PUBLIC ANNOUNCEMENT
FOR THE ATTENTION OF THE SHAREHOLDERS OF
SAVANI FINANCIALS LTD.

(Registered Office – Broadway Shopping Centre, 2nd Floor, Dr. Ambedkar Rd., Dadar, Mumbai - 400014)

This Public Announcement ("**PA**") is being issued by the Manager to the Offer i.e. Asit C. Mehta Investment Interrmediates Ltd.("**Manager**"), on behalf of Mr. Manish Jagdish Chaudhari and Mrs. Deepa Kishor Tracy (hereinafter collectively referred to as "the Acquirers") pursuant to and in compliance with regulation 10 & 12 of Chapter III of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 [hereinafter referred to as "**Regulations**"] and subsequent amendments thereto.

1. The Offer

(a) This open offer ("offer") is being made by Mr. Manish Jagdish Chaudhari, son of Mr. Jagdish S. Chaudhari residing at B/601 Bianca, Off Yari Road, Versova, Mumbai 400 061 and Mrs. Deepa Tracy, wife of Mr. Kishor Tracy residing at 23, Exotic Palace, Off Yari Road, Versova, Mumbai 400 061 pursuant to regulation 10 and 12 of the Regulations, to acquire 8,00,000 equity shares of Rs.10 each representing 20% of the issued, paid up and voting capital of Savani Financials Limited ("**SFL**" or "**Target Company**"). The Offer is being made at a price of Rs. 6.50/- (Rupees Six and paisa fifty only) per equity share fully paid up ("**the Offer Price**"), payable in cash subject to the terms and conditions mentioned hereinafter.

(b) The Acquirers have entered into a Share Purchase Agreement ("**Agreement**"), on 20th October, 2011 to acquire an aggregate of 17,19,590 fully paid up equity shares ("**Sale Shares**") of Rs. 10/- each (Rupees Ten only), representing 42.99% of voting capital of Target Company, at a price of Rs. 6.50/-(Rupees Six and paisa fifty only) per share ("**Negotiated Price**"), payable in cash. The total consideration for the Sale Shares is Rs. 1,11,77,335/- (Rupees One Crore Eleven Lakhs Seventy Seven Thousand Three Hundred and Thirty Five Only). These Sale Shares of the Target Company will be acquired from Mr. Nayant M. Savani, Mr. Nayant Savani karta of M. V. Savani HUF, Ms. Sonal Savani, Mr. Hansat Savani, Ms. Priti Savani, Savani Holdings Pvt. Ltd., Ms. Shantaben M. Savani, Ms. Hina C. Shah, Ms. Mridula K. Shah, Mr. Rasiklal Vadilal Savani, Rasiklal Vadilal Savani HUF, Ms. Lalitaben R. Savani, Mr. Gigesh R. Savani, Mr. Manish Savani, Ms. Sharmi J. Savani and Ms. Niyati M. Savani who belong to the promoter group (hereinafter collectively referred to as '**Sellers**'). The Acquirers, Sellers and Innergize Solutions Pvt. Ltd. (hereinafter referred to as the "Escrow Agent") have entered into an Escrow Agreement dated 20th October, 2011 to keep the aforesaid equity shares of Rs. 10/ - each fully paid up, of "Savani Financials Limited" (hereinafter referred to as the "Shares") in a separate demat escrow account "Innergize Solutions Pvt. Ltd. - Escrow Account – Savani Financials Limited" and Innergize Solutions Pvt. Ltd. will act as an Escrow Agent. The Shares from the said escrow account will be transferred to the Acquirers on successful completion of the Offer in the proportion agreed amongst the Acquirers in the SPA. The details of the Shares proposed to be acquired in number and percentage are as under:

Name of Acquirers	Name and Address of Seller(s)	No. of Shares	% of Voting Capital
Mr. Manish Jagdish Chaudhari	B/601 Bianca, Off Yari Road, Versova, Mumbai 61	8,59,795	21.49%
Mrs. Deepa Kishor Tracy	23, Exotic Palace, Off Yari Road, Versova, Mumbai 61	8,59,795	21.49%

The Salient features of the Agreement are as follows:

