LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as shareholder(s) of **New Horizon Leasing & Finance Limited**. If you require any clarifications about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer. In case you have recently sold your equity shares in New Horizon Leasing & Finance 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

Mr. T. Rajkumar (Acquirer)

Address: 705D, Avinashi Road, Coimbatore – 641 018.
Tel: +91-422-4322375/2222422, Fax: +91-422-2222845

To

Acquire 2,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Shares (20.86% of the voting capital) of Target Company at an offer price of Rs. 10/- (Rupees Ten only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share, payable in Cash

Of

NEW HORIZON LEASING & FINANCE LIMITED

Registered Office: 24/26, Cama Building, 1st Floor, Dalal Street, Fort, Mumbai – 400 001
Tel: +91-22-6635 4905/6, Fax: +91-22-4077 0700

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

Attention:

1. **The offer is not a conditional offer.**
2. As on the date of Public Announcement, no statutory approvals are required to be obtained for the purpose of this Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
3. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e. upto **October 22 2008 (Wednesday)**.
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. upto **October 16, 2008, Thursday** the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. **This is not a competitive Bid.**
6. **There is no competitive bid.**
7. A copy of Public Announcement, Letter of Offer, Form of Acceptance and Form of Withdrawal are also available on SEBI's web-site: **www.sebi.gov.in**

All future correspondence, if any, should be addressed to the Manager to the offer at the following address:

MANAGER TO THE OFFER

Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337, **Fax**: +91-79-2657 5731
Email: info@charteredcapital.net, **Website**: www.charteredcapital.net
Contact person: Mr. Sagar Bhatt

OFFER OPENS ON: OCTOBER 8, 2008, WEDNESDAY	**OFFER CLOSES ON: OCTOBER 27, 2008, MONDAY**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 – "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 14 TO 17).

FOR OF ACCEPTANCE AND FORM OF WITHDRAWL ARE ENCLOSED WITH THIS LETTER OF OFFER.

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Date and Day
1.	**Date of Public Announcement (PA)**	August 14, 2008, Thursday
2.	Specified Date	September 12, 2008, Friday
3.	Last Date for a Competitive Bid	September 4, 2008, Thursday
4.	Date by which Letter of Offer will be dispatched to the Shareholders	September 25, 2008, Thursday
5.	**Offer Opening Date**	**October 8, 2008, Wednesday**
6.	Last date for revising the offer price/number of shares	October 16, 2008, Thursday
7.	Last date for withdrawal by Shareholders	October 22, 2008, Wednesday
8.	**Offer Closing Date**	**October 27, 2008, Monday**
9.	Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be dispatched	November 11, 2008, Tuesday

RISK FACTORS

Risk related to the Offer

i. **In the event that either (a) the regulatory approvals are not received in a timely manner, (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of NHLFL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirer, may be delayed.**

ii. **The acquirer intends to make an offer for 20% of the total Equity Shares (20.86% of the voting capital) amounting to 2,00,000 equity shares of NHLFL under the SEBI (SAST) regulations, 1997. Further, the shares tendered in the offer would be held by Manager to the Offer, till the completion of the offer formalities. Accordingly, the acquirer makes no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.**

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

iv. **The Acquirer makes no assurance of market price of shares of the Target Company during or after the offer.**

Risk relating to the Transaction

v. **The Share Purchase Agreement provides that, in case of non-compliance of any provisions of the SEBI (SAST) Regulations, 1997 (the "Regulations"), the agreement shall not be acted upon either by the sellers or the acquirer.**

Risks involved in associating with the Acquirer

vi. **Association of the Company with the Acquirer does not warrant any assurance with respect to the future financial performance of the Company.**

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

TABLE OF CONTENTS

1. DEFINITIONS

1.	Acquirer or The Acquirer	Mr. T Rajkumar
2.	BSE	Bombay Stock Exchange Limited
3.	Form of Acceptance	Form of Acceptance cum Acknowledgement
4.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
5.	DLOO or Draft Letter of Offer	Draft Offer Document
6.	Manager to the Offer or, Merchant Banker	Chartered Capital And Investment Limited
7.	Equity Shares	Fully paid-up Equity Shares of Rs. 10 each of New Horizon Leasing &

		Finance Limited
8.	Negotiated Price	Rs. 10/- (Rupees Ten Only) per fully paid-up equity share of face value of Rs.10/- each.
9.	NHLFL/Target Company/TC	New Horizon Leasing & Finance Limited
10.	Partly Paid up Equity Shares	Equity Shares paid-up to the extent of Rs. 5 each of New Horizon Leasing & Finance Limited
11.	Offer or The Offer	To Acquire 2,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Shares (20.86% of the voting capital) of Target Company at an offer price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share, payable in Cash.
12.	Offer Price	Rs. 10/- (Rupees Ten Only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share, payable in Cash.
13.	Persons eligible to participate in the Offer	Registered shareholders of New Horizon Leasing & Finance Limited and unregistered shareholders who own the equity shares of New Horizon Leasing & Finance Limited any time prior to the Offer closure other than the Parties to SPA i.e. Acquirer and Sellers
14.	Public Announcement or "PA"	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on August 14, 2008.
15.	SEBI	Securities and Exchange Board of India
16.	SEBI (SAST) Regulations, 1997/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
17.	SEBI Act	Securities and Exchange Board of India Act, 1992
18.	Sellers	Mr. J.R.Shroff HUF, Mr. Pradip R. Shroff , Mr. Thakorlal R. Shroff, Bahl & Co. Pvt. Ltd, Bombay Central Holding & Trading Co. Pvt. Ltd., Churchgate Investment & Trading Co. Pvt. Ltd., Cumulative Investment & Trading Co. Pvt. Ltd., Desai Investments Pvt. Ltd., Govardhan Holding & Trading Co. Pvt. Ltd., Guide Investments & Trading Co. Pvt. Ltd., Grant Holding & Trading Co. Pvt. Ltd., Guru Holding Pvt. Ltd., Mahim Holdings & Trading Co. Pvt. Ltd., Marine Drive Investment & Trading Co. Pvt. Ltd., Matunga Investments & Trading Co. Pvt. Ltd. and Saundaraya Investment & Trading Co. Pvt. Ltd.
19.	SPA	Share Purchase Agreement dated August 11, 2008 between Sellers and the Acquirer
20.	Specified Date	September 12, 2008, Friday

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 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 NEW HORIZON LEASING & FINANCE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 22, 2008 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. The offer is being made under Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997 and as a result of this offer, the Acquirer will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of New Horizon Leasing & Finance Limited.

