Public Announcement
For the attention of the Shareholders of
Orissa Sponge Iron & Steel Limited
Registered Office:
OSIL House, Gangadhar Meher Marg, Bhubaneshwar - 751 024, Orissa, India.

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

*This Public Announcement (hereinafter referred to as the "**PA**") is being issued by IDFC-SSKI Limited (hereinafter referred to as the "**Manager to the Offer**"), on behalf of Bhushan Energy Limited (hereinafter referred to as the "**Acquirer**" or "**BEL**"), along with Mr. Brij Bhushan Singal, Mr. Neeraj Singal, BNS Steel Trading Private Limited, BBN Transportation Private Limited, BNR Infotech Private Limited, BNR Consultancy Services Private Limited and Bhushan Steel Limited (hereinafter together referred to as "**Persons Acting in Concert**" or "**PACs**"), to the shareholders of Orissa Sponge Iron & Steel Limited (hereinafter referred to as the "**Target Company**" or "**OSIL**") in compliance with Regulation 10 & 12 of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and any subsequent amendments thereto (hereinafter referred to as the "**Regulations**"). All Equity Shares tendered and accepted under the Offer will be acquired by BEL. The PACs will not acquire any Equity Shares under this Offer.*

In terms of Regulation 25(1) & (3) of the Regulations, this PA is a competitive bid. Centrum Capital Limited issued a public announcement published on February 7, 2009, on behalf of Bhushan Power and Steel Limited along with Titanic Steel Industries Limited and Olympian Steel Industries Limited for acquisition of 26% of the issued equity capital of OSIL. ICICI Securities Limited issued a public announcement published on February 25, 2009, on behalf of Mounteverest Trading and Investment Limited along with Torsteel Research Foundation in India, TRFI Investment Private Limited and Monnet Ispat and Energy Limited for acquisition of 20% of the Diluted Capital (refer to paragraph 2.4 below) of OSIL(Please refer to paragraph 1.4 below for further details).

1. Background to the Competitive Bid

1.1 The Offer (as defined hereinafter) is being made by Bhushan Energy Limited, a company incorporated under the Companies Act 1956, with its registered office at F – Block, 1st Floor, International Trade Tower, Nehru Place, New Delhi – 110 019, India (hereinafter referred to as the "**Acquirer**" or "**BEL**"), along with Mr. Brij Bhushan Singal, Mr. Neeraj Singal, BNS Steel Trading Private Limited ("BSTPL"), BBN Transportation Private Limited ("BTPL"), BNR Infotech Private Limited ("BIPL"), BNR Consultancy Services Private Limited ("BCSPL") and Bhushan Steel Limited ("BSL") (hereinafter together referred to as "**Persons Acting in Concert**" or "**PACs**") on a voluntary basis to the shareholders of Orissa Sponge Iron & Steel Limited, a company with its registered office at OSIL House, Gangadhar Meher Marg, Bhubaneshwar - 751 024, Orissa, India (hereinafter referred to as the "**Target Company**" or "**OSIL**") to acquire up to 6,100,000 fully paid-up equity shares of Rs. 10 each, representing 20% of the Diluted Capital of the Target Company (refer to paragraph 2.4 below), in compliance with Regulation 10 and 12 of Chapter III of the Regulations, at a price of Rs. 330 per equity share of Rs. 10 each of the Target Company ("**Equity Share(s)**") payable in cash (hereinafter referred to as the "**Offer Price**") (the "**Offer**").

1.2 As on the date of this PA, BEL and the PACs hold 2,968,590 Equity Shares of OSIL constituting 14.84% of the issued and paid up Equity Share capital of Rs. 2,000 lakhs of the Target Company as given below:

S. No.	Name	Shareholding	
		No. of Equity Shares	%
	Acquirer		
	BEL	1,900,000	9.50%
	PACs		
1	Mr. Brij Bhushan Singal	267,705	1.34%
2	Mr. Neeraj Singal	234,699	1.17%
3	BNS Steel Trading Private Limited ("BSTPL")	110,002	0.55%
4	BBN Transportation Private Limited ("BTPL")	293,398	1.47%
5	BNR Infotech Private Limited ("BIPL")	88,230	0.44%
6	BNR Consultancy Services Private Limited ("BCSPL")	74,556	0.37%
7	Bhushan Steel Limited ("BSL")	Nil	Nil
	Total holding of Acquirer and PACs	**2,968,590**	**14.84%**

1.3 In addition to the Equity Shares held by BEL and the PACs as above, BEL has also acquired a total of 3,500,000 warrants of OSIL as given below:

a. 1,500,000 warrants entitling the holder of each warrant to subscribe to one Equity Share against each warrant at a price of Rs. 101 per Equity Share (including premium of Rs. 91 per Equity Share) within 18 months from the date of issue, i.e., until June 19, 2009, convertible into 4.92% of the Diluted Capital of the Target Company;

b. 2,000,000 warrants entitling the holder of each warrant to subscribe to one Equity Share against each warrant at a price of Rs. 225 per Equity Share (including premium of Rs. 91 per Equity Share) within 18 months from the date of issue, i.e., until June 19, 2009, convertible into 6.56% of the Diluted Capital of the Target Company.

The Acquirer has requested OSIL for registering the above warrants in its name.

1.4 Centrum Capital Limited issued a public announcement published on February 7, 2009 (including in Business Standard newspaper) on behalf of Bhushan Power and Steel Limited along with Titanic Steel Industries Limited and Olympian Steel Industries Limited to all the shareholders of OSIL to acquire from them up to 5,200,000 fully paid-up Equity Shares of OSIL of face value Rs. 10 each (representing 26% of the issued equity capital of OSIL) at a price of Rs. 300 per fully paid-up Equity Share payable in cash pursuant to Regulation 10 and 12 of the Regulations (hereinafter referred to as the "**First Public Announcement**"). Furthermore, ICICI Securities Limited issued a public announcement published on February 25, 2009 (including in The Economic Times newspaper) on behalf of Mounteverest Trading and Investment Limited along with Torsteel Research Foundation in India, TRFI Investment Private Limited and Monnet Ispat and Energy Limited to all the shareholders of OSIL to acquire from them up to 6,100,000 Equity Shares of OSIL of face value Rs. 10 each (representing 20% of the Diluted Capital of OSIL) at a price of Rs. 310 per Equity Share payable in cash pursuant to and in compliance with Regulation 10, 11(1), 12, 25(1) and 25(3) and other applicable provisions of the Regulations (hereinafter referred to as the "**Second Public Announcement**"). For further details on the said offers, please refer to the aforementioned public announcements available on SEBI's website (www.sebi.gov.in)