1. The completion under the Agreement is conditional on,
   - (i) publication by the Target Company and the Sellers of notice in the newspapers 30 (thirty) days prior to the change in control or management of the Company about the proposed change in control or management of the Target Company;
   - (ii) intimation to the Regional Office of RBI within 7 (seven) days of publication of notice as per the provisions of RBI relating to NBFCs and such other compliances as may be required in connection thereto; completion of the Open Offer under the provisions of the Regulations and receipt of a certificate from the merchant banker appointed by the Acquires for the purposes of the Open Offer confirming that the Acquirers have complied with all its obligations under the Regulations in relation to such Open Offer.
2. On the date of execution of this Agreement and the Escrow Agreement the Sellers shall inter alia (i) deposit their respective Sale Shares in demat form in the Escrow Account (ii) deliver the physical share certificates evidencing the Said Shares to the Escrow Agent .
3. The Acquirers, through the Merchant Banker, shall ensure compliance of the Regulations in its letter and spirit
4. Within two working days of issuance of certificate by the Merchant Banker certifying the fulfillment of all obligations by the Acquirers of the SEBI regulations, the entire Sale Shares along with the duly filled in transfer applications/ delivery instructions to the depository participant as the case may be, shall be delivered to the Acquirers for transfer of the Sale Shares in favor of the Acquirers
5. Within two working days of the issuance of certificate of formalities of SEBI regulations by the Merchant Banker under regulation 23(6) of Takeover Regulations, the Target Company shall inform the same in writing to all the Stock Exchanges and also convene a meeting of the Board of Director of the Target Company by giving 2 days advance written notice to all the Directors and the Stock Exchanges, if necessary, for securing the resignation of Directors representing the promoter group/Sellers, from the Board of the Target Company and in such meeting shall procure the resignations of these Directors and in places thereof shall ensure the appointment of nominees of the Acquirers. The change in board in favor of Acquirers/transfer of control in favor of Acquirers shall subject to compliance with regulation 22(7) of Takeover Regulations (IV) In case of non-compliance with any of the provisions of the Takeover Regulations, the Agreement for acquisition of Shares and change in control shall not be acted upon by the Sellers or the Acquirers.

(c) There are no Persons Acting in Concert ("PAC") with the Acquirers in respect of this Offer in terms of regulation 2(1)(e) of the Regulations.

(d) The consideration for the Offer shall be paid in cash

(e) The Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company.

(f) There are no partly paid shares of the Target Company as on the date of this PA

(g) Subject to the receipt of statutory/other approvals required for the Offer as set out in section "Statutory approvals and conditions of the offer" below, and other terms and conditions as set out in the Letter of Offer ("LOO"), the Acquirers will acquire shares validly tendered pursuant to the Offer up to the offer size.

(h) This is not a competitive bid.

(i) In case of non-compliance with any of the provisions of the Regulations, the Agreement shall not be acted upon by the Sellers or the Acquirers.

(j) The Manager to the Offer i.e. Asit C. Mehta Investment Intermediates Ltd. do not hold any shares in the Target Company as on the date of this PA. The Manager declares and undertakes that it shall not deal in the shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer, till the expiry of 15 days from the date of closure of the Offer.

(k) There is no Agreement by the Acquirers with any other person/entity in connection with the Offer. The entire shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other person/entity proposes to take part in the acquisition.

(l) The Equity shares of the Target Company are listed on the Bombay Stock Exchange Ltd. (BSE) and Ahmedabad Stock Exchange Ltd. (ASE) (hereinafter collectively referred to as the "**Stock Exchanges**"). The Shares are not admitted as permitted security in any other Stock Exchange.

(m) The equity shares acquired under the Offer shall be fully paid up free from lien, charges and encumbrances of any kind whatsoever and together with rights attached thereto including all rights to dividends, bonus and rights offer declared thereof.

(n) The Acquirers may purchase additional equity shares of the Target Company from the open market or through negotiations or otherwise after the date of PA in accordance with regulation 20(7) of the Regulations and the details of such acquisition will be disclosed by the Acquirer within 24 (twenty four) hours of such acquisition to the Stock Exchanges and to the Manager to the Offer in terms of regulation 22 (17) of the Regulations.

(o) This PA is being released as per regulation 15(1) of the Regulations in News papers such as Free Press Journal, Navshakti, Pratahkal and Jai Hind.

2. The Offer Price

(a) The Equity shares of the Target Company are listed on The Bombay Stock Exchange Ltd. and Ahmedabad Stock Exchange Ltd. The shares are not admitted as permitted security in any other stock exchange. As of the date of the PA the paid up equity share capital of the Target Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) representing 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- each fully paid.