3.1.2. The Acquirer has entered into a Share Purchase Agreement **["SPA"]** on August 11, 2008 to acquire an aggregate of 5,50,000 (Five Lacs Fifty Thousand Only) Equity Shares of face value Rs.10/- each fully paid-up representing 55.00% of the total equity shares of **NEW HORIZON LEASING & FINANCE LIMITED ,** having its Registered office at 24/26, Cama Building, 1st Floor, Dalal Street, Fort, Mumbai – 400 001 (hereinafter referred to as "**Target Company" or "TC" or "NHLFL"**), from 16 existing shareholders of the TC who are part of the present Promoter Group as detailed in the following table (Hereinafter collectively referred to as **"Sellers"**), who are part of the present promoter group, at a price of Rs. 10 (Rupees Ten Only) per fully paid up equity share ("**Negotiated Price**") for the total consideration of Rs. 55,00,000/- (Rupees Fifty Five Lacs only) payable in cash and that resulted in triggering of SEBI (SAST) Regulations, 1997. The details of proposed acquisition of shares from various sellers are as follows:

Sr. No.	Sellers	Address/ Registered Office Address	Phone/Fax No.	Number of shares	% of holding
1	Mr. J.R.Shroff HUF	7, Aryan Mahal, 'C' Road, Churchgate, Mumbai 400 020	022-22049618	240000	24.00
2	Mr. Pradip R. Shroff	8, Nirmal Niwas No.1, 79/81, August Kranti Marg, Mumbai - 400 036	022-23804697	100	0.01
3	Mr. Thakorlal R. Shroff	11, Nirmal Niwas, 79/81, August Kranti Marg, Mumbai - 400 036	022-32902477	1100	0.11
4	Bahl & Co. Pvt. Ltd	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
5	Bombay Central Holding & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	43800	4.38
6	Churchgate Investment & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	9800	0.98
7	Cumulative Investment & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	35100	3.51
8	Desai Investments Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
9	Govardhan Holding & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	25000	2.50
10	Guide Investments & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
11	Grant Holding & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
12	Guru Holding Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
13	Mahim Holdings & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
14	Marine Drive Investment & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	35100	3.51
15	Matunga Investments & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
16	Saundaraya Investment & Trading Co. Pvt. Ltd.	Cama Building, 1st Floor, Dalal Street, Mumbai - 400 001	022-66354905/ 022-40770700	20000	2.00
	TOTAL			**550000**	55.00

3.1.3. As on the date of the public announcement the Acquirer Mr. T Rajkumar does not hold any equity shares of TC.

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

a. As consideration for the sale of the subject shares, the Seller shall be paid an amount of Rs. 55,00,000/- (Rupees Fifty Five Lakhs only). The said amount will be fully paid in cash.

b. The sellers undertakes that prior to and at Completion they shall take all steps as may be required for completing the sale and transfer of the Sale Shares to the Purchaser.

c. The Target Company being listed in the BSE, the parties shall proceed with giving effect to the agreement only after complying with the provisions of the SEBI Take Over Code by making an Open Offer for purchase of the shares to the extent of 20% of the share capital of the Company.*

d. The parties to the Agreement agree that in the event of non-compliance of any of the provisions of SEBI (SAST) Regulations, by the Buyers this agreement shall not be acted upon by the seller or the acquirer.

*The Open Offer should be made for minimum 20% of voting capital of Target Company.

3.1.2 None of the Acquirer, Target Company and Sellers have been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11-B of the SEBI Act except 6 Sellers viz M/s

Cumulative Investments & Trading Co. Pvt. Ltd, Desai Investments Pvt. Ltd, Mahim Holdings & Trading Co. Pvt. Ltd, Marine Drive Investments & Trading Co. Pvt. Ltd, Matunga Investments & Trading Co. Pvt. Ltd and Pradip R Shroff who had been debarred/restrained from buying/selling/dealing in securities/specified scrips directly/indirectly from February 11, 2004 to February 10, 2005.

3.1.3 Acquirer has not acquired any equity shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.1.4 There may be a change in the composition of the Board of Directors of the Target Company in course of normal business. However, there is no proposal to this effect as of today.

3.1.5 The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.

3.2. **Details of the proposed offer**

3.2.1. The Acquirer has made a Public Announcement, which was published on August 14, 2008 in the following newspapers in accordance with the Regulation 15 and pursuant to Regulation 10 and 12 of SEBI (SAST) Regulations, 1997.

Publication	**Editions**
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Nav Shakti (Marathi)	Mumbai

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

3.2.2. The Acquirer is making an offer under the SEBI (SAST) Regulations, 1997 to acquire 2,00,000 equity shares of Rs. 10/- each fully paid up representing 20% of the total Equity Shares (20.86% of the voting capital) of "NHLFL" at an offer price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share, payable in cash subject to the terms and conditions mentioned hereinafter. The Offer is not subject to any minimum level of acceptances from shareholders. The Open Offer should be made for minimum 20% of voting capital of Target Company.

3.2.3. There are 41,200 partly paid up shares in TC. The partly paid up shares do not carry any voting rights.

3.2.4. The Offer is not subject to any minimum level of acceptances from the shareholders. The Acquirer will accept the equity shares of NHLFL those are tendered in valid form in terms of this offer upto maximum of 2,00,000 equity shares.

3.2.5. This is not a Competitive Bid.

3.2.6. The offer is not a conditional offer.

3.3. **Object of the acquisition/offer**

3.3.1. The Acquirer is interested in taking over the management and control of NHLFL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition.

3.3.2. The Offer to the Public shareholders of NHLFL is for the purpose of acquiring 20% of the total Equity Shares (20.86% of the voting capital) of NHLFL. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.3. The offer to the shareholders of "NHLFL" is being made in accordance with Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997.

3.3.4. The Acquirer at present has no intention to sell, dispose of or otherwise encumber any significant assets of NHLFL in the succeeding two years, except in the ordinary course of business of NHLFL. NHLFL'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 General Body Meeting of NHLFL.

3.3.5. The Acquirer would like to take over the Company and engage in the business of textile trading and packaging.

3.3.6. The Acquirer intends to improve the operational performance of the company and depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 1956, Articles of Association of TC and all applicable laws, rules and regulations, the Board of Directors of TC will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer may also change the name of the Target Company after completion of the Offer.

4. BACKGROUND OF THE ACQUIRER

4.1. Mr. T. Rajkumar

4.1.1. **Mr. T Rajkumar,** son of Shri T A Krishnaswamy, aged about 42 years is MBA by qualification. He is residing at 705D, Avinashi Road, Coimbatore – 641 018. Tel : 0422-4322375/2222422. Fax: 0422 – 2222845.

4.1.2. He is having a networth of Rs. 970.61 Lacs as on March 31, 2008 and is having sufficient liquid funds for discharging his part of the obligation under the offer as certified vide the certificate dated August 11, 2008 by Mr. R. Natarajan (Membership No. 024306), Chartered Accountant, Ramani's Castle, 130, Sengupta Street, Ramnagar, Coimbatore, 641 009, Tel.: 0422-2237010.

4.1.3. He has more than 15 years experience at the management level in the textile industry. He has promoted two textile mills, viz. Sri Mahasakthi Mills Limited & Sri Arumuga Cottspin Pvt..Ltd where he is the Chairman. Besides he has also promoted 3 units making IMFL products Imperial Spirits Pvt Ltd, Netravati Distilleries Pvt Ltd and Overseas Beverages Pvt Ltd and he is in charge of their management as Managing Director.