1.5 The Acquirer along with PACs are making this voluntary offer to acquire up to 6,100,000 Equity Shares, representing 20% of the Diluted Capital of the Target Company (refer to paragraph 2.4 below), in compliance with Regulation 10 and 12 of Chapter III of the Regulations, at a price of Rs. 330 per Equity Share payable in cash. In terms of Regulation 25(1) & (3) of the Regulations, this PA is a competitive bid. All Equity Shares tendered and accepted under the Offer will be acquired by BEL. The PACs will not acquire any Equity Shares under this Offer.

1.6 The Acquirer and PACs intend to acquire a majority shareholding in the Target Company accompanied with a change in control of the Target Company. Consequently, this Offer is being made in compliance with Regulation 10 and 12 of the Regulations. The Acquirer and/ or the PACs may acquire additional Equity Shares of the Target Company, including from the open market, through negotiation or otherwise, in accordance with the Regulations up to 7 working days prior to closure of the Offer. Furthermore, the Acquirer may decide to exercise warrants mentioned under paragraph 1.3 above up to 7 working days prior to closure of the Offer. The Acquirer has requested OSIL for registering the warrants in its name.

1.7 In the event the Acquirer and/ or the PACs acquire additional Equity Shares of the Target Company during the offer period, such acquisition shall be disclosed to the stock exchanges where the Equity Shares of the Target Company are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the Regulations. Furthermore, in the event of any further acquisition of Equity Shares by the Acquirer up to 7 working days prior to closure of the Offer at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or higher than the highest price paid for such acquisition.

2. The Offer

2.1 The Offer is being made by the Acquirer along with PACs to the shareholders of OSIL to acquire up to 6,100,000 Equity Shares, representing 20% of the Diluted Capital of the Target Company (refer to paragraph 2.4 below), in compliance with Regulation 10 and 12 of Chapter III of the Regulations, at a price of Rs. 330 per Equity Share payable in cash.

2.2 In terms of Regulation 25(1) & (3) of the Regulations, this PA is a competitive bid.

2.3 All Equity Shares tendered and accepted under the Offer will be acquired by BEL subject to the terms and conditions set out herein, and in the letter of offer to be sent to the shareholders. The PACs will not acquire any Equity Shares under this Offer.

2.4 The issued, subscribed and paid up capital of OSIL is Rs. 2,000 lakhs consisting of 20,000,000 Equity Shares of Rs. 10 each. In addition, OSIL had issued a total of 10,500,000 warrants on December 20, 2007 entitling the holder of each warrant to subscribe to one Equity Share against each warrant within 18 months from the date of issue, i.e., until June 19, 2009 (Source: Annual Report of OSIL 2007-08).

Therefore, while determining twenty per cent (20%) of the voting capital for the purpose of minimum offer in terms of Regulation 21(5) of the Regulations, the total voting capital is considered to be 30,500,000 Equity Shares (the "**Diluted Capital**"), which consists of 20,000,000 Equity Shares which have been issued, subscribed and paid-up, and 10,500,000 Equity Shares which may be issued on exercise of warrants till June 19, 2009.

2.5 This Offer is not subject to any minimum level of acceptance and the Acquirer will acquire the Equity Shares of OSIL that are tendered in valid form in terms of this Offer up to a maximum of 6,100,000 Equity Shares.

2.6 In the event the Equity Shares tendered in the Offer by the shareholders of OSIL are more than the Equity Shares to be acquired under the Offer, the acquisition of Equity Shares from each shareholder will be as per provisions of Regulation 21(6) of the Regulations on a proportionate basis, irrespective of whether the Equity Shares are held in physical or dematerialized form.

2.7 This Offer is subject to receipt of the statutory and other approvals mentioned in paragraph 8 of this PA. In accordance with Regulation 27 of the Regulations, if the statutory and other approvals are refused, the Offer would stand withdrawn.

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

2.9 Mr. Brij Bhushan Singal, Mr. Neeraj Singal, BSTPL, BTPL, BIPL, BCSPL and BSL are persons acting in concert with the Acquirer within the meaning of Regulation 2(1)(e)(1) of the Regulations. Due to the operation of Regulation 2(1)(e)(2) of the Regulations, there could be persons who could be deemed to be acting in concert with the Acquirer and the PACs. However, such persons are not acting in concert for the purposes of this Offer.

2.10 The Manager to the Offer does not hold any Equity Shares of the Target Company as of the date hereof.

2.11 The Acquirer and the PACs acquired a total of 2,124,748 Equity Shares of OSIL during the 12 month period prior to the date of this PA. The highest price and weighted average price paid by the Acquirer and/ or the PACs for acquisition of Equity Shares of OSIL during the twelve months preceding the date of this PA is Rs. 472.71 per Equity Share and Rs. 134.37 per Equity Share, respectively.

2.12 All data relating to the Target Company has been obtained from information available in the public domain. Accordingly, the Acquirer and the Board of Directors of the Acquirer have not independently verified the accuracy of any information in relation to the Target Company.

3. The Offer Price

3.1 The Equity Shares of OSIL are currently listed on the Bombay Stock Exchange Limited ("**BSE**"), the Calcutta Stock Exchange Association Limited ("**CSE**") and the Bhubaneshwar Stock Exchange Association Limited ("**BhSE**"). The shareholders of OSIL have approved the delisting of the Equity Shares from the CSE in the annual general meeting held on September 26, 2008. Furthermore, OSIL has also applied to the National Stock Exchange of India Limited ("**NSE**") for listing of its Equity Shares. (Source: Annual Report of OSIL 2007-08, www.bseindia.com and www.cse-india.com)

3.2 The Equity Shares of OSIL are "frequently traded" on the BSE within the meaning of explanation (i) to Regulation 20 (5) of the Regulations. The Acquirer has requested BhSE and CSE for trading data on the Equity Shares of the Target Company vide letters dated February 26, 2009. As on the date of this PA, no reply has been received from the BhSE and CSE to the aforementioned letters.