(b) The Annualized Trading Turnover of the equity shares of the Target Company on the Stock Exchanges during the preceding six months i.e. from 1st April, 2011 to 30th September, 2011, i.e six calendar months prior to the month in which this PA is being made was NIL *(Source: Ahmedabad and Bombay Stock Exchanges)*. Accordingly, the equity shares of the Target Company fall as "Infrequently Traded" within the meaning of explanation (i) to regulation 20(5) of the Regulations.

(c) The Merchant Banker and the Acquirers have examined other parameters (given below) as set out in regulation 20(5) of the Regulations to arrive at the Offer Price of Rs. 6.50/- (Rupees Seven only) per equity share.

a)	Negotiated Price under the Agreement	:	Rs. 6.50/-
b)	The highest price paid by the Acquirers for acquisition during the 26 week period prior to the date of this PA		Not Applicable
	Other Parameters based on the Audited Accounts for the period ended 31/03/2011		
c)	Book Value per Equity Share (Rs.)	:	Rs. 4.05/-
d)	Earnings Per Equity Share (Rs.)	:	Rs. 0.84/-
e)	Return on Net worth (%)	:	20.64%
f)	Industry Average P/E Multiple*	:	13.04
g)	Offer price P/E Multiple**	:	7.73

*Source: Capitaline Plus, 19th October, 2011,

** Offer price/EPS

(d) There has been no Preferential Issue or Rights Issue or any issuance of shares of the Target Company to the Acquirers from 1st April, 2011 to 30th September, 2011, i.e. in the preceding 26 weeks prior to the month in which this PA is being made.

(e) The Offer Price of Rs. 6.50/- (Rupees Six and paisa fifty only) per fully paid-up equity share is therefore justified in terms of regulation 20 (5) of the Regulations, as applicable for companies whose shares are infrequently traded.

(f) The Acquirers have not entered into any separate non-compete agreement with the Sellers. There is no non-compete agreement between the Acquirers and the Target Company or any other entity as envisaged under regulation 20(8) of the Regulations. No additional payment is being made by the Acquirers as non-compete fee.

(g) In the event of any further acquisition of the equity shares of the Target Company by the Acquirers upto 7 (seven) working days prior to the closure of the Offer at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirers shall not be acquiring any equity shares of the Target Company during the period of 7 working days, prior to the date of closure of the Offer.

(h) The Acquirer is permitted to revise this Offer upward up to 7 (seven) working days prior to the date of closure of the Offer. In the event of such revision, a public announcement will be made in the same newspapers where this PA has appeared and the additional amount based on the revised offer size would be deposited in the Escrow Account and the revised offer price would be paid to all the equity shareholders of the Target Company tendered anytime during the Offer.

3. Information about the Acquirers

(a) Mr. Manish Jagdish Chaudhari, son of Mr. Jagdish S. Chaudhari, aged 38 years, is an Indian national residing at B/601, Bianca, Off Yari Road, Versova, Mumbai-400061. He is a Commerce Graduate and also has a Masters in Business Administration. He is having 15 years experience in Garment Export Trade. The Net Worth of Mr. Manish Chaudhary as on 31st March, 2011 has been certified at Rs. 6,23,06,264/- (Rupees Six Crore Twenty Three Lakhs Six Thousand Two Hundred and Sixty Four Only) certified vide certificate dated 18th October, 2011 by Nilesh Lakhani & Associates, Chartered Accountants (membership no.: 113817W), having their office at No. 8, 1st Floor, Patel Shopping Centre, Sainath Road, Malad (W), Mumbai – 400064.

(b) Mrs. Deepa Kishor Tracy, wife of Kishor Sukumar Tracy, aged 56 years, is an Indian national residing at 23, Exotic Palace, Off Yari Road, Versova, Mumbai-400061. She is a Science Graduate. She is having 22 years experience in the Garment Industry. The Net Worth of Mrs. Deepa Kishor Tracy as on 31st March, 2011 has been certified at Rs. 12,56,48,562/- (Rupees Twelve Crore Fifty Six Lakhs Forty Eight Thousand Five Hundred and Sixty Two Only) certified vide certificate dated 18th October, 2011 by Nilesh Lakhani & Associates, Chartered Accountants (membership no.: 113817W), having their office at No. 8, 1st Floor, Patel Shopping Centre, Sainath Road, Malad (W), Mumbai – 400064.