4.1.4. The provisions of Chapter II of the SEBI (SAST) Regulation, 1997 are not applicable to him because he has never acquired any share in the Target Company.

4.1.5. Mr. T Rajkumar is neither on the Board of any Listed Company nor is he holding a controlling stake in any listed company. He is Managing Director in Imperial Spirits Pvt Ltd, Netravati Distilleries Pvt Ltd and Overseas Beverages Pvt Ltd. He has promoted following Companies:

Name of the Company	**Imperial Spirits Private Ltd**		
Date of Incorporation	09.11.1998		
Listed At (name of the Stock Exchanges)	-		
Nature of Business	IMFL Manufacturer & Sale		
Whether a Sick Industrial Company (Yes/ No)	No		
	Year Ended March 31, 2005 (Audited)	**Year Ended March 31, 2006 (Audited)**	**Year Ended March 31, 2007 (Audited)**
Equity Capital (Rs. in Lacs)	12.06	650.00	1285.00
Reserves & Surplus (Rs. In Lacs)	-	140.27	111.99
Total Income (Rs. in Lacs)	77.54	1922.72	2035.52
Profit After Tax (Rs. in Lacs)	- 9.43	74.44	- 22.78
Earnings Per Share (in Rs.)	Nil	1.15	Nil
Net Asset Value (in Rs.)	686.22	1136.02	1228.57

Name of the Company	**Netravati Distilleries Private Ltd**		
Date of Incorporation	18.02.1991		
Listed At (name of the Stock Exchanges)	-		
Nature of Business	IMFL Manufacturer & Sale		
Whether a Sick Industrial Company (Yes/ No)	No		
	Year Ended March 31, 2005 (Audited)	**Year Ended March 31, 2006 (Audited)**	**Year Ended March 31, 2007 (Audited)**
Equity Capital (Rs. in Lacs)	8.50	190.00	190.00
Reserves & Surplus (Rs. In Lacs)	13.31	41.94	Nil
Total Income (Rs. in Lacs)	332.13	949.02	41.41
Profit After Tax (Rs. in Lacs)	27.58	28.62	- 53.43
Earnings Per Share (in Rs.)	324.49	15.06	Nil
Net Asset Value (in Rs.)	322.38	318.22	334.99

Name of the Company	**Overseas Beverages Private Ltd**		
Date of Incorporation	09.11.2001		
Listed At (name of the Stock Exchanges)	-		
Nature of Business	IMFL Manufacturer & Sale		
Whether a Sick Industrial Company (Yes/ No)	No		
	Year Ended March 31, 2005 (Audited)	**Year Ended March 31, 2006 (Audited)**	**Year Ended March 31, 2007 (Audited)**
Equity Capital (Rs. In Lacs)	1.00	190.00	190.00
Reserves & Surplus (Rs. In Lacs)	35.13	67.43	22.49
Total Income (Rs. in Lacs)	430.01	622.30	46.06
Profit After Tax (Rs. in Lacs)	20.97	34.4	- 44.80

Earnings Per Share (in Rs.)	209.70	1.81	Nil
Net Asset Value (in Rs.)	308.66	309.93	308.73

Name of the Company	**Sri Mahasakthi Mills Limited**		
Date of Incorporation	01.12.1995		
Listed At (name of the Stock Exchanges)	-		
Nature of Business	Cotton Yarn Manufacturing and Selling		
Whether a Sick Industrial Company (Yes/ No)	No		
	Year Ended March 31, 2005 (Audited)	**Year Ended March 31, 2006 (Audited)**	**Year Ended March 31, 2007 (Audited)**
Equity Capital (Rs. in Lacs)	274.92	274.92	274.92
Reserves & Surplus (Rs. In Lacs)	254.79	312.41	185.85
Total Income (Rs. in Lacs)	894.22	1380.58	1811.28
Profit After Tax (Rs. in Lacs)	45.93	69.82	161.64
Earnings Per Share (in Rs.)	1.67	2.54	5.88
Net Asset Value (in Rs.)	691.62	984.99	953.69

Name of the Company	**Sri Arumuga Cottspin Private Ltd**		
Date of Incorporation	26.05.2004		
Listed At (name of the Stock Exchanges)	-		
Nature of Business	Cotton Yarn Manufacturing and Selling		
Whether a Sick Industrial Company (Yes/ No)	No		
	Year Ended March 31, 2005 (Audited)	**Year Ended March 31, 2006 (Audited)**	**Year Ended March 31, 2007 (Audited)**
Equity Capital (Rs. in Lacs)	1.00	1.00	301.00
Reserves & Surplus (Rs. In Lacs)	Nil	Nil	17.63
Total Income (Rs. in Lacs)	Nil	Nil	269.19
Profit After Tax (Rs. in Lacs)	Nil	Nil	-2.69
Earnings Per Share (in Rs.)	Nil	Nil	Nil
Net Asset Value (in Rs.)	116.00	348.36	526.43

4.2. **DISCLOSURE IN TERMS OF REGULATION 16 (IX)**

The Acquirer is interested in taking over the management and control of NHLFL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition.

The Acquirer at present has not set out any future plans apart from as mentioned in point 3.3.4, 3.3.5 and 3.3.6 and has no intention to sell, dispose of or otherwise encumber any significant assets of NHLFL in the succeeding two years, except in the ordinary course of business of NHLFL. NHLFL'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 NHLFL. However, as on date the acquirer has no specific strategy to implement the future plans.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

Assuming full acceptances, the offer would not reduce the public shareholding below the minimum limit. After this offer, public shareholding will be 25 % of the total number of issued shares. Hence, pursuant to this offer, the acquirer will not exercise the delisting option.

6. BACKGROUND OF THE TARGET COMPANY (NEW HORIZON LEASING & FINANCE LIMITED)

6.1. The Target Company i.e. **NEW HORIZON LEASING & FINANCE LIMITED,** was incorporated on April 5, 1984 with the Registrar of Companies, Maharashtra, Mumbai under the Companies Act, 1956 under the name **NEW HORIZON LEASING & FINANCE PRIVATE LIMITED** (Company Registration No. 32586). The company was converted into a Public Limited Company w.e.f January 21, 1986 and the name of the Company was changed to **NEW HORIZON LEASING & FINANCE LIMITED**. The Shareholders of the Company at their Extra Ordinary General Meeting held on 26.04.2008 has passed the resolution to change the name of the Company from New Horizon Leasing & Finance Limited to

New Horizon Industries Limited. The Company has its Registered Office at 24/26, Cama Building, 1st Floor, Dalal Street, Fort, Mumbai – 400 001, Phone No.: +91-22-6635 4905/6, Fax No. +91-22-4077 0700. The CIN of the Company is L99999MH1984PLC032586.

