PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

SAH PETROLEUMS LIMITED

This public announcement ("PA") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), on behalf of NAF India Holdings Ltd ("Acquirer") along with Navis Lube Holdings Private Limited, Navis Asia Fund V LP, Navis Asia Fund V (2) LP, Navis Asia Fund V - E LP, Navis Asia Fund V GP LP and Navis Asia Fund V GP Limited hereinafter referred to as persons acting in concert ("PACs"), pursuant to and in compliance with, among others, regulation 10 and regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("Regulations").

The Offer

1. NAF India Holdings Ltd is the Acquirer, and Navis Lube Holdings Private Limited, Navis Asia Fund V LP, Navis Asia Fund V (2) LP, Navis Asia Fund V - E LP, Navis Asia Fund V GP LP and Navis Asia Fund V GP Limited are PACs for the purpose of this Offer.
2. As of the date of this PA, the issued and fully paid-up equity share capital of Sah Petroleums Limited ("Target Company" or "SPL") consists of 3,20,00,000 (Three Crores Twenty Lacs only) fully paid-up equity shares ("Current Share Capital") of face value of Rs.5/- each ("Share(s)"). The promoters of the Target Company are Rajendra Sah, Aditya Sah, Vivek Sah, their family members, and entities owned and controlled by them ("Promoters"). As of the date of this PA, the Promoters together hold 1,74,30,292 (One Crore Seventy Four Lacs, Thirty Thousand Two Hundred and Ninety Two only) Shares of SPL constituting 54.47% of the Current Share Capital of the Target Company.
3. The Acquirer has on October 17, 2008 executed a Share Subscription- Cum- Share Purchase-Cum-Shareholders Agreement ("SSPSA") with SPL and its Promoters. As per the SSPSA,
   a. the Acquirer would be allotted by the way of a preferential allotment 1,20,00,000 (One Crore Twenty Lacs only) Shares in SPL representing 27.27% of the equity share capital of the Target Company post preferential allotment ("Diluted Share Capital") at a price of Rs.26.65 (Rupees Twenty Six and Sixty Five Paise only) per Share to be paid in cash and
   b. the Acquirer would purchase from the Promoters of SPL, 65,00,000 (Sixty Five Lacs only) Shares representing 14.77% of Diluted Share Capital at a price of Rs.48.50 (Rupees Forty Eight and Fifty Paise only) per Share to be paid in cash.

   The above proposed events are hereinafter referred to as the "Transaction". Pursuant to completion of the Transaction, the Promoters shall hold 1,09,30,292 (One Crore Nine Lacs Thirty Thousand Two hundred and Ninety Two only) Shares comprising 24.84% of the Diluted Share Capital of SPL.
4. This open offer ("Offer") is being made by the Acquirer in compliance with regulations 10 and 12 of the Regulations triggered by an agreement to acquire more than 15% of Shares of the Target Company accompanied with a proposal of change of control of the Target Company.
5. Pursuant to this Offer, the Acquirer proposes to acquire 88,00,000 (Eighty Eight Lacs only) Shares of the Target Company ("**Offer Size**") representing 27.50% of the Current Share Capital (20% of the Diluted Share Capital) of the Target Company, at a price of Rs.48.50 (Rupees Forty Eight and Fifty Paise only) for each Share of the Target Company ("**Offer Price**"), to be paid in cash in accordance with the Regulations. There are no partly paid-up equity shares of the Target Company. This Offer is not subject to any minimum level of acceptance.
6. The Shares of the Target Company are listed on the Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") and are frequently traded on both exchanges. The annualised trading turnover based on the trading volume in the Shares of the Target Company on each of the above mentioned stock exchanges during April 2008 to September 2008 (6 (Six) calendar months preceding the month in which this PA is issued) is as under:

Name of Stock Exchange(s)	Total no. of Shares traded during the 6 (six) calendar months prior to the month in which PA is made	Total no. of listed Shares	Annualized trading turnover (as a % to total listed Shares)
BSE	56,10,417	3,20,00,000	35.07%
NSE	70,84,126	3,20,00,000	44.28%

Source: BSE and NSE websites

Based on the information available, the Shares of the Target Company are frequently traded; and are most frequently traded on the NSE within the meaning of explanation (i) to regulation 20 (5) of the Regulations.