(c) There is no person on the board of directors of the Target Company, representing the Acquirers and the Acquirers do not hold any equity shares in the Target Company.

(d) There is one case pending against Mrs. Deepa Tracy, the 2nd Acquirer before Addl. Chief Metropolitan Magistrate Court, Patiala House, New Delhi.

The case was filed by the State of Delhi at the instance of Prasar Bharti against Western Co-operative Bank and its directors (including the 2nd Acquirer) in respect of alleged criminal offence of cheating and criminal breach of trust. The said directors are not attributed any specific role in the alleged offence except plain contention on behalf of the prosecution that all the directors of the bank at the time of offence should be impleaded in the matter for they being responsible for the day to day affairs of the bank.

(e) The Acquirers or the companies or ventures promoted by the Acquirers or in which the Acquirers has substantial interest are not registered with the Securities and Exchange Board of India (SEBI) as a market intermediary.

(f) No action has been taken by SEBI or any Stock Exchange against the Acquirers or ventures promoted by the Acquirers.

4. Information of the Target Company

(a) SFL was originally incorporated on 21st December, 1983 as 'Savani Investment and Leasing Limited' under the Companies Act, 1956 in the State of Maharashtra. The certificate of commencement of business was obtained from Registrar of Companies, Maharashtra on 27th April, 1984. Subsequently on 18th May1987 the name was changed to 'Savani Freight and Finance Limited' and on 14th October1993 to 'Savani Financials Limited'. The registered office of SFL is presently situated at 809 A, Broadway Shopping Centre, 2nd Floor, Dr. Ambedkar Road, Dadar (East), Mumbai 400 014. The Target Company was incorporated with the object of doing business of Investments and Financial Services. SFL is also registered with the Reserve Bank of India (RBI) as a Non-Deposit Accepting-Non-Banking Financial Company (NBFC) vide the RBI Certificate of registration bearing No B-13.01071 dated 27th October, 1998. The present directors of the Target Company are Mr. Nayant M. Savani, Mr. Rasiklal V. Savani, Manoj R. Shah and Mr. Samir R. Mehta.

(b) The equity shares of SFL are listed on the Bombay Stock Exchange Limited, Mumbai and the Ahmedabad Stock Exchange Limited, Ahmedabad.

(c) As on the date of PA, the authorised share capital of the Target Company is Rs. 10,00,00,000 comprising of 1,00,00,000 equity shares of Rs. 10/- each and 25,00,000 Redeemable Preference Shares of Rs. 10/- each. The issued and paid up share capital of the Target Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) representing 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each fully paid.

(d) There are no outstanding instruments in the nature of warrants, fully convertible debentures, partly convertible debentures etc., which are convertible into equity shares at a later date. There are no shares subject to lock-in. There are no partly paid up shares in the share capital of the Target Company.

(e) The brief Audited Financial of SFL are as under:

(Rs. In Lakhs)

Particulars	For the period ended 30.06.2011	For the year ended 31.03.2011
Total Revenue	0.25	14.64
Profit/(Loss) After Tax	(0.41)	33.45
Paid up Equity Capital	400	400
Networth	161.62	162.04
Earning Per Share of Rs. 10/- (Rs.)	(0.01)	0.84
Return on Networth (%)	–	20.64%

(f) The Target Company is not a sick company and does not have any overdue liabilities to banks/financial institutions.

(g) There is no pending litigation against the Target Company. There has not been any merger or demerger or spin-off of activity in the preceding 3 years.

(h) The Target Company has no arrears of listing fee to the Stock Exchanges.

(i) As on the date of the PA, none of the Acquirers are directors on the board of the Target Company.

(j) As on the date of the PA the Target Company has no subsidiary company.

5. Reason for the Acquisition and Offer and Future Plans about the Target Company

(a) The Offer has been made pursuant to regulations 10 & 12 and other provisions of Chapter III of the Regulations and in compliance with the Regulations.

(b) The prime objective of the Acquirers behind the Acquisition is to have substantial holding of shares and voting rights accompanied with the change of control and management of the Target Company.

(c) The Acquirers do not currently intend to dispose of or otherwise encumber any assets of the Target Company in the next two years, except such disposals or encumbrances which are in the ordinary course of business of the Target Company. Further, the Acquirers undertake not to sell, dispose off or otherwise encumber any substantial assets of the Target Company except with the prior approval of shareholders of the Target Company, and in accordance with and subject to the applicable laws, permissions and consents, if any.