3.3 In accordance with Regulation 20(4) and 20(5) of the Regulations, the Offer Price of Rs. 330 per Equity Share is higher than all of the following:

a)	Negotiated Price under the agreement for acquisition of shares or voting rights or deciding to acquire shares or voting rights.	Not Applicable
b)	The highest price paid by the Acquirer or PACs for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of this PA.	290.57
c)	The highest of :	
	1) the average of the weekly high and low of the closing prices for the Equity Shares of OSIL for the 26 week period prior to the date of this PA, on the stock exchange where the shares of the Target Company are most frequently traded, i.e. the BSE	137.88
	2) the average of the daily high and low prices of the Equity Shares of OSIL during the 2 week period prior to the date of this PA, on the stock exchange where the shares of the Target Company are most frequently traded, i.e. the BSE	245.71
d)	Other parameters with reference to the Target Company for the year ending March 31, 2008 are as follows:	
	Return on Net Worth:	-2.47%
	Book Value per Share:	75.52
	Earnings Per Share:	(2.33)
	Price/ Earnings (PE) Ratio based on Offer Price:	Not Applicable

Notes:

1) Net worth calculated as the sum of paid up share capital, Equity Share warrants (as applicable), reserves and surplus (excluding revaluation reserves) less difference between profit and loss account and transfer from general reserve (as applicable).

2) Return on net worth calculated as Profit (Loss) After Tax divided by the net worth.

3) Book Value per Share calculated as the net worth divided by the number of Equity Shares outstanding.

3.4 In view of the above, the Offer Price of Rs. 330 per Equity Share is justified as per the Regulation 20 of the Regulations.

3.5 In terms of Regulation 25(1) & (3) of the Regulations, this PA is a competitive bid (please refer to paragraph 1.4).

3.6 The Acquirer and PACs intend to acquire a majority shareholding in the Target Company accompanied with a change in control of the Target Company. Consequently, this Offer is being made in compliance with Regulation 10 and 12 of the Regulations. The Acquirer and/ or the PACs may acquire additional Equity Shares of the Target Company, including from the open market, through negotiation or otherwise, in accordance with the Regulations up to 7 working days prior to closure of the Offer. Furthermore, the Acquirer may decide to exercise warrants mentioned under paragraph 1.3 above up to 7 working days prior to closure of the Offer. The Acquirer has requested OSIL for registering the warrants in its name.

3.7 In the event the Acquirer and/ or PACs acquire additional Equity Shares of the Target Company during the offer period, such acquisition shall be disclosed to the stock exchanges where the Equity Shares of the Target Company are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the Regulations. Furthermore, in the event of any further acquisition of Equity Shares by the Acquire up to 7 working days prior to closure of the Offer at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or higher than the highest price paid for such acquisition.

4. Information on the Acquirer

4.1 BEL was incorporated on September 14, 2005 under the Companies Act 1956 as a private limited company. BEL was subsequently converted into a public limited company on December 19, 2006. BEL has its registered office at F – Block, 1st Floor, International Trade Tower, Nehru Place, New Delhi – 110 019, India.

4.2 The issued and paid up capital of BEL is Rs. 7,123.00 lakhs consisting of 71,230,000 equity shares of Rs. 10 each.

4.3 BEL is part of the Bhushan group of companies. BEL is promoted by Mr. Brij Bhushan Singal and Mr. Neeraj Singal who are also directors on the board of BEL.

4.4 BEL is engaged in the business of power generation, transmission and distribution.

4.5 BEL has not started commercial operations and consequently, does not have a statement of profit and loss for the years ended March 31, 2006, 2007 and 2008. Summary balance sheet items of BEL as at March 31, 2006, 2007 and 2008, certified by Mehra Goel & Co., Chartered Accountants, New Delhi and based on audited financial statements, as adjusted, are as follows:

	Year ended March 31, 2006	Year ended March 31, 2007	Year ended March 31, 2008
	(in Rs. lakhs)		
Paid up share capital	1.00	3,401.00	5,901.00
Reserves and surplus (excluding revaluation reserves)	0.00	1,600.00	7,600.00
Net worth	(0.58)	4,924.39	13,362.27
Book Value per Share (Rs.)	(5.80)	14.48	22.64

4.6 The equity shares of BEL are currently not listed on any stock exchange.

4.7 BEL has not been prohibited by the Securities and Exchange Board of India ("**SEBI**") from dealing in securities, in terms of directions issued under the Securities and Exchange Board of India Act, 1992, as amended (the "**SEBI Act**") or under any other regulation made under the SEBI Act.

5. Information on the PACs

5.1 Mr. Brij Bhushan Singal

5.1.1 Mr. Brij Bhushan Singal, 72, is a graduate in law with over 45 years experience in the steel industry. Mr. Brij Bhushan Singal has promoted and set-up companies primarily engaged in the manufacturing and marketing of steel products and other diversified activities. Mr. Brij Bhushan Singal, along with his family members, relatives and associated companies, has promoted the Bhushan group of companies.

5.1.2 Mr. Brij Bhushan Singal currently resides at W-29, Greater Kailash, Part – II, New Delhi – 110 048, India.

5.1.3 As per certificate dated February 27, 2009 given by Mehra Goel & Co., Chartered Accountants, New Delhi (signing through Mr. R. K. Mehra; Membership no. – 6102), 505, Chiranjiv Tower, 43 Nehru Place, New Delhi-110019; Tel. No.: +91-11-2641 9527; Fax No.: +91-11-2621 7981, the net worth of Mr. Brij Bhushan Singal is Rs. 25,970.42 lakhs as of December 31, 2008.

5.1.4 Mr. Brij Bhushan Singal is a promoter shareholder of BEL and BSL, and in addition, is a member of the board of directors of both the companies. He is also a promoter shareholder of BTPL.