7. None of the Acquirer, PACs or any of its directors has acquired nor has been allotted any Shares of the Target Company in the 12 (Twelve) months prior to the date of this PA.
8. Based on the parameters set out in the Regulations for frequently traded stocks, as per the date of this PA, the Offer Price is justified in view of the following:

Particulars	Price (in Rs. per Share)
The average of the high and low of the closing prices for every week for the last 26-weeks prior to the date of the PA on NSE	Rs.14.77
The average of the daily high and low of the intra-day trading prices for the last 2-weeks prior to the date of the PA on NSE	Rs.10.51
The negotiated price	Rs.48.50
The highest price paid by the Acquirer or persons acting in concert } with them for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the last 26 weeks	NA

   a. The Offer Price of Rs.48.50 (Rupees Forty Eight and Fifty Paise only) being the highest of the above is justified in terms of regulation 20(4) of the Regulations.
   b. The Acquirer is permitted to revise the Offer Price upward up to 7 (seven) working days prior to the date of closure of the Offer. In the event of such a revision, an announcement would be made in the same newspapers in which this PA has appeared and the revised Offer Price would be paid for all Shares accepted under the Offer.
   c. While the Promoters have entered into a non-compete arrangement with the Acquirer the consideration payable to them is a composite consideration and no specific or additional consideration has been paid to the Promoters for the non-compete arrangement.
9. As on the date of this PA, the Acquirer and the PACs do not hold any Shares in the Target Company.
10. As on the date of this PA, Kotak Mahindra Capital Company Limited, the Manager to the Offer, does not hold any Shares of the Target Company.
11. This is not a competitive bid.

Information about the Acquirer and the PACs

NAF India Holdings Ltd – Acquirer

12. NAF India Holdings Private Limited ("NAF India") is a private company incorporated on January 9, 2007, under the laws of Republic of Mauritius. The address of NAF India is 608 St. James Court, St Denis Street, Port Louis, Mauritius. Tel.: +230 210 9000, Fax: +230 210 9001.
13. NAF India is a wholly owned subsidiary of Navis Lube Holdings Private Limited and is managed and controlled by Navis Asia Fund V, GP LP. NAF India is a part of the Navis Group.
14. As on October 13, 2008 the allotted, called-up and fully paid-up share capital of NAF India consists of 2 (Two) ordinary shares of US$ 1 (Rs 48.86) each. Navis Lube Holdings Private Limited owns 100% of NAF India.
15. The shares of NAF India are unlisted.
16. The financial details of NAF India since inception till date are as follows:

	Jan 1, 2008 – Oct 13, 2008^^		Jan 9, 2007- Dec 31, 2007^	
	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs
Total Income	-	-	-	-
Profit after Tax	-	-	-	-
Equity Share Capital	0.002	0.001	0.002	0.001
Reserves and Surplus (Excluding Revaluation Reserves)	-	-	-	-
Networth	0.002	0.001	0.002	0.001
Earnings per Share	-	-	-	-
Book value per Share*	1.0	48.86	1.0	48.86
Return on Networth (%)**	-		-	

^ based on audited financials ^^based on limited review of financials

Note: Exchange rate used is the RBI Reference Rate as on October 16, 2008 i.e. USD 1 = Rs 48.86 (Source: www.rbi.org.in)

**Book Value per share calculated as the Networth / Number of outstanding shares as at end of the year*

***Return on Networth calculated as Profit after Tax / Networth as at the end of the year*

17. The primary business of NAF India Holdings Ltd is to act as an investment vehicle for investments made by Navis Asia Fund V GP LP.

Navis Lube Holdings Private Limited – PAC

18. Navis Lube Holdings Private Limited ("Navis Lube Holdings") is a private company incorporated on October 10, 2008 under the laws of Republic of Mauritius. The address of Navis Lube Holdings is 608 St. James Court, St Denis Street, Port Louis, Mauritius. Tel: +230 210 9000; Fax: +230 210 9001.
19. Navis Lube Holdings is a part of the Navis Group.
20. Navis Lube Holdings is owned by Navis Asia Fund V LP (holds 97.2%), Navis Asia Fund V (2) LP (holds 2.7%) and Navis Asia Fund V-E LP (holds 0.1%) and is managed and controlled by Navis Asia Fund V GP LP.
21. As on October 16, 2008, the allotted, called-up and fully paid-up share capital of Navis Lube Holdings consists of 1000 ordinary shares of US$ 1 each (Rs.48.86).
22. The shares of Navis Lube Holdings are unlisted.
23. Since Navis Lube Holdings was incorporated only on October 10, 2008 and its financial year end is December 31, 2008, no audited accounts are available for the Acquirer.
24. The primary business of Navis Lube Holdings is to act as an investment vehicle for investments made by Navis Asia Fund V GP LP.

