date for Compliance as mentioned in the Regulation	Actual Date of Compliance	Delay, if any (in no. days)	Remarks
1	**2**	**3**	**4**	**5 (4-3)**	**6**
1	6(1)	20-Apr-1997	NA	—	
2	6(3)	20-Apr-1997	10-Apr-1997	No delay	
3	8(1)	21-Apr-1998	NA	—	
4	8(2)	21-Apr-1998	15-Apr-1998	No delay	
5	8(1)	21-Apr-1998	NA	—	
6	8(2)	21-Apr-1999	12-Apr-1999	No delay	
7	8(1)	21-Apr-2000	NA	—	
8	8(2)	21-Apr-2000	15-Apr-2000	No delay	

By Ex-Promoters M/s Goyal Housing and Finance Limited along with person acting in concern

Sr. No.	Regulation/Sub Regulation	Due Date for Compliance as mentioned in the Regulation	Actual Date of Compliance	Delay, if any (in no. days)	Remarks
1	**2**	**3**	**4**	**5 (4-3)**	**6**
1	7(1)	23-Sep-2000	22-Sep-2000	No delay	
2	8(1)	21-Apr-2001	NA	—	
3	8(2)	21-Apr-2001	15-Apr-2001	No delay	
4	7(1)	20-Mar-2002	18-Mar-2002	No delay	
5	8(1)	21-Apr-2002	NA	—	
6	8(2)	21-Apr-2002	12-Apr-2002	No delay	
7	8(1)	21-Apr-2003	NA	—	
8	8(2)	21-Apr-2003	4-Apr-2003	No delay	
9	8(1)	21-Apr-2004	NA	—	
10	8(2)	21-Apr-2004	10-Apr-2004	No delay	
11	8(1)	21-Apr-2005	NA	—	
12	8(2)	21-Apr-2005	4-Apr-2005	No delay	
13	7(1A)	26-Sep-2005	24-Sep-2005	No delay	
14	8(1)	21-Apr-2006	15-Apr-2006	No delay	

By the Target Company (to be given separately for each Stock Exchange)

Sr. No.	Regulation/Sub Regulation	Due Date for Compliance as mentioned in the Regulation	Actual Date of Compliance	Delay, if any (in no. days)	Remarks
1	**2**	**3**	**4**	**5 (4-3)**	**6**
1	6(2)	20-May-97	—	—	
2	6(4)	20-May-97	17-Jul-02	1884	*
3	8(3)	30-Apr-98	05-Feb-04	2107	*
4	8(3)	30-Apr-99	05-Feb-04	1742	*
5	8(3)	30-Apr-00	05-Feb-04	1376	*
6	7(3)	29-Sep-00	28-Sep-00	No delay	
7	8(3)	30-Apr-01	05-Feb-04	1011	*
8	7(3)	25-Mar-02	22-Mar-02	No delay	
9	8(3)	30-Apr-02	17-Jul-02	78	*
10	8(3)	30-Apr-03	12-Apr-03	No delay	
11	8(3)	30-Apr-04	13-Apr-04	No delay	
12	8(3)	30-Apr-05	08-Apr-05	No delay	
13	7(3)	04-Oct-05	29-Sep-05	No delay	
14	8(3)	30-Apr-06	27-Apr-06	No delay	
15	7(3)	07-Mar-07	01-Mar-07	No delay	
16	7(3)	28-Mar-07	22-Mar-07	No delay	
17	8(3)	30-Apr-07	04-Apr-07	No delay	
18	7(3)	09-Jun-07	05-Jun-07	No delay	
19	8(3)	30-Apr-08	22-Apr-08	No delay	
20	7(3)	04-Jun-08	30-May-08	No delay	

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed 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	**:**	**Wednesday, December 10, 2008**
OFFER CLOSES ON	**:**	**Monday , December 29, 2008**

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,
Balaji Bullions & Commodities (India) Private Limited,
Mr. Manoj Punamiya, Mr. Binod Kumar Sinha & Mr. Sanjay Kumar Choudhary
C/o Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai- 400 078

Dear Sirs,

Sub: Open Offer to acquire 9,00,000 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / the voting share capital of Rs. 10/- each of Target Company at a price of Rs. 41/- (Rupees Forty One only) per fully paid equity shares by Balaji Bullions & Commodities (India) Private Limited, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary

I / We, refer to the Letter of Offer dated December 03, 2008 for acquiring the equity shares held by me / us in **Natraj Financial & Services Limited**.

1. I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
2. I / We, unconditionally offer to sell to Balaji Bullions & Commodities (India) Private Limited, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary , (hereinafter referred to as the "Acquirers") the following equity shares in Natraj Financial & Services Limited (hereinafter referred to as "NFSL"), held by me / us, at price of Rs. 41/- per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

3. I/We and 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 NFSL		**Number of equity shares offered**	
In figures	**In words**	**In figures**	**In words**

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

SHARES HELD IN DEMATERLISED FORM

DP NAME	**DP I.D.**	**CLIENT I.D.**	**NO. OF SHARES OFFERED**	**NAME OF BENFICIARY**

4. I/We have done an off market transaction for crediting the equity Shares to the special depository account in CDSL styled "**Natraj Financial And Services-Open Offer-ISRL**" **("Depository Escrow Account")** details are as under