6.2. The Target Company was incorporated on April 5, 1984 to undertake business activities of leasing, hire purchase, ware housing, factoring and related activities. In the year 1986, the Company made a Public Issue of 7,60,000 shares at Rs. 10/- each. Since 1987, the Company has not undertaken any major business activities. The Shareholders of the Company at their Extra Ordinary General Meeting held on April 26, 2008 has passed the resolution to undertake the business activities in the Textile Sector.

6.3. As on the date of this PA, TC has an authorized equity share capital of Rs. 2,00,00,000/- (Rupees Two Crores only) , comprising of 20,00,000 equity shares of Rs 10/- (Rupees Ten Only) and paid up capital of Rs. 97.94 lacs, comprising of 9,58,800 fully paid up equity shares and 41,200 partly paid-up equity shares. The present Offer is for 2,00,000 equity shares representing 20% of the total Equity Shares (20.86% of the voting capital) of "NHLFL".

6.4. The present capital structure of NHLFL is as under: -

Paid-up equity shares of NHLFL	No. of Equity Shares/ Voting Rights	% of Voting Rights	% of Share Capital
Fully paid-up equity shares	9,58,800	100.00	95.88
Partly paid-up equity shares	41,200	Nil	4.12
Total paid-up equity shares	10,00,000	100.00	95.88
Total Voting Rights in NHLFL	9,58,800	100.00	100.00

6.5. As per declaration received the current capital structure of NHLFL has been built up since inception is as under:-

Date of allotment	No of shares issued	% of shares issued	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allottees (promoters/ ex-promoters/ others)	Status of compliance
05.04.1984	3	0.00	30	On incorporation of the Company	Subscribers to Memorandum Of Association	Complied
03.12.1985	7	0.00	100	Preferential allotment	Ex-Promoters Group	Complied
30.01.1986	300	0.03	3,100	Allotment at the time of conversion to Public Limited	Ex-Promoters Group	Complied
09.06.1986	7,60,000	76.00	76,03,100	Public Issue (allotment to General Public)	Public Issue	Complied
12.06.1986	2,39,690	23.97	1,00,00,000	Preferential Allotment	Ex-Promoters Group	Complied
TOTAL	**10,00,000**	**100.00**				

6.6. The shares of “TC” are at present listed on Bombay Stock Exchange Limited (BSE). The shares of the target company are infrequently traded on BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. The trading of the company’s shares has been suspended in BSE since January 7, 2002.

6.7. The trading of the company’s shares has been suspended in BSE since January 7, 2002 for non-payment of the listing fees. The company will apply for revocation of suspension after making the pending compliances. The company has paid the listing fees for the year 2008-09.

6.8. The Target Company has not timely complied with the provisions of chapter II of the regulations. There has been delay in compliance of Regulations 6(2), 6(4) and 8 (3) by the Target Company. Promoters, Sellers and Major shareholder of the Target Company have timely complied with the provisions of chapter II of the regulations. For delay in compliance with Chapter II by the Target Company, SEBI may initiate suitable action at a later stage.

6.9. Based on the information made available, the Target Company has not fully complied with the listing requirements of the concerned stock exchange and no punitive action has been taken against the company by the stock Exchange except the suspension in the trading in the securities of the company by Bombay Stock Exchange Limited.

6.10. Apart from the proposed acquisition of 5,50,000 equity shares constituting 55.00% of the total equity shares from sellers under SPA, the Acquirer has not acquired any share of the Target Company during the 12 months period prior to the date of Public Announcement.

6.11. NHLFL has not received any directions from SEBI under section 11B of the SEBI Act, prohibiting them from dealing in securities or under any of the regulations made under the SEBI Act.

6.12. There are no outstanding convertible instruments like warrants, FCDs or PCDs etc. in NHLFL.

6.13. The composition of the Board of Directors of NHLFL as on the date of PA is as under:-

Sr. No.	Name	Residential Address	Date of Appointment	Designation	Qualification, experience(in which filed and for how many period), business
1.	Mr. Pradip R. Shroff	8, Nirmal Niwas No.1 79/81, August Kranti Marg Mumbai – 400 036	22.12.1986	Director	B.Com (Hons) FCA 33 years experience in Financial Services & Capital Market related business
2	Mr. Hemendra J. Shroff	7, Aryan Mahal, C-Road Churchgate, Mumbai – 400 020	29.08.2001	Director	B.Com 10 years experience in Financial Service & capital market activities
3	Mr. Shashank S. Vijayakar	Seth Block, 3rd Floor Nawroji Street Thakurdwar, Mumbai – 400 002	27.05.1999	Director	B.Com 23 years experience in Financial Services & Capital Market related activities

6.14. As on date, none of the directors on the board of directors of the Target Company represent the Acquirer.

6.15. There has no merger/de-merger, spin off during the past three years in NHLFL.

6.16. The brief financial information of NHLFL is as under:

(Rs. In Lacs)

Profit & Loss Statement*	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)
Income from Operations	0.06	0.00	0.00
Other Income	0.00	6.50	0.00
Total Income	0.06	6.50	0.00
Total Expenditure	3.88	4.94	17.42
Profit before Depreciation, Interest and Tax	(3.82)	1.56	(17.42)
Depreciation	0.17	0.04	0.00
Interest	0.00	0.00	0.00
Profit before Tax	(3.99)	1.52	(17.42)
Provision for Tax	0.00	0.55	0.00
Prior period Income/(Expenses) (net)	5.78	0.00	(0.71)
Profit after Tax	1.79	0.97	(18.13)

Balance Sheet Statement*	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)
Sources of Funds			
Paid up Share Capital	97.94	97.94	97.94
Reserves & Surplus (Excluding Revaluation Reserve)	17.12	20.54	2.41
Secured Loan	0.00	0.00	0.00
Unsecured Loan	0.00	0.00	0.00
Current Liabilities	3.65	11.89	10.42
Deferred Tax Liability	0.00	0.00	0.00
Total	118.71	130.37	110.77
Uses of Funds			
Net Fixed Assets	2.40	0.00	0.00
Investments	5.24	9.43	9.43

Net Current Assets	111.07	120.94	101.34
Miscellaneous Expenses not written off	0.00	0.00	0.00
Total	118.71	130.37	110.77

Other Financial Data*	**Year Ended 31.03.2006 (Audited)**	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.12.2008 (Audited)**
Net Worth	115.06	118.48	100.35
Dividend (%)	0.00	0.00	0.00
Earning Per Share - Rs	0.18	0.35	(1.85)
Return on Networth (%)	0.16	0.08	(1.81)
Book Value Per Share Rs	11.75	12.10	10.25

*Source: As certified by Mr. Ashvin N Damania, Proprietor of A N Damania & Co., Chartered Accountants, 206, Brigadier Usman Marg, Ishwar Bhuvan No. 3, 2nd Floor, Room No. 19, Mumbai – 400 003, Membership No.: 40166 vide his certificate dated 25.07.2008.