Navis Asia Fund V LP - PAC

25. Navis Asia Fund V LP ("NAF V LP") is a limited partnership formed in Cayman Islands on January 12, 2007 under Exempted Limited Partnership Law, 1991. The address of NAF V LP is M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies. Tel: +1 345 949 8066; Fax: +1 345 949 8080.
26. NAF V LP is a private equity fund that is controlled by Navis Asia Fund V GP LP.
27. The financial details of NAF V LP since inception till date are as follows:

	Period Ended June 30, 2008^^		Year ended Dec 31, 2007^	
	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs
Total Income	370	181	981	479
Profit after Tax	(6,492)	(3,172)	(18,759)	(9,166)
Partner's Capital	407,408	199,059	326,447	159,502
Reserves and Surplus (Excluding Revaluation Reserves)	(25,251)	(12,338)	(18,759)	(9,166)
Networth	382,157	186,722	307,688	150,336
Return on Networth (%)**	(1.7%)		(6.1%)	

^ based on audited financials ^^based on limited review of financials

Note: Exchange rate used is the RBI Reference Rate as on October 16, 2008 i.e. USD 1 = Rs 48.86 (Source: www.rbi.org.in)

***Return on Networth calculated as Profit after Tax / Networth as at the end of the year*

28. The primary business of NAF V LP is to make equity & equity related investments in Asia, with a specific focus on South & South East Asia.

Navis Asia Fund V (2) LP – PAC

29. Navis Asia Fund V (2) LP ("NAF V (2) LP") is a limited partnership formed on January 25, 2007 in the Cayman Islands under the Exempted Limited Partnership Law, 1991. The address of NAF V(2) LP is M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies. Tel: +1 345 949 8066; Fax: +1 345 949 8080.
30. NAF V (2) LP is a private equity fund that is controlled by Navis Asia Fund V GP LP.
31. The financial details of NAF V (2) LP since inception till date are as follows:

	Period ended June 30, 2008^^		Year ended Dec 31, 2007^	
	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs
Total income	10	5	58	28
Profit after Tax	(178)	(87)	(487)	(238)
Partner's Capital	11,213	5,479	8,866	4,332
Reserves and Surplus (Excluding Revaluation Reserves)	(665)	(325)	(487)	(238)
Networth	10,548	5,154	8,379	4,094
Return on Networth (%)**	(1.7%)		(5.8%)	

^ based on audited financials ^^based on limited review of financials

Note: Exchange rate used is the RBI Reference Rate as on October 16, 2008 i.e. USD 1 = Rs 48.86 (Source: www.rbi.org.in)

***Return on Networth calculated as Profit after Tax / Networth as at the end of the year.*

32. The primary business of NAF V (2) LP is to make equity and equity related investments in Asia Pacific, with a specific focus on South & South East Asia.

Navis Asia Fund V - Employees LP - PAC

33. Navis Asia Fund V - Employees LP ("NAF V – E LP") is a limited partnership formed on March 20, 2007 in the Cayman Islands under the Exempted Limited Partnership Law, 1991. The address of NAF V-E LP is M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies. Tel: +1 345 949 8066; Fax: +1 345 949 8080.
34. NAF V-E LP is a private equity fund that is controlled by Navis Asia Fund V GP LP.
35. The financial details of NAF V-E LP since inception till date are as follows:

	Period ended June 30, 2008^^		Year ended Dec 31, 2007^	
	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs
Total Income	0.6	0.3	2	1
Profit after Tax	4	2	(14)	(7)
Partner's Capital	567	277	449	219
Reserves and Surplus (Excluding Revaluation Reserves)	(10)	(5)	(14)	(7)
Networth	557	272	435	213
Return on Networth (%)**	0.6%		(3.2%)	

^ based on audited financials ^^ based on limited review of financials

Note: Exchange rate used is the RBI Reference Rate as on October 16, 2008 i.e. USD 1 = Rs 48.86 (Source: www.rbi.org.in)

**Return on Networth calculated as Profit after Tax / Networth as at the end of the year

36. The primary business of NAF V-E LP is to make equity and equity related investments in Asia, with a specific focus on South & South East Asia.