6. Statutory Approvals and Conditions of the Offer

(a) The Offer is subject to the receipt of approval, if any, of RBI under the Foreign Exchange Management Act, 1999 (FEMA) for the acquisition of equity shares by "The Acquirers" from the Non-Resident shareholders under the Offer. In case of acceptances from Non Residents, then the Acquirers shall make requisite application to the RBI after the closure of the offer.

(b) Non-resident equity shareholders who wish to tender their equity shares of the Target Company in this Offer will be required to submit all the previous RBI approvals (specific or general) that they would have obtained for acquiring, the equity shares of the Target Company. In case previous RBI approvals are not submitted, the Acquirers reserve the right to reject the equity shares tendered in the Offer.

(c) As on the date of this PA, other than approval from RBI for acquisition of shares from non-resident shareholders, if any, under this Offer, to the best of our knowledge no other statutory approvals are required to acquire the equity shares that may be tendered pursuant to the Offer**.** If any other statutory approvals become applicable at a later date, the Offer would be subject to such statutory approvals. In case the statutory approvals are not obtained, the Acquirers will not proceed with the Offer in terms of regulation 27 of the Regulations. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under regulation 22(12) of the Regulations. If the delay occurs due to the willful default of the Acquirers in obtaining the requisite approvals, regulation 22(13) of the Regulations will become applicable.

(d) No approval from any bank or financial institution is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

(e) The acquisition of Sale Shares and the acquisition of control and management of the Target Company by the Acquirers are subject to the regulations of RBI governing Non Banking Finance Companies (NBFCs). RBI has, vide circulars DNBS (PD) CC No. 11/02.01/99 – 2000 dated Nov 15, 1999, paragraph A (5) (III) Of Circular DNBS (PD) CC No. 12/02.01/99 – 2000 dated Jan13, 2000 and paragraph 2 (II) Of Circular DNBS (PD) CC No. 63/02.02/2005 – 06 dated Jan 24, 2006 and circular DNBS (PD) CC No. 82/03.02.02/2006 – 07, stipulates that change in management of NBFCs and transfer of shares to new promoter(s) shall be subject to the Acquirers, Sellers and the Target Company giving prior public notice and that the transfer of shares and change in management shall not be effected earlier than 30 days from the date of such public notice. The Acquirers undertake that they shall comply with the stipulation of giving a public notice as aforesaid, jointly with the Target Company and Sellers and undertake that they will apply for transfer to themselves of the equity shares covered under the Agreement as well as Offer only after 30 days of such public notice. The Acquirers also undertake that they or their nominees shall not join the Board of Directors of SF L before expiry of 30 days from the date of the aforesaid public notice.

7. Disclosure in terms of Regulation 21(2) of the Regulations

Assuming full acceptance, the Offer would not reduce the public shareholding below the minimum limit specified in the listing agreement with the Stock Exchanges for the purpose of listing on a continuous basis. As per the listing agreement, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. Hence, regulation 21(2) of the Regulations is not applicable.

8. Financial Arrangements

(a) The Acquirers have adequate resources to meet the financial requirements of the Offer. The funds requirement will be met from own sources or Net Worth and no borrowings from Banks Financial Institutions or Foreign Sources such as Non Resident Indians (NRIs) is envisaged.

(b) The total fund requirement for the acquisition of 8,00,000 equity shares (assuming full acceptance of the Offer), being 20% of the issued, and paid up equity share capital of and voting rights in SFL at Rs. 6.50/- (Rupees Six and paisa fifty Only) per share is Rs. 52,00,000/- (Rupees Fifty Two Lakhs Only).

(c) The maximum purchase consideration payable by the Acquirers in the case of full acceptance of the Offer is Rs. 52,00,000/- (Rupees Fifty Two Lakhs only) ("Total offer consideration"). In accordance with regulation 28 of the Regulations, the Acquirers and the Manager to the Offer have entered into an Escrow Agreement dated 21st October, 2011 with IDBI BANK LTD. (as cash escrow agent). The Acquirers have opened a cash escrow account under the name and title of **"SFL - OPEN OFFER ESCROW ACCOUNT"** with IDBI Bank, Mittal Court, A-wing, 2nd Floor, Nariman Point, Mumbai – 400 021 (the **"Escrow Account"**) and has deposited an amount of Rs. 13,00,000/- (Rupees Thirteen Lakhs Only) towards escrow being an amount equivalent to 25% of the Total Offer Consideration payable under the Offer assuming full acceptance of the Offer at the Offer Price. The Manager to the Offer has been duly authorized by the Acquirers to operate the Escrow Account in terms of regulation 28 of the Regulations.