5.2 Mr. Neeraj Singal

5.2.1 Mr. Neeraj Singal, 40, is a graduate in arts with over 20 years experience in the steel industry specifically in the fields of project implementation and operation of cold rolled steel strip and galvanizing projects.

5.2.2 Mr. Neeraj Singal currently resides at W-29, Greater Kailash, Part – II, New Delhi – 110 048, India.

5.2.3 As per certificate dated February 27, 2009 given by Mehra Goel & Co., Chartered Accountants, New Delhi (signing through Mr. R. K. Mehra; Membership no. – 6102), 505, Chiranjiv Tower, 43 Nehru Place, New Delhi-110019; Tel. No.: +91-11-2641 9527; Fax No.: +91-11-2621 7981, the net worth of Mr. Neeraj Singal is Rs. 33,231.45 lakhs as of December 31, 2008.

5.2.4 Mr. Neeraj Singal is a promoter shareholder of BEL and BSL, and in addition, is a member of the board of directors of both the companies. He is also a promoter shareholder of BTPL.

5.3 BNS Steel Trading Private Limited ("BSTPL")

5.3.1 BSTPL was incorporated on December 8, 2006 under the Companies Act 1956 as a private limited company. BSTPL has its registered office at 315, 3rd Floor, E-Block, International Trade Tower, Nehru Place, New Delhi – 110 019, India.

5.3.2 The issued and paid up capital of BSTPL is Rs. 151.00 lakhs consisting of 1,510,000 equity shares of Rs. 10 each.

5.3.3 BSTPL is part of the Bhushan group of companies. Mrs. Ritu Singal has a 0.34% shareholding in BSTPL. In addition, BIPL and BTPL hold 49.83% each in BSTPL.

5.3.4 As per the main objects of the company, BSTPL is authorized to carry on the business of trading in various varieties of steel, ores, ferrous substances, metals and finished metallic products such as strips, pipes etc.

5.3.5 BSTPL was incorporated on December 8, 2006 and consequently, there are no audited financial statements relating to the full operating year ended March 31, 2006. The summary financials of BSTPL for the period ended March 31, 2007 and year ended March 31, 2008, certified by Mehra Goel & Co., Chartered Accountants, New Delhi and based on audited financial statements, as adjusted, are as follows:

	Period ended March 31, 2007	Year ended March 31, 2008
	(in Rs. lakhs)	
Total Income	0.06	0.29
Profit/ (Loss) After Tax	(5.08)	0.00
Paid up share capital	151.00	151.00
Reserves and surplus (excluding revaluation reserves)	444.90	444.91
Net worth	595.90	595.91
Earnings/ (Loss) per Share (Rs.)	(1.06)	-
Return on Net Worth (%)	-0.85%	-
Book Value per Share (Rs.)	39.46	39.46

5.3.6 The equity shares of BSTPL are currently not listed on any stock exchange.

5.3.7 BSTPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under the SEBI Act or under any other regulation made under the SEBI Act.

5.4 BBN Transportation Private Limited ("BTPL")

5.4.1 BTPL was incorporated on December 8, 2006 under the Companies Act 1956 as a private limited company. BTPL has its registered office at 315, 3rd Floor, E-Block, International Trade Tower, Nehru Place, New Delhi – 110 019, India.

5.4.2 The issued and paid up capital of BTPL is Rs. 195.00 lakhs consisting of 1,950,000 equity shares of Rs. 10 each.

5.4.3 BTPL is part of the Bhushan group of companies. Mr. Brij Bhushan Singal and Mr. Neeraj Singal hold 0.26% each of the paid up capital of BTPL. In addition, BSTPL, BIPL, BCSPL and BNS Placement Services Private Limited hold 24.62%, 25.64%, 23.59% and 25.64%, respectively in BTPL.

5.4.4 As per the main objects of the company, BTPL is authorized to carry on the business of providing transportation and package tour services.

5.4.5 BTPL was incorporated on December 8, 2006 and consequently, there are no audited financial statements relating to the full operating year ended March 31, 2006. The summary financials of BTPL for the period ended March 31, 2007 and the year ended March 31, 2008, certified by Mehra Goel & Co., Chartered Accountants, New Delhi and based on audited financial statements, as adjusted, are as follows:

	Period ended March 31, 2007	Year ended March 31, 2008
	(in Rs. lakhs)	
Total Income	0.06	1.98
Profit/ (Loss) After Tax	(5.08)	1.17
Paid up share capital	101.00	195.00
Reserves and surplus (excluding revaluation reserves)	(5.10)	842.08
Net worth	95.90	1,037.08
Earnings/ (Loss) per Share (Rs.)	(1.18)	0.07
Return on Net Worth (%)	-5.30%	0.11%
Book Value per Share (Rs.)	9.50	53.18

5.4.6 The equity shares of BTPL are currently not listed on any stock exchange.

5.4.7 BTPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under the SEBI Act or under any other regulation made under the SEBI Act.

5.5 BNR Infotech Private Limited ("BIPL")

5.5.1 BIPL was incorporated on December 7, 2006 under the Companies Act 1956 as a private limited company. BIPL has its registered office at 315, 3rd Floor, E-Block, International Trade Tower, Nehru Place, New Delhi – 110 019, India.

5.5.2 The issued and paid up capital of BIPL is Rs. 151.00 lakhs consisting of 1,510,000 equity shares of Rs. 10 each.

5.5.3 BIPL is part of the Bhushan group of companies. Mrs. Ritu Singal holds 0.33% of the paid up capital of BIPL. In addition, BSTPL, BCSPL and BNS Placement Services Private Limited hold 33.11%, 49.67% and 16.89%, respectively in BIPL.

5.5.4 As per the main objects of the company, BIPL is authorized to carry on the business of information technology and computer consultancy services.