Navis Asia Fund V GP LP – PAC

37. Navis Asia Fund V GP LP ("NAF V GP LP") is a limited partnership formed on 12 January 2007 in the Cayman Islands under the Exempted Limited Partnership Law, 1991. The address of NAF V GP LP is M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies. Tel: +1 345 949 8066; Fax: +1 345 949 8080.
38. NAF V GP LP is the general partner of and controls NAF V LP, NAF V (2) LP, and NAF V-E LP.
39. NAF V GP LP is part of the Navis Group and is controlled and managed by NAF V GP Ltd.
40. The financial details of NAF V GP LP since inception till date are as follows:

	Period ended June 30, 2008^^		Year ended March 31, 2008^		Jan 12, 2007- March 31, 2007^	
	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs
Total Income	-	-	4	2	-	-
Profit after Tax	(2)	(1)	(10)	(5)	(5)	(2)
Partner's Capital	0.002	0.001	0.002	0.001	0.002	0.001
Reserves and Surplus (Excluding Revaluation Reserves)	(171)	(83)	(207)	(101)	(5)	(2)
Networth	(171)	(83)	(207)	(101)	(5)	(2)
Return on Networth (%)**	NA		NA		NA	

^ based on audited financials

^^ based on limited review of financials

Note: Exchange rate used is the RBI Reference Rate as on October 16, 2008 i.e. USD 1 = Rs 48.86 (Source: www.rbi.org.in)

***Return on Networth calculated as Profit After Tax / Networth as at the end of the year*

41. The primary business of NAF V GP LP is to make equity & equity related investments in Asia Pacific, with a specific focus on South & South East Asia.

Navis Asia Fund V GP Limited – PAC

42. Navis Asia Fund V GP Limited ("NAF V GP Ltd") is a private limited company incorporated on January 12, 2007 in the Cayman Islands under the Companies Law CAP. 22. The address of NAF V GP Ltd is M&C Corporate Services Limited, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies. Tel: +1 345 949 8066; Fax: +1 345 949 8080.
43. NAF V GP Ltd is a part of the Navis Group, which owns 100% of NAF V GP Ltd.
44. NAF V GP Ltd is the general partner of and controls NAF V GP LP.
45. The financial details of NAF V GP Ltd are as follows:

	Period ended June 30, 2008^^		Year ended March 31, 2008^		Jan 12, 2007- March 31, 2007^	
	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs	USD ('000)	Rs. Lacs
Total Income	-	-	10	5	-	-
Profit after Tax	(1.3)	(0.6)	(9)	(4)	(5)	(2)
Equity share capital	0.10	0.05	0.10	0.05	0.10	0.05
Reserves and Surplus (Excluding Revaluation Reserves)	(15)	(8)	(14)	(7)	(5)	(2)
Networth	(15)	(7)	(14)	(7)	(5)	(2)
Earnings per share	(13)	(648)	(91)	(4,454)	(50)	(2,443)
Book Value per share*	(153)	(7,496)	(140)	(6,848)	(50)	(2,443)
Return on Networth (%)**	NA		NA		NA	

^ based on audited financials ^^based on limited review of financials

Note: Exchange rate used is the RBI Reference Rate as on October 16, 2008 i.e. USD 1 = Rs 48.86

(Source: www.rbi.org.in)

**Book Value per share calculated as the Networth / Number of outstanding shares as at end of the year*

***Return on Networth calculated as Profit after Tax / Networth as at the end of the year*

46. The primary business of NAF V GP Ltd is to make equity & equity related investments in Asia Pacific, with a specific focus on South & South East Asia.