(d) In case of an upward revision in the Offer Price, the Acquirers would deposit the additional amount in the Escrow Account based on the revised offer to ensure compliance with regulation 28 of the Regulations.

(e) Nilesh Lakhani & Associates, Chartered Accountants (membership no.: 047459 and firm Registration No.113817W), having their office at No. 8, 1st Floor, Patel Shopping Centre, Sainath Road, Malad (W), Mumbai – 400064 have confirmed vide their certificate dated 18th October, 2011 that sufficient resources are available with Mr. Manish Chaudhari to fulfill his obligations under the Offer.

(f) Nilesh Lakhani & Associates, Chartered Accountants (Membership no.: 047459 and firm Registration no. 113817W), having their office at No. 8, 1st Floor, Patel Shopping Centre, Sainath Road, Malad (W), Mumbai – 400064 have confirmed vide their certificate dated 18th October, 2011 that sufficient resources are available with Mrs. Deepa Tracy to fulfill her obligations under the Offer.

(g) Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the Regulations.

(h) The Manager to the Offer confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the obligations of the Acquirers under the Offer.

9. Other Terms of the Offer

(a) The Letter of Offer together with Form of Acceptance cum Acknowledgement ("FOA"), the Form of Withdrawal ("FOW") and Transfer Deed ("TD") will be mailed on or before 4th December, 2011 to all the beneficial owners holding fully paid up equity shareholders of SFL (except the Acquirers, promoters promoter group and parties to the Agreement), whose names appear on the register of members of the Target Company and to those beneficial owners of the equity Shares of the Target Company, whose names appear as beneficiaries on the records of the respective depository participants at the close of business hours on the Specified Date.

(b) Equity shareholders of the Target Company who are holding equity shares in physical form and who wish to tender the equity shares will be required to send the Form of Acceptance cum Acknowledgment, Original Share certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer: Bigshare Services Pvt. Ltd., either by hand delivery on weekdays or by Registered Post, so as to reach on or before the close of the Offer, i.e. not later than 26th December, 2011, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgment. In case the share certificate(s) and transfer deeds are lodged with SFL (it's Share Transfer Agent) for transfer and have not been received back, then the acceptance shall be accompanied by (i) the share transfer deed(s) and (ii) the acknowledgment of the lodgement with, or receipt issued by SFL (it's Share Transfer Agent) for the share certificate(s) so lodged. Where the transfer deeds are signed by a constituted attorney, a certified copy of the power of attorney shall also be lodged. In the case of body corporate/limited companies, certified copy of the memorandum of association & articles of association and copy of the board resolution authorizing the signatory, shall also be sent along with the transfer deeds and the share certificates.

(c) Beneficial owners and shareholders holding equity shares in the dematerialized form, will be required to send their FOA to the Registrar to the Offer either by hand delivery during normal business hours or by registered post on or before the close of the Offer i.e. 26th December, 2011, along with photocopy of the delivery instructions in "Off Market" mode or counterfoil of the delivery instruction in "Off Market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of **"BSPL ESCROW A/C – SFL OPEN OFFER"** for Savani Financials Ltd., filled in as per the instructions given below:-

DP Name: HDFC BANK LTD. Client ID No. : 33972083

DP ID No.: IN301549

(d) In the case of demat shares, the shareholders are advised to ensure that their equity shares are credited in favour of the special depository account before the closure of the Offer Closing Date. The Form of Acceptance of such demat shares not credited in favour of the special depository account before the closure of the Offer on the Offer Closing Date will be rejected.

(e) Accidental omission to dispatch the LOO to any member entitled to this Offer or non-receipt of the LOO by any member entitled to this Offer shall not invalidate the Offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein and in the LOO that would be sent to the shareholders of SFL as on the Specified Date.

(f) In case of non-receipt of the LOO/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrar to the Offer at the collection centre clearly marking the envelope "Savani Financials Ltd. - Open Offer" or make an application on plain paper stating their name, address, number of equity shares held, distinctive numbers, folio number and the number of equity shares in respect of which they are accepting the Offer along with the original share certificate(s) and duly signed transfer deed(s).