5.5.5 BIPL was incorporated on December 7, 2006 and consequently, there are no audited financial statements relating to the full operating year ended March 31, 2006. The summary financials of BIPL for the period ended March 31, 2007 and year ended March 31, 2008, certified by Mehra Goel & Co., Chartered Accountants, New Delhi and based on audited financial statements, as adjusted, are as follows:

	Period ended March 31, 2007	Year ended March 31, 2008
	(in Rs. lakhs)	
Total Income	0.06	0.29
Profit (Loss) After Tax	(5.08)	0.00
Paid up share capital	151.00	151.00
Reserves and surplus (excluding revaluation reserves)	444.90	444.91
Net worth	595.90	595.91
Earnings/ (Loss) per Share (Rs.)	(1.15)	-
Return on Net Worth (%)	-0.85%	-
Book Value per Share (Rs.)	39.46	39.46

5.5.6 The equity shares of BIPL are currently not listed on any stock exchange.

5.5.7 BIPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under the SEBI Act or under any other regulation made under the SEBI Act.

5.6 BNR Consultancy Services Private Limited ("BCSPL")

5.6.1 BCSPL was incorporated on December 7, 2006 under the Companies Act 1956 as a private limited company. BCSPL has its registered office at Flat No. 111, Lotus Building, Bhushan Garden, Village – Savroli & Nifan, Taluka – Khalapur (near Khopoli), Dist. – Raigad, Maharashtra – 410 202, India.

5.6.2 The issued and paid up capital of BCSPL is Rs. 151.00 lakhs consisting of 1,510,000 equity shares of Rs. 10 each.

5.6.3 BCSPL is part of the Bhushan group of companies. Mrs. Ritu Singal holds 0.34% of the paid up capital of BCSPL. In addition, BTPL, BIPL and BNS Placement Services Private Limited hold 33.11%, 16.72% and 49.83%, respectively in BCSPL.

5.6.4 As per the main objects of the company, BCSPL is authorized to carry on the business of providing consultancy and advisory services primarily in the field of technology and engineering.

5.6.5 BCSPL was incorporated on December 7, 2006 and consequently, there are no audited financial statements relating to the full operating year ended March 31, 2006. The summary financials of BCSPL for the period ended March 31, 2007 and year ended March 31, 2008, certified by Mehra Goel & Co., Chartered Accountants, New Delhi and based on audited financial statements, as adjusted, are as follows:

	Period ended March 31, 2007	Year ended March 31, 2008
	(Rs. lakhs)	
Total Income	0.06	0.28
Profit (Loss) After Tax	(5.39)	0.00
Paid up share capital	151.00	151.00
Reserves and surplus (excluding revaluation reserves)	444.60	444.61
Net worth	595.60	595.61
Earnings/ (Loss) per Share (Rs.)	(00.96)	-
Return on Net Worth (%)	-0.90%	-
Book Value per Share (Rs.)	39.44	39.44

5.6.6 The equity shares of BCSPL are currently not listed on any stock exchange.

5.6.7 BCSPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under the SEBI Actor under any other regulation made under the SEBI Act.

5.7 Bhushan Steel Limited ("BSL")

5.7.1 BSL was incorporated on January 7, 1983 under the Companies Act 1956 as Jawahar Metal Industries Private Limited. BSL became a deemed public company with effect from July 14, 1989 and its name was subsequently changed to Bhushan Steel and Strips Limited on June 9, 1992. On April 12, 2007 its name was changed to Bhushan Steel Limited. BSL has its registered office at F – Block, 1st Floor, International Trade Tower, Nehru Place, New Delhi – 110 019, India.

5.7.2 The issued and paid up capital of BSL is Rs. 4,247.17 lakhs consisting of 42,471,662 equity shares of Rs. 10 each.

5.7.3 BSL is part of the Bhushan group of companies. BSL is promoted by Mr. Brij Bhushan Singal, his family members, relatives and associated promoter group companies. As at December 31, 2008, the promoter and promoter group of BSL held 28,083,928 equity shares representing 66.12% of the paid up capital of BSL. Mr. Brij Bhushan Singal and Mr. Neeraj Singal are promoter directors of BSL.

5.7.4 BSL is engaged in the business of manufacturing auto grade steel with facilities in Sahibabad (Uttar Pradesh) and Raigad (Maharashtra). BSL utilizes raw materials from the primary steel sector such as billets, plates, rounds and hot rolled coils/ plates to produce value added products including cold rolled steel/ cold rolled galvanized steel/ color coated galvanized steel strips, sheets and coils, precision tubes, hardened and tempered cold rolled steel strips, high tensile steel strapings, sponge iron, billets, wire rods and formed products. BSL is also in advanced stages of setting up an integrated steel plant at Dhenkanal (Orissa). The plant, once fully commissioned, will produce auto grade hot rolled coils, which will be internally consumed in BSL's existing facilities to manufacture value added products.

5.7.5 The summary financials of BSL for the years ended March 31, 2006, 2007 and 2008, certified by Mehra Goel & Co., Chartered Accountants, New Delhi and based on standalone audited financial statements, as adjusted, are as follows:

	Year ended March 31, 2006	Year ended March 31, 2007	Year ended March 31, 2008
	(in Rs. lakhs)		
Total Income	280,514.78	386,816.15	425,725.40
Profit After Tax	15,424.68	31,297.16	42,372.72
Paid up share capital	4,127.17	4,247.17	4,247.17
Reserves and surplus (excluding revaluation reserves)	84,819.12	117,154.04	158,284.52
Net worth	95,937.53	133775.33	182,205.58
Earnings per Share - Diluted (Rs.)	37.85	74.89	99.77
Return on Net Worth (%)	16.14%	23.39%	23.25%
Book Value per Share (Rs.)	231.58	314.98	429.01

5.7.6 The equity shares of BSL are currently listed on the BSE and NSE.

5.7.7 BSL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under the SEBI Act or under any other regulation made under the SEBI Act.

As mentioned in the above paragraphs, BSTPL, BTPL, BIPL, BCSPL and BSL are part of the Bhushan group of companies which is promoted by Mr. Brij Bhushan Singal, his family members, relatives and associated companies.

6. Information on the Target Company

(All data relating to the Target Company has been obtained from information available in the public domain. Accordingly, the Acquirer and the Board of Directors of the Acquirer have not independently verified the accuracy of any information in relation to the Target Company.)

6.1 OSIL was incorporated on April 9, 1979 and was promoted as a joint sector company by the Industrial Promotion & Investment Corporation of Orissa and Torsteel Research Foundation and its associates. The registered office of the Target Company is OSIL House, Gangadhar Meher Marg, Bhubaneshwar, 751 024, Orissa, India.