DP Name : Stock Holding Corporation of India Limited (SHCIL)
DP ID/Client ID No. : 1601010000364195
Depository : Central Depository Services (India) Limited - ("CDSL")

5. I / We confirm that the equity shares of NFSL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.

6. I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer 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 Acquirer 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 Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

7. 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 Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer 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.
8. 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 Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are despatched to the shareholders, as the case may be.
9. I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
10. 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.
11. I / We irrevocably authorise the Acquirer 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 NFSL/D P :

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with Natraj Financial Services Limited):——————

——

————————————————**Place:** —————— **Date:** ——————— **Tel. No(s). :** —————— **Fax No.:** ———————-

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

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

Name of the Bank: —————————————————————— Name of the Branch : ————————————

Address of the Bank : ————————————————————————————————————

I/We want to receive the payment through **ECS** ☐ **RTGS** ☐ **NEFT** ☐

In case of **ECS,** 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank) ☐☐☐☐☐☐☐☐☐

In the case of **RTGS/NEFT,** 11 digit code number issued by the 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.*

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, Marathi and thumb impressions must be attested by a Notary Public under his Official Seal.
4. In the case of ECS, please enclose cancelled cheque or Xerox copy of cheque with this Form.
5 Mode of tendering the Equity Shares Pursuant to the Offer:
I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of NFSL.
II. Shareholders of NFSL to whom this Offer is being made, are free to offer his / her / their shareholding in NFSL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.
5. Business Hours : Mondays to Friday : 1030 hours to 1700 hours
Saturday : 1030 to 1330 hours
Holidays : Sundays and Bank Holidays

ACKNOWLEDGEMENT SLIP

Open Offer to acquire 9,00,000 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / the voting share capital of Rs. 10/- each of Target Company at a price of Rs. 41/- (Rupees Forty One Only) per equity share fully paid equity share by Balaji Bullions & Commodities (India) Private Limited, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary

Received from Mr. / Ms. / Mrs. ……………………..……………………………………………. Ledger Folio No/ Client ID…………………...
Dp ID ....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				

Authorised Signatory Stamp

Date

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

Registrar to the Offer : Intime Spectrum Registry Limited
Contact Person: Mr. Nilesh Chalke
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078
Tel No: +91-22- 25960320 Fax No: +91-22- 25960328-29 Email ID: natrajfinancial.offer@intimespectrum.com

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	**:**	**Wednesday, December 10, 2008**
LAST DATE OF WITHDRAWAL	:	Wednesday, December 24, 2008
OFFER CLOSES ON	**:**	**Monday, December 29, 2008**

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

From:

FOR OFFICE USE ONLY	
Withdrawal Number	
Number of equity shares offered	
Number of equity shares withdrawn	

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

To,

Balaji Bullions & Commodities (India) Private Limited,
Mr. Manoj Punamiya, Mr. Binod Kumar Sinha & Mr. Sanjay Kumar Choudhary
C/o Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai- 400 078

Dear Sirs,

Sub: Open Offer to acquire 9,00,000 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / the voting share capital of Rs. 10/- each of Target Company at a price of Rs. 41/- by Balaji Bullions & Commodities (India) Private Limited, Mr. Manoj Punamiya, Mr. Binod Kumar Sinha and Mr. Sanjay Kumar Choudhary

I/We refer to the Letter of Offer dated December 03, 2008 for acquiring the equity shares held by me/us in **Natraj Financial & Services 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:

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

Sr. No.	**Certificate No.**	**Distinctive No(s)**		No. Of Shares
		From	To	
Total number 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.

SHARES HELD IN DEMATERLISED FORM

DP NAME	**DP I.D.**	**CLIENT I.D.**	**NO. OF SHARES OFFERED**	**NAME OF BENFICIARY**

I/We have done an off market transaction for crediting the equity Shares to the special depository account in CDSL styled "**Natraj Financial And Services-Open Offer-ISRL**" **("Depository Escrow Account")** details are as under

DP Name : Stock Holding Corporation of India Limited (SHCIL)
DP ID/Client ID No. : 1601010000364195
Depository : Central Depository Services (India) Limited - ("CDSL")

I/We note that the Shares will be credited back only to that Depository Account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.

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

In case of dematerialised Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,

Signed and Delivered:

— — — — — — — — — — — — — — — — — — TEAR HERE — — — — — — — — — — — — — — — — —

Folio No./DP ID/Client ID :

Serial No.:
(Acknowledgement Slip)

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer

Received from Mr./Ms.____

Address ____

____

Form of withdrawal in respect of ______________ Number of Share

Certificates representing ____________________ Number of Share

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

Registrar to the Offer
Intime Spectrum Registry Limited
Contact Person : Mr. Nilesh Chalke
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078
Tel No: +91-22- 25960320 Fax No: +91-22- 25960328-29 Email ID: natrajfinancial.offer@intimespectrum.com

	FULL NAME OF THE HOLDER(S)	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.*

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 1700 hours upto the last date of withdrawal i.e. Wednesday, December 24, 2008.
2. Shareholders should enclose the following:-

   a. For Equity Shares held in physical form:

   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 as the case may be.
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 in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from NFSL. The facility of partial withdrawal is available only on to registered shareholders.