6.17. Reason for Changes in Income and Profit & Loss:

2005-2006

The Company had earned income of Rs. 5813/- from sale of investment in shares. Apart from the above, a sum of Rs. 5,78,202/- was also credited to Profit & Loss Account on netting of current liabilities & provisions. There were no fund based activities during the year ended on 31.03.2006. The expenses incurred during that year were mainly statutory expenses and administrative expenses.

2006-2007

During the year ended 31.03.2007, the Company had disposed off the Office premises and received profit of Rs. 6,50,365/- as long term capital gain. The expenses incurred during the year was Rs. 4,93,750/- which is mainly administrative expenses.

2007-2008

During the year ended on 31.03.2008 the Company has not received any income on its operations. The Company incurred expenses amounting to Rs. 17,42,056 /- which include professional fees paid of Rs. 16,02,809/- for exploring business possibilities.

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

Sr. No	**Shareholder category**	**Shareholding & voting rights prior to the Agreement/acquisition and offer**		**Shares/voting rights agreed to be acuired which triggered off the Regulations**		**Shares/Voting rights to be acquired in the open Offer (assuming full acceptance)**		**Shareholding/voting rights after the acquisition and Open Offer**	
		(A)		**(B)**		**(C)**		**(A+B+C)**	
		No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1)	**Promoter Group**								
	(a) Parties to the agreement	570100	57.01	-550000	-55.00			**Refer note a.**	
	(b) Promoters other than (a) above	54100	5.41						
	Total [(1)=(a)+(b)]	**624200**	**62.42**						
(2)	**Acuirer**		0.00					0	0.00
	Mr. T Rajkumar	**0**	**0.00**	**550000**	**55.00**	**200000**	**20.00**	**750000**	**75.00**
(3)	**Parties to agreement other than (1) (a) & (2)**	**0**	**0.00**					**0**	**0.00**
(4)	**Public (other than parties to agreement & acquirer)**								
	a. FIs/MFs/FIIs/Banks, SFIs	0	0.00			-200000	-20.00	250000	25.00
	b. Private Corporate Bodies other than sellers	65590	6.56						
	c. Indian Public	310210	31.02						
	d. NRI/OCB	0	0.00						
	e. Any other (clearing member)	0	0.00						
	Total [4]	**375800**	**37.58**						
	Grand Total [(1)+(2)+(3)+(4)]	**1000000**	**100.00**					**1000000**	**100.00**

Notes

a. The balance shares held by the existing promoter group after the completion of the Open Offer have been added in the public category.

b. The data within bracket indicates sale of equity shares.

c. Percentage is calculated taking into consideration total no. of equity shares.

6.19. The approximate number of shareholders in NHLFL in public category is 821 as on PA date. There is no NRI shareholder.

6.20. The details of date wise changes in shareholding of promoter group of Target Company as and when it happened along with compliance status are as under:

Date	Opening Balance - Promoter group	Opening Capital (no of shares)	Opening % holding - promoter group	Name of promoter	No of shares Acquired	Mode of Acquisition (Memorandum/IPO/FPO/Market Purchages /Preferential Allotment/ Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	No of shares sold	Closing Capital (no of shares)	Closing holding - promoter group	Closing % holding - promoter group	Increase / Decrease in percentage holding - Promoter Group (+/- %)	Compliance status
09.06. 1986				Mr. Pradip R. Shroff	100	Allotment in Public Issue	0	760310	100			
				Mr. Thakorlal R. Shroff	1100		0	760310	1100			
				Bahl & Co. Pvt. Ltd	20000		0	760310	20000			
				Bombay Central Holding & Trading Co. Pvt. Ltd.	20000		0	760310	20000			
				Budh Holding & Trading Co. Pvt. Ltd.	20000		0	760310	20000			
				Churchgate Investment & Trading Co. Pvt. Ltd.	19900		0	760310	19900			
				Cumulative Investment & Trading Co. Pvt. Ltd.	35100		0	760310	35100			
				Desai Investments Pvt. Ltd.	20000		0	760310	20000			
				Govardhan Holding & Trading Co. Pvt. Ltd.	25000		0	760310	25000			
				Guide Investments & Trading Co. Pvt. Ltd.	20000		0	760310	20000			
				Grant Holding & Trading Co. Pvt. Ltd.	20000		0	760310	20000			
				Guru Holding Pvt. Ltd.	20000		0	760310	20000			
				Mahim Holdings & Trading Co. Pvt. Ltd.	20000		0	760310	20000			
				Marine Drive Investment & Trading Co. Pvt. Ltd.	35100		0	760310	35100			
				Matunga	20000		0	760310	20000			

				Investments & Trading Co. Pvt. Ltd.								
				Saundaraya Investment & Trading Co. Pvt. Ltd.	20000		0	760310	20000			
	0	**310**	**0.00 %**	**Total Promoter Group Holding**	**316300**			760310	**316300**	**41.60 %**	41.60 %	N.A.
21.12. 1990				Mr. JR Shroff (HUF)	250000	Transfer from public	0	1000000	250000			
	316300	**1000000**	**31.63 %**	**Total Promoter Group Holding**	**250000**			1000000	**566300**	**56.63 %**	25.00 %	N.A.
10.08. 1992				Bombay Central Holding & Trading Co. Pvt. Ltd.	23800	Transfer from public	0	1000000	23800			
				Budh Holding & Trading Co. Pvt. Ltd.	29100	Transfer from public	0	1000000	29100			
	566300	**1000000**	**56.63 %**	**Total Promoter Group Holding**	**52900**			1000000	**619200**	**61.92 %**	5.29 %	N.A.
27.05. 1993				Neptune Steel Strips Ltd	5000	Transfer from public	0	1000000	5000			
	619200	**1000000**	**61.92 %**	**Total Promoter Group Holding**	**5000**			1000000	**624200**	**62.42 %**	0.50 %	N.A.

6.21. The company has not fully complied with the conditions of corporate governance.
6.22. The name and contact details of the compliance officer are as under:

Name of the Compliance Officer: Mr. Imran Sheikh
Cama Building, 1st Floor, Dalal Street, Mumbai – 400 001
Phone No.: +91-22-66354905,
Fax No. +91-22-40770700

6.23. Details of the litigation pending by/against New Horizon Leasing & Finance Limited are as under:

Sr. No.	Case No. (s) Institutions Date	Plaintiff/ Defendants	Name of Court	Amount involved (Rs. In Lacs)	Subect Matter and Relief sought	Status as on date
1	SA 107 of 2006	New Horizon Leasing & Finance Ltd. V/s Sales Tax Officer	Sales Tax Appellate Tribunal	11.09	Lease agreement entered into by the Company with Nirlon Ltd. were declared abnitio void by BIFR Order dated 19.11.1999	Pending before Sales Tax Appellate Tribunal
2	SA 110 of 2006	New Horizon Leasing & Finance Ltd. V/s Sales Tax Officer	Sales Tax Appellate Tribunal	6.54	Lease agreement entered into by the Company with Nirlon Ltd. were declared abnitio void by BIFR Order dated 19.11.1999	Pending before Sales Tax Appellate Tribunal
3	SA 320 of 2006	New Horizon Leasing & Finance Ltd. V/s Sales Tax Officer	Sales Tax Appellate Tribunal	10.13	Lease agreement entered into by the Company with Nirlon Ltd. were declared abnitio void by BIFR Order dated 19.11.1999	Pending before Sales Tax Appellate Tribunal
4	SA 321 of 2006	New Horizon Leasing & Finance Ltd. V/s	Sales Tax Appellate Tribunal	5.21	Lease agreement entered into by the Company with Nirlon Ltd. were	Pending before Sales Tax Appellate Tribunal

		Sales Tax Officer			declared abnitio void by BIFR Order dated 19.11.1999	

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. **Justification of Offer Price**

7.1.1. The shares of "TC" are at present listed on Bombay Stock Exchange Limited (BSE). The shares of the target company are infrequently traded on BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. The trading of the company's shares has been suspended in BSE since January 7, 2002.