6.2 The issued, subscribed and paid up capital of OSIL is Rs. 2,000 lakhs consisting of 20,000,000 Equity Shares of Rs. 10 each. In addition, OSIL had issued a total of 10,500,000 warrants on December 20, 2007 entitling the holder of each warrant to subscribe to one Equity Share against each warrant within 18 months from the date of issue, i.e., until June 19, 2009. There are no partly paid up Equity Shares as on the date of this PA.

6.3 As at December 31, 2008, the promoters and promoter group of OSIL hold 41.51% of the paid up capital of the Target Company.

6.4 OSIL primarily manufacturers sponge iron and steel billets, and has a production facility located in Keonjhar (Orissa). OSIL has also received allocation of iron ore mines situated approximately 35 kilometers from its plant.

6.5 The summary financials of OSIL for the years ended March 31, 2006, 2007 and 2008 based on audited financial statements included in the annual reports of the Target Company, are as follows:

	Year ended March 31, 2006	Year ended March 31, 2007	Year ended March 31, 2008
	(in Rs. lakhs)		
Total Income	13,685.41	8,787.62	12,280.67
Profit (Loss) After Tax	184.89	(1,869.84)	(373.17)
Paid up share capital	1,309.00	1,450.00	2,000.00
Reserves and surplus (excluding revaluation reserves)	3,001.13	1,570.37	11,299.80
Net worth (1)	4,310.14	3,020.37	15,104.30
Earnings/ (Loss) per Share (Rs.)	1.53	(12.90)	(2.33)
Return on Net Worth (%) (2)	4.29%	-61.91%	-2.47%
Book Value per Share (Rs.) (3)	32.93	20.83	75.52

Notes:

1) Net worth calculated as the sum of paid up share capital, Equity Share warrants (as applicable), reserves and surplus (excluding revaluation reserves) less difference between profit and loss account and transfer from general reserve (as applicable).

2) Return on net worth calculated as Profit (Loss) After Tax divided by the net worth.

3) Book Value per Share calculated as the net worth divided by the number of Equity Shares outstanding.

6.6 The Equity Shares of OSIL are currently listed on the BSE, CSE and BhSE. The shareholders of OSIL have approved the delisting of the Equity Shares from the CSE in the annual general meeting held on September 26, 2008. Furthermore, OSIL has also applied to the NSE for listing of its Equity Shares.

6.7 None of the directors of the Acquirer or any PAC are currently on the board of the Target Company.

7. Reasons for the Offer and Future Plans

7.1 This Offer is voluntary in nature and is being made by the Acquirer along with the PACs in compliance with Regulation 10 and 12 of the Regulations for substantial acquisition of Equity Shares accompanied with a change in control and management of the Target Company.

7.2 The acquisition of Equity Shares will enable the Acquirer (taken together with the shareholding of the PACs in the Target Company) to get a substantial ownership in the Target Company. The Bhushan group has considerable interests in the Indian steel industry including the manufacture of valued added auto grade steel products with an increasing presence in the primary steel sector. The acquisition will enable the Bhushan group to scale up its business operations by further expanding its presence in the primary steel sector, and providing access to upstream iron ore mines. In addition, the acquisition will also result in synergies for the Target Company, including the sharing of best practices in manufacturing and quality assurance systems and processes, enhanced human capital and managerial talent, and potential financial/ operational synergies.

7.3 The Acquirer does not have any plan to dispose off or otherwise encumber any asset of the Target Company in the next two years except in the ordinary course of business of the Target Company. However, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to applicable laws, permissions, consents, if any.

8. Statutory and Other Approvals

8.1 The Offer is subject to the receipt of approval from Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 ("FEMA"), for acquisition of Equity Shares by the Acquirer from Non-Resident Shareholders in this Offer, if required under applicable regulations. The Acquirer will make necessary applications for such approvals. Promptly after obtaining such approvals, the Offer shall be proceeded with.

8.2 To the best of the knowledge of the Acquirer, no other statutory or regulatory approval is required for it to proceed with this Offer. If any other approvals are required subsequently, the Offer would be subject to such additional approvals. In terms of Regulation 27(1)(b) of the Regulations, the Acquirer will have a right not to proceed with the Offer in the event the approvals indicated above are refused. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closing of the Offer. In case of a delay in receipt of the aforementioned approvals, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to the tendering shareholders, subject to the Acquirer agreeing to pay interest to the shareholders for the delayed period beyond 15 days from the date of closing of the Offer as directed by SEBI in terms of Regulation 22(12) of the Regulations. Further, if a delay occurs on account of wilful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will become applicable. As provided under Regulation 27 of the Regulations, the Acquirer will not proceed with the Offer in the event the statutory approvals indicated above are refused.

8.3 Under the terms of certain of its loan and financing documents, the Acquirer requires the consent of certain of its lenders in order to acquire shares of the Target Company. The Acquirer has applied to the relevant banks and financial institutions for seeking their consents.

9. Delisting Option to the Acquirer

9.1 Pursuant to acquisition of Equity Shares of Target Company under this Offer, the public shareholding in the Target Company is not expected to fall below the levels stipulated by the listing agreement and hence the provision of Regulation 21 (2) would, in any event, not apply. In the event that the acquisition made in pursuance to the Offer results in the public shareholding of the Target Company falling below the minimum level required as per Clause 40A of the Listing Agreement, the Acquirer undertakes to comply with the requirements of Clause 40A of the Listing Agreement, by adopting one of the methods specified therein.

10. Funding Arrangement for the Offer

10.1 The maximum purchase consideration payable by the Acquirer to acquire 6,100,000 Equity Shares at the Offer Price of Rs. 330 per Equity Share in case of full acceptance of the Offer would be Rs. 20,130.00 lakhs.