Overview of Navis Group

47. NAF India Holdings Ltd , Navis Lube Holdings, NAF V LP, NAF V(2) LP, NAF V-E LP, NAF V GP LP and NAF V GP Ltd are all part of the Navis Group ("Navis"). Navis was formed in 1998 to make private equity investments in buyouts, recapitalizations, and financial restructurings in Asia. Navis contributes both capital and management expertise to a limited number of well-positioned companies with the objective of directing strategic, operational and financial improvements. Navis focuses exclusively on enterprises based in Asia, particularly South and South East Asia. Navis manages several private equity funds, whose Limited Partners include a number of well-known US, European, Middle Eastern and Asian commercial and investment banks, pension funds, insurance companies, corporations, as well as a number of high net worth individuals and family offices. Navis Group has grown significantly since inception, and now is one of the largest private equity professional teams in Asia, comprising 40 (Forty) professional investment staff, supported by 20 (Twenty) administrative staff, in seven offices across the region. Navis' first investment was made in 2000. Navis manages approximately US$2 billion in capital commitments.

Information about the Target Company

48. The Target Company was incorporated on July 6, 1983 under the Companies Act, 1956. The registered office of the Target Company is located at 406/407, Embassy Centre, Nariman Point, Mumbai – 400 021. Tel: +91-22-6630 1911, +91-22-2287 3097; Fax: +91-22-2287 5751.
49. As per the latest filings made with the NSE and BSE the total paid up equity share capital of the Target Company is Rs.16,00,00,000 (Rupees Sixteen Crores only) consisting of 3,20,00,000 Shares. There are no partly paid up Shares in the Target Company.
50. The Target Company is one of the leading manufacturers of industrial lubricants in India and manufactures a wide range of industrial and automotive lubricants, specialties, process oils etc., under the brand name of "IPOL". The manufacturing facilities of SPL are located in Vasai and Daman.
51. The Shares of the Target Company are listed on the BSE and the NSE.
52. The financial highlights of the Target Company, based on the audited consolidated financials, are as follows:

(All figures in Rupees Lacs except for per Share numbers)	3 (Three) months ended June 30, 2008^^	12 (Twelve) months ended March 31, 2008^	12 (Twelve) months ended March 31, 2007^	12 (Twelve) months ended March 31, 2006^
Total Income	6,107	21,426	18,522	11,606
Profit After Tax	365	1,844	1,008	800
Equity Share Capital	1,600	1,600	1,600	1,600
Reserves and Surplus (Excluding Revaluation Reserves)	NA	6,758	5,297	4,391
Networth	NA	8,358	6,897	5,991
Earning Per Share (Rs.) – Basic & Diluted	1.14	5.76	3.15	3.18
Book Value Per Share (Rs.)*	NA	26.12	21.55	18.72
Return on Networth**	NA	22.10%	14.62%	13.35%

^ Based on audited financials

^^ Based on limited review financials

*Book Value per Share calculated as the Networth / Number of outstanding Shares as at end of the year

**Return on Networth calculated as Profit after Tax / Networth as at the end of the year

Reasons for the Acquisition and Future plan about Target Company

53. The Offer is being made on account of substantial acquisition of Shares and voting rights of the Target Company with change in control.
54. The Acquirer acknowledges the significant potential offered by the lubricants manufacturing business in India due to its inherent strengths and proposes to invest in this industry through this Transaction.
55. The Acquirer proposes to strengthen the Target Company's position in this industry through various strategies, including the following:
    a. The Acquirer proposes to utilize their pool of experienced professionals who would contribute to the strategic decision making of the Target Company;
    b. The Acquirer proposes to help the Target Company with its long term capital requirements for growth.
56. As of date of this PA, the Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company and except to the extent already contracted by the Target Company. Notwithstanding the immediately preceding sentence, the Board of Directors of the Target Company will take appropriate decisions in these matters as per the requirements of business and in line with the business opportunities and exigencies from time to time.
57. Other than in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.
58. The Acquirer shall have the right to appoint a majority of the non-independent Board of Directors of the Target Company upon the completion of the Transaction.
59. Pursuant to the completion of the Transaction, Mrs Shobha Shah will be resigning from the board of the Target Company. Mr. Bruno P.Y.G. Seghin, representative of Acquirer, would be appointed as a director on the board of the Target Company. Other nominees of the Acquirer on the Board of the Target Company shall be nominated in due course.