The annualised trading turnover during the preceding six Calendar months prior to the month in which the PA is made in BSE is detailed below:

Name of the Exchange	**Total no. of shares traded during the 6 months prior to the month in which the PA was made.**	**Total number of listed shares**	**Annualized trading turnover (in terms of % of total listed shares)**
BSE	Nil	10,00,000	Nil

(Source: www.bseindia.com)

7.1.2. In accordance with Regulation 20(5) of the SEBI (SAST) Regulations, 1997 the offer price of Rs.10 (Rupees Ten Only) per fully paid up equity share is justified in view of the following parameters:

Negotiated Price		Rs. 10
Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks period prior to the date of PA		Not Applicable
Other Financial Parameters for calculating price as per Regulation 20(5) [Based on the audited financial data for the year ended March 31, 2008*]		
a.	Return on Net Worth (%)	(1.81)
b.	Book Value per share (Rs.)	10.25
c.	Earning per share (Rs.)	(1.85)
d.	Price Earning Multiple with reference to offer price	NA

*As per Annual Accounts of the company for the year ended March 31, 2008.

Mr. Ashvin N Damania, Chartered Accountants (Membership No. 40166) proprietor of A. N. Damania & Co. having office at 206, Brigadier Usman Marg, Ishwar Bhuvan No. 3, 2nd Floor, Room No. 19, Mumbai – 400 003, Tel No.: 022 – 2346 4011, has certified vide his certificate dated July 28, 2008 the value of the equity shares of the NHLFL. As per their report the shares have been valued after considering the pricing methodology given under erstwhile CCI guidelines and also by placing reliance on Hon'ble Supreme Court Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Com Case 30).

According to the above report the fair price comes at Rs. 2.05 per fully paid-up equity share of Rs. 10 each.

The offer price of Rs. 10 per fully paid up equity share is justified in terms of Regulation 20(5) and 20 (11) of the SEBI (SAST) Regulations, 1997.

7.1.3. Unpaid amount on partly paid-up shares of the Target Company is Rs. 5 per share. The difference between offer price of Rs.10 per share and unpaid amount on partly paid-up share is Rs. 5. Therefore the offer price of Rs. 5 per partly paid up equity share is justified in terms of Regulation 20(10) of the SEBI (SAST) Regulations, 1997.

7.1.4. Other than 5,50,000 fully paid equity shares of Rs. 10/- each proposed to be acquired in terms of the SPA, Mr. T Rajkumar does not hold any equity shares in the paid up equity shares capital of the Target Company as on the date of PA.

7.1.5. If the acquirer acquires 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.

7.1.6. There is no non-compete agreement.

7.2. **Financial Arrangements**

7.2.1. The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through his own resources.

7.2.2. Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 20,00,000/- (Rupees Twenty Lacs Only). The Acquirer has already made firm arrangements for the financial resources required to implement the Offer. As per Regulation 28, Acquirer has opened an Escrow Account with Corporation Bank, Ellisbridge, Ashram Road, Ahmedabad and has deposited Rs. 20 Lacs (Rs. Twenty Lacs Only), being 100 % of the amount required for the Open Offer.

7.2.3. The Acquirer has made adequate and firm financial arrangements to meet the obligation under the offer in full. The Acquirer has confirmed that the adequate and firm financial arrangements required to meet the obligation under the offer are in place and are available with him. The Acquirer is having a networth of Rs. 970.61 Lacs as on March 31, 2008 and is having sufficient liquid funds for discharging his part of the obligation under the offer as certified vide the certificate dated August 11, 2008 by Mr. R. Natarajan (Membership No. 024306), Chartered Accountant, Ramani's Castle, 130, Sengupta Street, Ramnagar, Coimbatore, 641 009, Tel.: 0422-2237010. Mr. R. Natarajan (Membership No. 024306), Chartered Accountant, Ramani's Castle, 130, Sengupta Street, Ramnagar, Coimbatore, 641 009, Tel.: 0422-2237010 has confirmed that as on date Mr. T Rajkumar has kept liquid funds to the extent of Rs. 75 Lakhs (Rupees Seventy Five Lakhs only) in savings bank account No. 339010100000046 with Axis Bank, Pollachi Branch, Coimbatore in order to meet his part of obligation under the Open Offer.

7.2.4. The Acquirer has duly empowered M/s Chartered Capital And Investment Limited, Manager to the Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.2.5. The Manager to the Offer, M/s Chartered Capital And Investment Limited, has satisfied itself about the ability of the acquirer to implement the offer in accordance with the Regulations.

8. TERMS AND CONDITIONS OF THE OFFER

8.1. Persons eligible to participate in the Offer

Registered shareholders of NHLFL and unregistered shareholders who own the equity shares of NHLFL any time prior to the date of Closure of the Offer, other than the parties to the SPA are eligible to participate in the offer.

8.2. Locked-in-shares

None of the existing shares of NHLFL are under any Lock-in requirements.

8.3. Statutory Approvals

8.3.1. As on the date of Public Announcement, no approval from Bank / Financial Institutions is required for the purpose of this Offer.

8.3.2. As on the date of Public Announcement, no other statutory approval is required to be obtained for the purpose of this Offer.

8.3.3. The open offer would be subject to all statutory approvals that may become applicable at a later date before the completion of the open offer.

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 has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirer 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 dispatch 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 NHLFL (other than parties to SPA), whose names appeared on the Register of Members of NHLFL as on **September 12, 2008, Friday**, being the Specified Date. Persons who own equity shares of NHLFL any time prior to the date of Offer Closure, but are not registered holders, are also eligible to participate in the offer.

8.4.3. The Target Company has not admitted its Equity Shares with any Depository and hence the Equity Shares are only in Physical Form.

8.4.4. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at Shareholders' / unregistered owners' sole risk to the sole / first Shareholder.

