SEASONS TEXTILES LIMITED

("STL"/"TARGET COMPANY"/"TC")

Registered Office:- D-29, Ground Floor, Defence Colony, New Delhi - 110024

Tel No: 011-47675000, Fax No. (011)-41805599

Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited (the "**Manager to the Offer**"), on behalf of Mr Inderjeet Singh Wadhwa and Mrs Neelam Wadhwa ("Hereinafter collectively referred to as "Acquirers") along with Person Acting in Concert namely Mr Mandeep Singh Wadhwa, Mrs Manjit Kaur Wadhwa , Mr Sumer Singh Wadhwa, M/s N.S Properties Pvt Ltd and Inderjeet Singh Wadhwa (HUF) ("Hereinafter collectively referred to as "PACs") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of **Seasons Textiles Limited** ("**STL"/ "Target Company"**).The Detailed Public Statement("**DPS**")with respect to the aforementioned offer was published on April 18, 2013 (Thursday) in Business Standard (English-All Editions), Business Standard (Hindi-All Editions) and Lakshdeep (Marathi), Mumbai Editions.

1. Offer Price is Rs 11.00 (Rupees Eleven Only) per equity share.
2. Committee of Independent Directors (hereinafter referred to as "**IDC**") of the Target Company recommends that the open offer price of Rs 11.00 per fully paid up equity shares is fair and reasonable based on the following reasons:
   (a) The Offer Price of Rs. 11.00 per fully paid up equity share offered by Acquirers is more than the price paid to sellers, who sold their holdings via SPA at an average price of Rs 3.53 per equity shares.
   (b) The Offer Price is higher than the price as arrived after taking in to consideration Net Asset Value, PECV Value and Market Value Methods as calculated by the valuer, which comes to Rs 10.84 per share.
   (c) The Offer price is also higher than the price at which acquirers had acquired shares in past period of 12 months preceding the date of Public Announcement.

The IDC's recommendation was published on June 13, 2013 (Thursday) in the same newspapers where Detailed Public Statement was published.

3. This offer is not a Competing Offer.
4. The Letter of Offer dated June 05, 2013 has been dispatched to the shareholders on June 10, 2013.
5. A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (**www.sebi.gov.in**) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the form of acceptance, the application can be made on plain paper along with the following details:

   Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on April 26, 2013. All the observations made by SEBI vide letter no. CFD/DCR/TO/DV/OW/13036/2013 dated May 31, 2013, has been incorporated in the Letter of Offer.
7. There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum to DPS, the Letter of Offer and Corrigendum to Letter of Offer.
8. As on the date, there are no statutory approvals required to implement this offer. However, the Offer shall be subject to all statutory approvals that may become applicable on a later date.
9. **Schedule of Activities:**

Sr. No	Activity	Revised Schedule (Days & Dates)
1.	**Date of Public Announcement**	**Thursday, April 11, 2013**
2.	Date of Publication of Detailed Public Statement	Thursday, April 18, 2013
3.	Filing of the Draft letter of Offer to SEBI	Monday, April 29, 2013
4.	Last Date for a competitive offer(s)	Tuesday, May 14, 2013
5.	**Identified Date***	**Monday, June 03, 2013**
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Monday, June 10, 2013
7.	**Last Date for revising the Offer Price/ number of shares.**	**Wednesday, June 12, 2013**
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Thursday, June 13, 2013
9.	Date of Publication of Offer Opening Public Announcement	Friday, June 14, 2013
10.	**Date of Commencement of Tendering Period (Offer Opening date)**	**Monday, June 17, 2013**
11.	**Date of Expiry of Tendering Period (Offer Closing date)**	**Friday, June 28, 2013**
12.	Last Date of communicating rejection/acceptance and payment of consideration for applications accepted/ return of unaccepted share certificates/ credit of unaccepted Equity Shares to Demat Account.	Friday, July 12, 2013

*The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

The acquirers and PACs accepts full responsibility for the information contained in this Pre Issue Advertisement and also the obligations of the Acquirers and PACs as laid down in the SEBI (SAST) Regulations, 2011 & subsequent amendments thereof.

This Pre Issue Advertisement will also be available on SEBI's website at **www.sebi.gov.in**

Issued by Manager to the Offer on behalf of Acquirers & PACs

D&A

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Contact Person: **Mr. Priyaranjan**

Date : June 13, 2013
Place: New Delhi