Statutory Approvals and Other Approvals required for this Offer

60. This Offer is subject to the Acquirer's obtaining all necessary approvals including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended from time to time, for the acquisition / transfer of the Shares tendered pursuant to this Offer, as required. The Acquirer and the Target Company will make the requisite application to RBI to obtain their approvals for the acquisition / transfer of Shares validly tendered pursuant to this Offer.
61. As of the date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event any statutory approval indicated herein is not obtained in terms of regulation 27 of the Regulations.
62. It may be noted that in case of non-receipt of statutory approvals within time, the Securities and Exchange Board of India (the "SEBI") has a power to grant an extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest for the delay, as directed by SEBI under regulation 22(12) of the Regulations.
63. As per the loan agreements of the Target Company with various lenders, the following events require the consent of the banks and financial institutions as listed below:
    a. Axis Bank (working capital and LC facility) – any drastic change in management requires permission of the bank.
    b. Dena Bank (working capital facility) – bank's prior consent in writing required to effect any change in the Target Company's capital structure as otherwise stipulated by the bank and make changes in board of directors.
    c. ICICI Bank – prior written approval of the bank to amend or modify Target Company's charter documents.

    The Target Company shall be applying for the above consents required from concerned banks and financial institutions in due course

Option to the Acquirer in terms of Regulation 21(2)

64. Pursuant to the listing norms applicable to the Target Company, the Target Company is required to maintain a minimum public shareholding of 25% of the issued share capital. If the Offer results in the public shareholding being reduced to less than 25% of the issued share capital of the Target Company, the Acquirer undertakes to comply with the continuous listing guidelines laid out in the listing agreement of the Target Company with stock exchanges as required by regulation 21(2) of the Regulations. The Acquirer shall, in accordance with the methodology specified in the listing agreement, ensure that the minimum public shareholding threshold of 25% is regained within the timelines specified in the listing agreement in consultation with the stock exchanges.

Financial Arrangements

65. The maximum consideration payable under this Offer, assuming full acceptance, is Rs.42,68,00,000 (Rupees Forty Two Crores and Sixty Eight Lacs only) ("Maximum Consideration").
66. The Acquirer being foreign entities, the funds for the acquisition would be remitted from outside India. Ernst & Young (Address: Level 23A, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur, Malaysia. Tel: +603 7495 8000; Fax: +603 2095 5332) ("Accountants"), have confirmed vide their certificate dated October 15, 2008 that the Acquirer has adequate financial resources available for meeting its obligations under the Regulations for a value up to the Maximum Consideration.
67. By way of security for performance of its obligations under the Regulations, the Acquirer has made an escrow arrangement for the Offer comprising of cash deposit of an amount of Rs.10,67,00,000 (Rupees Ten Crores and Sixty Seven Lacs Only) in cash, amounting to 25% of the Maximum Consideration. The Acquirer has made the cash deposit with Kotak Mahindra Bank Limited, Mittal Court Branch, Nariman Point, Mumbai - 400021. This has been confirmed vide a confirmation letter dated October 16, 2008 issued by Kotak Mahindra Bank Limited. The Manager to the Offer is empowered to realize the value of the cash deposit in terms of the Regulations.
68. On the basis of the aforesaid financial arrangements and the Accountants' certificate, the Manager to the Offer confirms that adequate funds are available with the Acquirer through verifiable means to implement this Offer in full.

Other terms of this Offer

69. The Offer is not conditional and is not subject to any minimum level of acceptance.
70. A letter of offer ("**Letter of Offer**") specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement ("**Form of Acceptance**") and Form of Withdrawal will be mailed to all the shareholders, except the Acquirer, PACs, and parties to the SSPSA, whose names appear on the Register of Members of the Target Company at the close of business hours on October 31, 2008 ("**Specified Date**").
71. This Offer is made to all shareholders of the Target Company as on the Specified Date, and also to persons who acquire Shares before the closure of the Offer and tender these Shares into the Offer in accordance with this PA on or before December 24, 2008; save and except for the Acquirer, PACs, and parties to the SSPSA.
72. The shareholders of the Target Company who wish to tender their Shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer together with their share certificate(s), transfer deed or a photocopy of the delivery instruction to the depository participant and such other documents as may be specified in the Letter of Offer and the Form of Acceptance to the Registrar to the Offer in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. In case of non-receipt of the Letter of Offer, shareholders may download the same from the SEBI website as mentioned in paragraph 76 or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of ownership of the said Shares.
73. Shareholders of the Target Company who wish to accept the Offer shall send/deliver the Form of Acceptance along with all the relevant documents at any of the collection centers of the Registrar to the Offer mentioned below in accordance with the procedure as set out in the Letter of Offer.