8.4.5. Shareholders residing at 68 centers where clearing houses are managed by the RBI, State Bank of India, Punjab National Bank, State Bank of Indore, Union Bank of India, Andhra Bank, Corporation Bank, Bank of Baroda, State Bank of Travancore, Central Bank of India, Canara Bank, Oriental Bank of Commerce, United Bank of India, State Bank of Hyderabad and State Bank of Bikaner and Jaipur, have an option to get payment through Electronic Clearing System (ECS). 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 a place other than the above 68 centers or who does not want to receive the payment through ECS or who does not provide the required details for the ECS payment in the Form of Acceptance or on the plain paper at their sole risk.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1. The Equity Shareholders who wish to tender their Shares will be required to send the Form of Acceptance cum Acknowledgment, Original Share Certificate(s) and transfer deed(s) duly signed to the collection center mentioned below, on or before the Close of the Offer, i.e., not later than **October 27, 2008 (Monday)** in accordance with the instructions to be specified in the Letter of Offer and in the form of Acceptance cum Acknowledgement:

Name and Address of the persons (Manager to the Offer) to whom the Shares should be sent including name of the contact person, telephone no., fax no., E-mail address etc.	Working days and Timings	Mode of delivery
Chartered Capital And Investment Ltd. 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006 Tel: +91-79-2657 7571/2657 5337 Fax: +91-79-2657 5731 Email: info@charteredcapital.net Contact person: Mr. Sagar Bhatt	Monday-Friday 10.30 AM-5.30 PM Saturday 10.30 AM - 1.30 PM (Except on Holidays)	By Post/ Courier/ Hand Delivery

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

9.3. Shareholders who wish to avail of this Offer will have to forward the following documents to the address mentioned in Para 9.1 by hand delivery or by registered post, as the case may be, on Mondays to Fridays between 10.30 AM and 5.30 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. **October 27, 2008 (Monday).**

- 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 NHLFL.
- 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 NHLFL or on the Share Certificate issued by NHLFL) as per the specimen signature(s) lodged with NHLFL 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 Manager to the Offer as mentioned hereafter.
- 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. 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.

9.5. The market lot for the physical share is 100 (hundred) shares.

9.6. 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 should also be enclosed.

9.7. The offer documents are being dispatched to only those shareholders, who are eligible to participate in the offer. As the Acquirer and the parties to the SPA dated August 11, 2008 are not eligible, the offer documents are not sent to them.

9.8. No document should be sent to the Acquirer or Sellers or to NHLFL.

9.9. In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Manager to the Offer on the address mentioned in Para 9.1, **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 **5.30 PM** upto the date of closure of the offer i.e. **October 27, 2008 (Monday).** lternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance and Form of Withdrawal can be obtained from SEBI's website: www.sebi.gov.in. The eligible shareholders who want to receive the payment through ECS will also have to state the 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank), Bank account number, Type of the Account, Name of the Bank & Branch.

9.10. Persons who own equity shares of NHLFL 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 Manager 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, only at the address of Manager to the Offer.

9.11. An unregistered shareholder can send his / her / their application to the Manager to the Offer on the address, 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 5.30 PM on October 27,**

2008 (Monday). Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance and Form of Withdrawal can be obtained from SEBI's website: www.sebi.gov.in. The eligible shareholders who want to receive the payment through ECS will also have to state the 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank), Bank account number, Type of the Account, Name of the Bank & Branch.

9.12. No indemnity is required from the unregistered shareholders.

9.13. In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with NHLFL, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgment or receipt issued by NHLFL. Where 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 lodgment or receipt issued by NHLFL. 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 lodgment or receipt issued by NHLFL.

9.14. The Manager to the Offer will hold in trust the Shares / Share Certificates and the transfer form(s) on behalf of the Shareholders of the Target Company who have accepted the Offer, till the cheques/drafts for the consideration and / or the unaccepted Shares / Share Certificates are dispatched / returned and the acquirer completes his obligations under the offer.

9.15. In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, Equity Shareholders desirous of withdrawing the acceptance tendered by them in the Open Offer, may do so up to 3 (three) working days prior to the date of closure of the Open Offer. The withdrawal option can be exercised by submitting the documents as per the instructions given below, so as to reach the Manager to the Offer at the Collection Centre mentioned above, as per the mode of delivery mentioned therein, on or before **October 22, 2008 (Wednesday)**.

(i) The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

(ii) In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
Name, Address, Distinctive Numbers, Folio Number, Number of Shares tendered.

9.16. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Manager to the Offer. Physical shares withdrawn by shareholders would be returned to the shareholders by Registered post.

9.17. In case of over subscription, the acquirer shall acquire the shares received from the shareholders under the offer on a proportional basis in terms of Regulation 21(6) & the intimation of returned shares to the Shareholders will be sent at the address mentioned in the Form of Acceptance or as per the records of NHLFL.

9.18. Acquirer will acquire **2,00,000** fully paid-up equity shares tendered in the Offer with valid applications.

9.19. **Method of Settlement**

9.19.1. The Form of Acceptance, relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents, tendered by the shareholders of NHLFL 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 fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

9.19.2. On fulfillment of all the conditions mentioned in the Letter of Offer and Form of Acceptance, the Acquirer will pay the Offer Price by ECS. 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 a place other than the above 68 centers or who does not want to receive the payment through ECS or who does not provide the required details for the ECS payment in the Form of Acceptance or on the plain paper.

9.19.3. 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.

9.19.4. The Acquirer shall endeavor to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer i.e. **November 11, 2008, Tuesday** including payment of consideration to the shareholders of NHLFL whose equity shares are accepted for purchase by the Acquirer.
In case of non-receipt of any of statutory approvals, if any required, as per regulation 22(12), 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.

9.20. **General**

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

9.20.2. Neither the Acquirer nor the Manager to the Offer 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) or other documents.

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

9.20.4. All the communication in connection with the Form of Acceptance should be addressed to the Manager to the Offer as mentioned in Para 9.1, 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.

9.20.5. 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 upto seven working days prior to the date of closure of the Open Offer i.e. **October 16, 2008, Thursday**, 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.

9.20.6. **There is no competitive bid.**

9.20.7. Mr. T Rajkumar does not hold any equity shares in the paid up equity shares capital of the Target Company as on the date of PA.

9.20.8. 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 Manager to the Offer on or before 5.30 PM upto three working days prior to the date of Closure of the Offer, i.e. **October 22, 2008 (Wednesday)**, at the address as mentioned in Para 9.1.

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

9.20.10. The manager to the Offer i.e. Chartered Capital And Investment Limited does not hold any shares in NHLFL as on the date of PA.

9.20.11. Applications which are complete in all respect and which reach the Manager to the Offer on or before the date of closure of offer i.e. **October 27, 2008 (Monday)** would be approved and the shares so offered would be accepted by the Acquirer free from all lien, charges, encumbrances along with all the rights attached to the shares like the right to all dividends, bonus and right shares and all other rights as are attached to such acquired shares.