(g) The Acquirers have appointed Bigshare Services Pvt. Ltd. as Registrar to the Offer. The Registrar has set up the following centers to collect the acceptances being tendered in this Offer:

Sr. No.	Collection Centre	Address of Centre	Contact Person	Tel. No./ Fax No	Mode Of Delivery
1.	Mumbai	E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400072	Mr. Babu Raphel	Tel: 022-28470652/ 40430200	Post and Hand Delivery
2.	Ahmedabad	C/o. Vishwam Advisory Pvt Ltd 310, Aditya Plaza Nr. Kamavai Apartments Jodhpur, Satellite, Ahmedabad - 380015.	Mr. Hitesh Buch	Tel: 079 - 40321260	Post and Hand Delivery
3.	Hyderabad	306, Right Wing, Amrutha Ville Opp. Yashodha Hospital, Somajiguda, Raj Bhavan Road Hyderabad - 500 082.	Mr. Bojimon	Tel: 040 - 23374967 , Fax : 040 - 23370295	Post and Hand Delivery

(h) Shareholders who wish to tender their equity shares will be required to send the FOA, original share certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer to the above addresses either by hand delivery between (10 a.m. to 4 p.m.) 7th December, 2011 to 26th December, 2011 or by post or through courier (as per respective mode of delivery specified above) so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e. 26th December, 2011 in accordance with the instructions specified in the LOO and in the FOA.

(i) Persons who own the equity shares but have not registered the same will be required to submit documents such as original broker's contract note and transfer deed(s) executed by the registered holder of the equity shares to prove their title to the equity shares in respect of which they are accepting the Offer.

(j) Unregistered owners can send their application in writing to the Registrar to the Offer on a plain paper stating their name, address, the number of equity shares held, number of equity shares offered, valid transfer deeds and the original contract note issued by the SEBI registered broker through whom they acquired their equity shares. No indemnity is required from unregistered shareholders of the Target Company.

(k) Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of SFL may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered in the Offer prior to the date of closing of the Offer.

(l) While tendering shares under the Offer, non-resident Indians/ foreign shareholders will be required to submit the previous approvals of the RBI (specific or general) that they would have obtained for acquiring equity shares of Target Company. In case of previous approvals of RBI not being submitted, the Acquirers reserve the right to reject the shares so offered. While tendering shares under the Offer, non-resident Indians/ 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 the Acquirers under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

(m) In case the equity shares tendered in the Offer by the shareholders, are more than the equity shares to be acquired under the Offer, the acquisition of equity shares from each shareholder will be as per the provisions of regulation 21(6) of the Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Marketable lot in case of physically held securities of the Target Company is 100 equity shares and in case of dematted securities is 1 equity share.

(n) Consideration for equity shares accepted will be paid as given hereinafter:

Acceptors of this Offer, having their bank accounts at any of the centres where Clearing Houses are managed by RBI will get payment of consideration through Electronic Credit Service ("ECS"), except where the acceptor is otherwise eligible to get payments through Direct Credit ("DC"), National Electronic Funds Transfer ("NEFT") or Real Time Gross Settlement ("RTGS"). In case of other applicants, the consideration of value up to Rs. 1,500/- (Rupees One Thousand Five Hundred Only) will be despatched "Under Certificate of Posting" and those of Rs. 1,500 (Rupees One Thousand Five Hundred Only) and above by Registered Post or Speed Post, by Demand Drafts/Banker's Pay Order. Applicants to whom payments are made through Electronic transfer of funds will be sent a letter (Payment advice) "Under Certificate of Posting" intimating them about the mode of credit/payment within 15 days from the date of closure of the Offer. The Registrars to the Offer shall ensure despatch of consideration/payment advice, if any, "Under Certificate of Posting" or Registered Post or Speed Post or Electronic Clearing Service or Direct Credit or RTGS, only in the name of the Sole or First shareholder and all communication will be addressed to the person whose name appears on Acceptance Form within 15 days of the date of Closure of the Offer and adequate funds for making payments as per the mode(s) disclosed above shall be made available to the Registrar by the Acquirers. The consideration received by the shareholders for shares accepted in the Offer will be subject to the capital gains tax/deduction of tax at source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on shares accepted in this offer.