S. No	Collection Centre	Address of Collection Centre	Contact Person	Phone no	Fax	Mode of delivery
1.	Ahmedabad	S-3/150, Shanti Apartment, Near Vardharan Tower, Shastri Nagar, Naranpura, Ahmedabad – 380 013	Mr. Alphesh D Sutar	+919227209715	0265-2337291	Hand Delivery
2.	Bangalore	Samarth Services, #74 Keshava Krupa Ist Floor, 30th Cross Jayanagar, 4th Block Bangalore – 560 011	Mr Umashanker	080-28918963/ +919845158104	080-41650974	Hand Delivery
3.	Baroda	45, Taskent Society, Near Dave Deep Shopping Complex, Nizampura, Baroda – 390 002	Mr Sanjay Sutar	0265-2775420/ +919825450718	0265-2337291	Hand Delivery
4.	Chennai	C/o Skystock Financial, 7/A Laxman Nagar, East Main Road, Chennai – 600 082	Mr B. Srinivasan	044-26712611/ +919840109859	044-26712611	Hand Delivery
5.	Hyderabad	1-8-155/A, Behind Autofin Showroom, above Sharavana Bhavan Hotel, P G Road , Secunderabad – 500 003	Mr Sireesh Tarela	040-65648544/ 65908183/ 65428544/ +919246529673	040-27729082	Hand Delivery
6.	Jaipur	M/s Maloo Finance & Invest Services, 103,110 First floor, Brij Anukampa , Opposite BSNL Office, Ashok Marg, C-Scheme, Jaipur – 302 001	Mr Ramesh Maloo	0141- 2360571/ 5068824	0141-2360572	Hand Delivery
7.	Kolkata	C/o Skystock Financial, 161 Rabindra Saroni, Omkar Market, Near Canara Bank, Kolkata - 700 007	Mr Simraj	033-32930032/ 22739872/ +919322206719	033-32445589	Hand Delivery
8.	Mumbai	Satam Estate 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala Andheri (East), Mumbai - 400 099	Mr Ganesh Rane	022-67720300/ 67720400/ 67720422	022-28508927	Hand Delivery/ Post
9.	New Delhi	C/o Sterling Services, F-63 Ist Floor, Bhagat Singh Market, Near Gol Market, New Delhi - 110 001	Mr Sridhar	011-65058126/ +919810095391	011-23341292	Hand Delivery
10.	Pune	3 Chintamani Apartments, Lane No. 13 Off V G Kale Path, 824/D Bhandarkar Road, Pune - 411 004	Mr Milind Saraf	020-25662855	020-25662855	Hand Delivery
11.	Surat	2nd Garden View, Near Raymonds Showroom, Opposite Rangupvan, Makkaipul, Surat	Mr. Akhil Saiyed	0261 2472324/ +919825171771	0261-2352742	Hand Delivery

Note: Business Hours: Monday to Friday 10:30 AM to 4:30 PM, Saturday 10:30 AM to 1:30 PM, Holidays: Sunday & Bank Holidays

74. Persons who have acquired Shares of the Target Company but whose names do not appear in the Register of Members of the Target Company on the Specified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their agreement to participate in this Offer as per the terms and conditions of this Offer. This is to be sent to Sharepro Services (India) Private Limited, acting as the Registrar to the Offer ("Registrar to the Offer") together with:
    a. In case of shareholders holding Shares in dematerialized form, the name, address, number of Shares held, number of Shares offered, Depository ("DP") Participant name, DP ID number, beneficiary account number along with a photocopy of the Delivery instruction in "off-market" mode, duly acknowledged by the DP, as per instructions given under

Depository Name	Sharepro Services – Escrow A/C – Sah Petroleums Open Offer
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Beneficiary Account Number	20000862
ISIN	INE586G01017
Market	Off-Market
Execution Date	On or before December 24, 2008

It is the sole responsibility of the shareholders to ensure credit of their Shares in the depository account above, before the closure of the Offer.

    b. In case of shareholders holding Shares in physical form, the relevant share certificate(s) and transfer deeds.