10.2 In accordance with Regulation 28 of the Regulations, the Acquirer has executed a bank guarantee dated February 27, 2009 (the "**Bank Guarantee**") through IndusInd Bank Limited, a banking company having a branch office at Nehru Place Branch, International Trade Tower, Nehru Place, New Delhi - 110019, in favor of the Manager to the Offer for an amount of Rs. 3,520 lakhs, which is in excess of 25% of the value of the total consideration up to Rs. 10,000 lakhs and 10% of the value of the total consideration beyond Rs. 10,000 lakhs payable under the Offer (assuming full acceptances). The Manager to the Offer has been duly authorized to realize the value of the aforesaid Bank Guarantee in terms of the Regulations. The Bank Guarantee is valid until 20 days from the day of closure of the Offer or withdrawal under Regulation 27 of the Regulations or June 30, 2009, whichever is earlier.

10.3 The Acquirer, the Manager to the Offer, and IndusInd Bank Limited, a banking company having a branch office at Nehru Place Branch, International Trade Tower, Nehru Place, New Delhi - 110019 (the "**Escrow Agent**") have entered into an escrow agreement dated February 27, 2009 (the "**Escrow Agreement**"). In accordance with Regulation 28 of the Regulations and pursuant to the Escrow Agreement, the Acquirer has established an escrow account under the name and title of "Escrow A/c – BEL OSIL Open Offer" ("**Escrow Account**") in favor of the Manager to the Offer for a cash deposit of Rs. 201.30 lakhs (being equal to 1% of the total consideration payable under the Offer assuming full acceptance) ("**Escrow Amount**") with the Escrow Agent. In terms of the Escrow Agreement, the Manager to the Offer has been duly authorized to realize the value of the aforesaid Escrow Account in terms of the Regulations.

10.4 Based on the available liquid resources of the Acquirer and BSL and the undertaking given by BSL dated February 27, 2009 for providing required funding support, Mehra Goel & Co., Chartered Accountants have confirmed vide their letter dated February 27, 2009 that the Acquirer has sufficient liquid resources to fulfill the Acquirer's payment obligations in full under the Offer.

10.5 Based on the above, the Manager to the Offer is satisfied that the Acquirer has the financial resources in terms of Regulation 16(xiv) of the Regulations to implement the Offer in accordance with the Regulations.

11. Other Terms of the Offer

11.1 The letter of offer together with the Form of Acceptance-cum-Acknowledgement will be mailed to the shareholders of the Target Company (except the Acquirer and PACs, as applicable) whose names appear on the Register of Members of the Target Company and to the beneficial owners of the Equity Shares of the Target Company in dematerialised form whose names appear on the beneficial records of the respective depositories at the close of business on Monday, March 2, 2009 (the "**Specified Date**").

11.2 Shareholders who hold Equity Shares in physical form and wish to tender their Equity Shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and a blank transfer deed(s) duly signed, to the Registrar to the Offer, RCMC Share Registry Private Limited, (hereinafter referred to as the "**Registrar to the Offer**"), either by hand delivery during normal business hours, as specified in paragraph 11.4 below or by Registered Post on or before the closing of the Offer, i.e. Wednesday, May 13, 2009, in accordance with the instructions specified in the letter of offer and the Form of Acceptance-cum-Acknowledgement.

11.3 The Registrar to the Offer has opened a special depository account with PNR Securities Limited ("PNR Securities"). Beneficial owners and shareholders holding shares in the dematerialized form, will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar to the Offer either by hand delivery during normal business hours, as specified in paragraph 11.4 below, or by Registered Post on or before the closing of the Offer, i.e., Wednesday, May 13, 2009, along with 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 favor of "RCMC-OSIL Open Offer Escrow A/c". ("Depository Escrow Account)" filled in as per the instructions given below:

Depository	National Securities Depository Limited ("NSDL")
DP Name	PNR Securities Limited
Client ID Number:	10021978
DP ID Number:	IN 301241

The credit for the delivered shares should be received in the Depository Escrow Account on or before the closing of the Offer, i.e., no later than Wednesday, May 13, 2009 in accordance with the instructions specified in the letter of offer and the Form of Acceptance-cum-Acknowledgement.

Shareholders of OSIL having their beneficiary account in NSDL have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the special depository account with Central Depository Services (India) Limited.

11.4 The collection centres of the Registrar, for the purpose of the Offer are as follows:

Name & Address of the collection centre	Tel. No.	Contact Person	Mode of delivery
RCMC Share Registry Private Limited 1515, First Floor, Bhisham Pitamah Marg, Opp. Defence Colony, New Delhi	+91-11-2469 2346	Mr. D. S. Rawat	By Hand
RCMC Share Registry Private Limited B-106, Sector 2, Noida, Delhi NCR Uttar Pradesh – 201 301	+91-120-4015880 +91-120-2444346 (Fax)	Mr. Bhagwati Sharma	By Hand & Regd. Post
RCMC Share Registry Private Limited 119 A, 1st Floor, Bombay Market Tardeo, Mumbai 400034	+91-22-23517779	Mr. Ashok Kumar	By Hand
RCMC Share Registry Private Limited Flat No. 1, 16th Floor Chatterjee International Center Jawaharlal Nehru Road Kolkata 700071	+91-33-30246654	Mr. Vikas Singh	By Hand

Business Hours : Monday to Saturday: 10.00 a.m. to 4.00 p.m.
Holidays : Sundays and Bank Holidays

11.5 All shareholders of OSIL, registered or unregistered, who own Equity Shares of OSIL at any time prior to the closing of the Offer are eligible to participate in the Offer. Unregistered owners and shareholders who do not receive the copy of letter of offer can send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio no., together with the original share certificate(s), valid transfer deed(s), duly signed and stamped, and a copy of the original contract note issued by the broker through whom they acquired their Equity Shares. No indemnity is required from the unregistered owners.

11.6 In case of non-receipt of the letter of offer, eligible persons may (i) download the same from the SEBI website (www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer, or (iii) make an application to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio no., together with the original share certificate(s), valid transfer deed(s), duly signed and stamped, and a copy of the original contract note issued by the broker through whom they acquired their Equity Shares, so as to reach the Registrar to the Offer on or before the closing of the Offer, i.e., no later than Wednesday, May 13, 2009 or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer, on or before the closing of the Offer, i.e., no later than Wednesday, May 13, 2009.

11.7 Pursuant to Regulation 22(5A) of the Regulations, shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three (3) working days prior to the closing date of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before Friday, May 08, 2009.

(i) The withdrawal option can be exercised by submitting the Form of Withdrawal, which is enclosed with the letter of offer.