(o) The Registrar to the Offer will hold in trust the shares/share certificates, FOA, if any, and the transfer form/s on behalf of the shareholders of SFL who have accepted the Offer, till the Acquirers complete the Offer obligations in accordance with the Regulations. Unaccepted share certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/ unregistered owners' sole risk to the sole/first shareholder.

(p) Pursuant to regulation 22(5A) of the Regulations, equity shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to 3 (three) 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 as per the mode of delivery indicated therein on or before 21st December, 2011.

- (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:
  1. In case of physical shares : Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Distinctive Numbers, Folio Number, Number of Shares Offered; and
  2. In case of dematerialised shares: Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, DP name, DP ID, Number of Shares offered, 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 acknowledge by the DP, in favor of the special depository account.

(q) A tentative schedule for the major activities in respect of the Offer given below:

Activities	Date	Day
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	18th November, 2011	Friday
Last Date for a Competitive Bid, if any	10th November, 2011	Thursday
Date by which the Letter of Offer to be dispatched to the shareholders	4th December, 2011	Sunday
Date of Opening of the Offer	7th December, 2011	Wednesday
Last date for revising the Offer Price/Number of Shares	15th December, 2011	Thursday
Last date for Withdrawal of Acceptance by shareholders who have accepted the offer	21st December, 2011	Wednesday
Date of Closing of the Offer	26th December, 2011	Monday
Date by which communication acceptance/rejection and payment of consideration for accepted shares/dispatch of Share Certificate in case of rejection	9th January, 2012	Monday

10. General Conditions

(a) The Acquirers can revise the Offer Price upwards up to seven (7) working days prior to the closure of the Offer. If there is any upward revision in the Offer Price by the Acquirers, the same will be informed by way of a public announcement in the same newspapers in which this PA has appeared. The Acquirers would pay such revised price for all the equity shares validly tendered any time during the Offer and accepted under the Offer.

(b) If there is a withdrawal of the Offer by the Acquirers, the same will be informed by way of a PA in the same newspapers in which this PA has appeared.

(c) If there is competitive bid :
1. The public offers under all the subsisting bids shall close on the same date.
2. As the offer price cannot be revised during 7 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.

(d) Pursuant to regulation 13 of the Regulations, the Acquirers have appointed Asit C. Mehta Investment Interrmediates Limited as Manager to the Offer having office at Nucleus House, Saki Vihar Road, Andheri (E), Mumbai – 400 072. Tel: 022 2858 3333, Fax: 022 2857 7647. E-mail: ib@acm.co.in. The contact person is Mr. Chintan Bhayani.

(e) The Acquirers have appointed Bigshare Services Pvt. Ltd. as Registrar to the Offer having office at E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072. Tel: 022-28470652, Fax: 022-28475207.

(f) The Acquirers, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**) or any other regulation made under the SEBI Act.

(g) For any queries regarding the Offer, the shareholders may contact the Managers to the Offer, M/s. Asit C. Mehta Investment Interrmediates Ltd. or the Registrar to the Offer, Bigshare Services Pvt. Ltd.

(h) The Acquirers, Mr. Manish Jagdish Chaudhari and Mrs. Deepa Kishor Tracy accept full responsibility jointly and severally for the information contained in this PA and also for the obligations of the Acquirers as laid down in terms of the Regulations and subsequent amendments thereof.

(i) For further details, please refer to the LOO and FOA. This PA will also be available on SEBI's website (http://www.sebi.gov.in). Eligible persons to the Offer may also download a copy of FOA, which will be available on SEBI's website at (http://www.sebi.gov.in) from the opening date of the Offer, i.e. 7th December, 2011 and apply in the same.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Issued by the Manager to the Offer on behalf of the Acquirers Asit C. Mehta INVESTMENT INTERRMEDIATES LTD. **Asit C. Mehta Investment Interrmediates Ltd.** Nucleus House, Saki Vihar Road, Andheri (E), Mumbai – 400 072; Tel: 022-2858 3333; Fax: 022-2857 7647 SEBI Registration No.: INM000010973 E-mail: ib@acm.co.in Contact Person: Mr. Chintan Bhayani	**Bigshare Services Pvt. Ltd.** E-2, Ansa Industrial Estate, Saki Vihar Road, Andheri (E), Mumbai – 400 072. Tel: 022 – 4043 0200 Fax: 022 – 28475207 E-mail: openoffer@bigshareonline.com Contact Person: Mr. Babu Raphel