    Persons who have acquired Shares of the Target Company should send to the Registrar to the Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired and/or such other documents as may be specified.
75. No indemnity would be required from unregistered shareholders.
76. A copy of the Letter of Offer (including Form of Acceptance) is expected to be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the site.
77. Applications in respect of Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Shares are not received together with the Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
78. The Registrar will hold in trust the Form of Acceptance, Shares, share certificates, transfer deed(s) and/or other documents on behalf of the shareholders of the Target Company who have accepted this Offer, till the warrants / cheques / drafts for the consideration are dispatched and unaccepted share certificates/ Shares, if any are dispatched / returned to the relevant shareholders.
79. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the shareholders' sole risk. Unaccepted Shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details received from their depository participant.
80. **If the Shares tendered in this Offer by the shareholders of the Target Company are more than the Shares to be acquired under this Offer, the acquisition of Shares from each shareholder will be on a proportionate basis as per provisions of Regulation 21(6) of the Regulations such that the acquisition from each shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. The marketable lot for the Target Company is 1 (one) Share.**
81. The Offer Programme is as under:

Activity	Date	Day
Date of PA	October 20, 2008	Monday
Specified Date*	October 31, 2008	Friday
Last date for a competitive bid, if any	November 10, 2008	Monday
Last date for dispatch of Letter of Offer to the Shareholders of the Target Company	December 1, 2008	Monday
Offer Opens on	December 4, 2008	Thursday
Last date for revising the Offer Price	December 15, 2008	Monday
Last date for withdrawing by Shareholders	December 19, 2008	Friday
Offer Closes on	December 24, 2008	Wednesday
Last date by which acceptance / rejection would be intimated and corresponding payment for acquired shares and / or the share certificate / demat delivery instruction for rejected Shares will be dispatched / issued	January 8, 2009	Thursday

*Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all shareholders (registered or unregistered) of the Target Company, except those persons specified in paragraph 70 are eligible to participate in the Offer

82. The payment of consideration for accepted applications will be made by the Acquirer in cash through account payee cheques, drafts, warrants, etc. sent by registered post for amounts exceeding Rs.1,500/- (Rupees One Thousand and Five Hundred only) and otherwise under certificates of posting in accordance with the Regulations.

General

83. Shareholders who have accepted this Offer by tendering the requisite documents, in terms of this Public Announcement / Letter of Offer, can withdraw the same up to 3 (Three) working days prior to the date of the closure of this Offer.
84. As per the Regulations, the Acquirer can revise the Offer Price upwards up to 7 (Seven) working days prior to the closure of this Offer and the revision, if any, in the Offer Price would be announced in the same newspapers where this Public Announcement has appeared and the revised price would be paid to all shareholders who tender their Shares in this Offer.
85. If there is a withdrawal of the Offer by the Acquirer, the same will be informed by way of a public announcement in the same newspapers in which this PA has appeared.
86. **If there is competitive bid:**
    (i) The public offers under all the subsisting bids shall close on the same date.
    (ii) As the offer price cannot be revised during 7 (Seven) working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.
87. The Acquirer, PACs and the Promoters have not been prohibited by the SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.
88. This Public Announcement is expected to be available on the SEBI website at http://www.sebi.gov.in
89. Pursuant to regulation 13 of the Regulations, the Acquirer has appointed Kotak Mahindra Capital Company Limited as the Manager to the Offer (Address: Bakhtawar 3rd Floor, 229 Nariman Point, Mumbai – 400 021; Ph.No.: +91 22 6634 1100; Fax No.: +91 22 2284 0492; email: navis.offer@kotak.com; Contact Person: Chandrakant Bhole). The Acquirer has appointed Sharepro Services (India) Private Limited as the Registrar to the Offer (Address: Satam Estate, 3rd Floor, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400 099; Ph.No.: +91-22- 6772 0420, 6772 0422; Fax No.: +91-22- 2859 1568; email: navis.offer@shareproservices.com; Contact Person: Anand Moolya).
90. The Acquirer and PACs and Board of Directors of the Acquirer and PACs accept full responsibility for the information contained in this PA and also accept responsibility for the obligations of acquirer and persons acting in concert as laid down in the Regulations.

Issued by the Manager to the Offer, for and on behalf of the Acquirer

kotak® Investment Banking

Kotak Mahindra Capital Company Limited
Bakhtawar 3rd Floor, 229 Nariman Point
Mumbai – 400 021. Tel. No.: +91-22-6634 1100
Email: navis.offer@kotak.com
Contact Person: Chandrakant Bhole

Dated: October 20, 2008
Place: Mumbai