9.20.12. Locked in shares- There are no shares of "NHLFL" with lock in period.

10. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Office of the Manager to the Offer i.e. Chartered Capital And Investment Limited, 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006, from 10:30 a.m. to 3 p.m. on all working days except Sundays, until the closure of the Offer:

10.1. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.

10.2. Net worth certificates issued by Chartered Accountant certifying the net worth of Acquirer and adequacy of financial resources with the Acquirer to fulfill the open offer obligations.

10.3. Annual Reports of "NHLFL" for the financial year ended March 31, 2008, March 31, 2007 and March 31, 2006.

10.4. A letter from Corporation Bank confirming the amount kept in Escrow Account.

10.5. Copy of the Share Purchase Agreement (SPA) dated August 11, 2008.

10.6. Published copies of the Public Announcement dated August 14, 2008.

10.7. Copy of approval letter No. CFD/DCR/SG/137883/08 dated September 16, 2008 from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

11. DECLARATION BY THE ACQUIRER

11.1. The Acquirer accepts full responsibility for the information contained in this Letter of Offer.

11.2. The Acquirer is responsible for ensuring compliance with the Regulations.

Mr. T Rajkumar

Place: Coimbatore
Date: September 19, 2008

12. Enclosures

(i) Form of Acceptance cum Acknowledgement
(ii) Form of Withdrawal cum Acknowledgement
(iii) Blank Share Transfer Deed(s).

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

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

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

OFFER OPENS ON	**:**	**October 8, 2008, Wednesday**
OFFER CLOSES ON	**:**	**October 27, 2008, Monday**
Please read the Instructions overleaf before filling-in this Form of Acceptance		

From:

FOR OFFICE USE ONLY
Acceptance Number
Number of equity shares offered
Number of equity shares accepted
Purchase consideration (Rs.)
Cheque/Demand Draft/Pay Order No.

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

To,

Acquirer of New Horizon Leasing & Finance Limited.
C/o Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital,
Ellisbridge, Ahmedabad – 380006

Dear Sirs,

Sub: *Open Offer to Acquire 2,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Shares (20.86% of the voting capital) of Target Company at an offer price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share by Mr. T Rajkumar (hereinafter called Acquirer)*

I / we, refer to the Letter of Offer dated September 19, 2008 for acquiring the equity shares held by me / us in **NEW HORIZON LEASING & FINANCE LIMITED** (hereinafter referred to as "NHLFL").

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

I / We, unconditionally offer to sell to **ACQUIRER,** the following equity shares in **NEW HORIZON LEASING & FINANCE LIMITED,** held by me / us, at an offer price of Rs.10/- (Rupees Ten Only) per fully paid-up equity share and/or Rs. 5/- (Rupees Five Only) per partly paid-up equity share.

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

Ledger Folio No……………………Number of share certificates attached …….Representing………… equity shares			
Number of equity shares held in NHLFL		**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				

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

---TEAR HERE---

ACKNOWLEDGEMENT SLIP

Open Offer to Acquire 2,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Shares (20.86% of the voting capital) of Target Company at an offer price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share by Mr. T Rajkumar (hereinafter called Acquirer)

Received from Mr. / Ms. / Mrs.……..……………………………………………….. Ledger Folio No …………………………… Number of certificates enclosed.……………. under the Letter of Offer dated September 19, 2008, 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 **Manager to the Offer:**

Name & Address: Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337, **Fax**: +91-79-2657 5731
Email: info@charteredcapital.net, **Contact person**: Mr. Sagar Bhatt

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.
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.
I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Manager 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 dispatched to the shareholders, as the case may be.
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.
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 NHLFL:

Name and complete address of the Sole/ First holder:
……..
Place: ………………Date:………………. Tel. No(s). : ……………… Fax No.: ……………….

So as to avoid fraudulent encashment in transit, the shareholder(s) 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 and Address: …………………………………
I want to receive the payment through ECS Yes ☐ No ☐
9-digit code number of the Bank & Branch (Appearing on the MICR Cheque 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.

---TEAR HERE---

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2. The Form of Acceptance should be filled-up in English only.
3. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4. **Mode of tendering the Equity Shares Pursuant to the Offer:**

a. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of NHLFL.
b. Shareholders of NHLFL to whom this Offer is being made, are free to offer his / her / their shareholding in NHLFL 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: 10.30 AM to 5.30 PM

   Saturday : 10.30 AM to 1.30 PM

   Holidays : Sundays and Bank Holidays

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	**:**	**October 8, 2008, Wednesday**
LAST DATE OF WITHDRAWAL	**:**	**October 22, 2008, Wednesday**
OFFER CLOSES ON	**:**	**October 27, 2008, Monday**
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,

Acquirer of New Horizon Leasing & Finance Limited.
C/o Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital,
Ellisbridge, Ahmedabad – 380006

Dear Sirs,

***Sub:** Open Offer to Acquire 2,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Shares (20.86% of the voting capital) of Target Company at an offer price of Rs. 10/- (Rupees Ten Only) per fully paid up equity share and Rs. 5/- (Rupees Five Only) per partly paid up equity share by Mr. T Rajkumar (hereinafter called Acquirer)*

I / we, refer to the Letter of Offer dated September 19, 2008 for acquiring the equity shares held by me / us in **NEW HORIZON LEASING & FINANCE LIMITED** (hereinafter referred to as "NHLFL").
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.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
Total no. of Equity Shares				

---TEAR HERE---

Folio No.

Serial No.:
(Acknowledgement Slip)

Received from : Mr./Ms.____
Address ____
____

Form of withdrawal in respect of __________ Number of Share
Certificates representing ________________ Number of Shares.

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

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

Name & Address: Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337, **Fax**: +91-79-2657 5731
Email: info@charteredcapital.net, **Contact person**: Mr. Sagar Bhatt

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in the para 9.15 of the Letter of Offer and unconditionally agree to the terms & condition mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our equity shares from the Offer and I/We further authorise the Acquirer to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our equity shares from the Offer, no claim or liability shall lie against the Acquirer /Manager to the Offer.

I/We note that this Form of Withdrawal should reach the Manager to the Offer at their address mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal (i.e. **October 22, 2008, Wednesday**).

I/We note that the Acquirer / Manager to the Offer shall not be liable for any postal delay/loss in transit of the equity shares held in physical form.

I/We also note and understand that the Acquirer will return Original Share Certificate(s), Share Transfer Deed(s) and equity shares only on completion of verification of the documents and signatures.

Yours faithfully,
Signed and Delivered:

	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.*

---TEAR HERE---

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Manager to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.30 p.m. hours upto the last date of withdrawal i.e. **October 22, 2008, Wednesday**.
2. Shareholders should enclose the following: -
3. **Registered Shareholders should enclose:**
   a. Duly signed and completed Form of Withdrawal.
   b. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
   c. 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.
4. **Unregistered owners 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
5. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Manager to the Offer
6. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
7. The Form of Withdrawal alongwith enclosure should be sent only to the Manager to the Offer.
8. 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 NHLFL. The facility of partial withdrawal is available only on to Registered shareholders.