(ii) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical shares: name, address, distinctive numbers, folio number, number of shares tendered; and
- In case of dematerialized shares: name, address, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account.

11.8 Payment of the consideration to Shareholders of the Target Company who have tendered their Equity Shares under the Offer shall be made by way of cheques/ drafts. The Registrar to the Offer will hold in trust the Equity Shares lying in credit to the special depository account, Equity Share certificates tendered in physical form, Form of Acceptance-cum- Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/or the unaccepted Equity Shares/ Equity Share certificates are dispatched/ returned to the shareholders of the Target Company who have tendered their Equity Shares under the Offer.

11.9 Applications in respect of Equity Shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these Equity Shares pending transfer are not received together with the Equity Shares tendered under the Offer. The letter of offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

11.10 Shareholders of the Target Company who have sent their Equity Shares for dematerialization must ensure that the process of getting such Equity Shares dematerialized is completed well in advance, so that the credit to the special depository account of the Registrar takes place on or before the closing of the Offer, i.e. Wednesday, May 13, 2009, otherwise the application will be rejected.

11.11 If the aggregate of the valid responses to the Offer exceeds the Offer size of 6,100,000 Equity Shares of the Target Company representing 20.00% of the Diluted Capital of the Target Company (refer to paragraph 2.4 above), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations.

11.12 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by Registered Post/ Speed Post at the shareholders'/ unregistered owners' sole risk to the sole/ first shareholder. Equity Shares held in dematerialized form to the extent not accepted will be credited back to the same depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.

11.13 **While tendering the Equity Shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI approvals (specific or general) that they would have been required to obtain to acquire the Equity Shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered. While tendering shares under the Offer, NRI/ OCBs/ foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by Acquirer under the Income Tax Act, 1961 (the "Income Tax Act"), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.**

11.14 **As per the provisions of section 196D(2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ("FII") as defined in section 115 AD of the Income Tax.**

11.15 Securities transaction tax will not be applicable to the Equity Shares accepted in the Offer.

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

Activity	Day/ Date
Date of First Public Announcement	Saturday, February 7, 2009
Date of Second Public Announcement	Wednesday, February 25, 2009
Last date for competitive bid as per First Public Announcement	Saturday, February 28, 2009
Date of PA	Saturday, February 28, 2009
Specified Date (for the purpose of determining the names of shareholders to whom the letter of offer would be sent)	Monday, March 2, 2009
Date by which Letter of Offer will be posted to shareholders	Thursday, April 9, 2009
Date of opening of the Offer	Friday, April 24, 2009
Last date for revising the Offer Price/ number of Equity Shares	Monday, May 04, 2009
Last date for shareholders for withdrawing their acceptance tendered in the Offer	Friday, May 08, 2009
Date of closure of the Offer	Wednesday, May 13, 2009
Date by which acceptance/ rejection under the Offer would be intimated and the corresponding payment for the acquired Equity Shares and/ or the unaccepted Equity Shares/ share certificates will be dispatched/ credited	Thursday, May 28, 2009

In terms of Regulation 25(1) & (3) of the Regulations, this PA is a competitive bid. Shareholders should note that in case of a competitive bid, the public offers under all the subsisting bids shall close on the same date.

12. General

12.1 Shareholders of OSIL who have accepted the Offer by tendering the requisite documents in terms of the PA or the letter of offer can withdraw the same up to 3 (three) working days prior to the date of the closing of the Offer, in terms of Regulation 22 (5A) of the Regulations. (i.e. Friday, May 08, 2009).

12.2 The Acquirer can revise the Offer Price or the Offer size upwards up to 7 (seven) working days prior to the date of the closing of the Offer (i.e. Monday, May 04, 2009). If there is any upward revision in the Offer Price or Offer size before the last date of revision i.e. Monday, May 04, 2009 or if the Offer is withdrawn, the same would be communicated by way of a public announcement in the same newspapers where the original public announcement had appeared. The Acquirer would pay such revised Offer Price for all the Equity Shares validly tendered any time during the Offer and accepted under the Offer.

12.3 This is a competitive bid. The public offers under all the subsisting bids shall close on the same date.

The bidders as per First Public Announcement and Second Public Announcement would have the option to make an announcement revising the offer within 14 (fourteen) of this announcement

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

12.4 The Acquirer and PACs has not been prohibited by SEBI from dealing in securities, in terms of directions issued u/s 11B of the SEBI Act, 1992.

12.5 Pursuant to Regulation 13 of the Regulations, the Acquirer has appointed IDFC-SSKI Limited, as Manager to the Offer and RCMC Share Registry Private Limited, as Registrar to the Offer.

12.6 The Acquirer, PACs and their respective directors accept full responsibility for the information contained in this PA and also for the obligations of the Acquirer and the PACs under the Regulations and any subsequent amendments made thereto

12.7 For further details please refer to the letter of offer and the Form of Acceptance-cum-Acknowledgement which will be sent to the shareholders of OSIL.

Eligible persons to the Offer may download a copy of this PA from the SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the letter of offer and Form of Acceptance-cum-Acknowledgement, which will be available on the SEBI's website at www.sebi.gov.in from the Offer opening date, i.e. Friday, April 24, 2009 and tender their Equity Shares using the same.

MANAGER TO THE OFFER

IDFC SSKI
IDFC-SSKI Limited
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Contact Person: Mr Venkatraghavan S.
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REGISTRAR TO THE OFFER

RCMC
RCMC Share Registry Private Limited
B-106, Sector 2, Noida, Delhi NCR
Tel: +91-120-4015880
Contact Person: Mr. Bhagwati Sharma
Email: sectshares@rcmcdelhi.com

Advisors to the Acquirer: ANTIQUE **Antique Capital Markets Private Limited**

On behalf of:
The Acquirer
Bhushan Energy Limited
and Persons Acting in Concert
Mr. Brij Bhushan Singal, Mr. Neeraj Singal, BNS Steel Trading Private Limited, BBN Transportation Private Limited, BNR Infotech Private Limited, BNR Consultancy Services Private Limited and Bhushan Steel Limited

Place : New Delhi
Date : February 27, 2009