

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF ASIAN OILFIELD SERVICES LIMITED

ASIAN OILFIELD SERVICES LIMITED

(Registered Office: 7th Floor, B - Wing, Manubhai Towers, Sayajigunj, Vadodara - 390 020)

This Public Announcement (“PA”) is being issued by the Manager to the offer, Meghraj Capital Advisors Private Limited (“Merchant Banker” or “Manager to the Offer”) on behalf of Samara Capital Partners Fund I Limited (hereinafter referred to as “the Acquirer”), pursuant to and in compliance with Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (“SEBI (SAST) Regulations” or “the Regulations”).

1) Background to the offer

- a. Samara Capital Partners Fund I Limited, incorporated on 15 November 2006 in Mauritius under the Mauritius Companies Act, 2001 as a private company limited by shares and licensed by the Financial Services Commission, Mauritius, being the Acquirer within the meaning of the Regulation 2(1)(b) of the SEBI (SAST) Regulations. The Acquirer has subscribed to equity shares of Asian Oilfield Services Ltd. (“AOSL” or “the Target” or “Target Company”) being the Target Company as defined in Regulation 2(1)(o) of the SEBI (SAST) Regulations, which had agreed to issue and allot on Preferential Issue basis an aggregate of 40,50,000 fully paid up equity shares (“Equity Shares”) of face value of Rs.10/- (Rupees Ten only) each for cash at a premium of Rs. 51.20 (Rupees Fifty One and Paise Twenty only) per share, pricing for which is determined in accordance with the SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto, as applicable.
- b. Samara Capital Partners Fund I Limited, an existing investor in the Target Company, was allotted 15,00,000 fully paid up Equity Shares (constituting 13.30% of the voting capital of the AOSL) by the Target Company on January 21, 2008 on preferential basis and was classified as Foreign Body Corporate under Public Shareholders category. The Acquirer and the Target Company had entered into an Agreement for this investment in January 2008.
- c. At the meeting of the Board of Directors of the Target Company held on December 16, 2009, the Board of Directors (including Management Committee thereof) proposed to issue and allot on a preferential basis (“the Preferential Issue”) 40,50,000 fully paid up Equity Shares of face value of Rs. 10/- each for cash at an exercise price of Rs. 61.20 per Equity Share, including premium of Rs.51.20 per share, as prescribed under Regulation 76 of SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2009.
- d. On December 22, 2009, the Board of Directors proposed to issue and allot on preferential basis 20,25,000 warrants (“Preferential Allotment of Warrants”) each to Vertex Suppliers Private Limited and Gellert Mercantile Private Limited. The warrants shall be convertible at the option of the holder into one fully paid up Equity Share of face value of Rs.10/- each for cash at an exercise price of Rs. 61.20 including premium of Rs. 51.20 per share, as prescribed by Regulation 76 of SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2009.
- e. The “Relevant Date” for the purpose of determining the price of the Equity Shares and the exercise price for Warrants, was fixed as December 20, 2009 as per the provisions of SEBI (ICDR) Regulations, 2009, for the said Preferential Issue and Preferential Allotment of Warrants.
- f. The company has received prior In-Principle Approval from BSE under Clause 24 (a) of the Listing Agreement vide letter dated January 11, 2010 for the said Preferential Issue and the Preferential Allotment of Warrants by AOSL.
- g. The shareholders of AOSL approved the following in the EOGM held on January 19, 2010 at Vadodra, Gujarat:
- Issuance and allotment of 40,50,000 fully paid up Equity Shares of face value of Rs. 10/- of AOSL on preferential basis to the Acquirer at a price of Rs.61.20 per Equity Share, including premium of Rs.51.20 per share;
 - Issuance and allotment of 20,25,000 Convertible Warrants each to Vertex Suppliers Private Limited and Gellert Mercantile Private Limited, convertible at the option of the holder into one fully paid up Equity Share of face value of Rs.10/- each for cash at an exercise price of Rs. 61.20 including premium of Rs. 51.20 per share.
- h. The Acquirer is not related to the entities, viz. Vertex Suppliers Private Limited and Gellert Mercantile Private Limited in any manner.
- i. On February 3, 2010, the Target Company allotted the 40,50,000 fully paid up Equity Shares to the Acquirer (the “Transaction”) on preferential basis, at a price of Rs. 61.20 per share. No subscription agreement has been entered into for this allotment. However, the above Transaction has triggered the Open Offer as per SEBI (SAST) Regulations, 1997 and subsequent amendments thereto. The Acquirer has accepted the Open Offer and is now re-classified as Foreign Promoters under Promoter Group category from Public Shareholders category.
- j. The Target Company has allotted Equity Shares under preferential basis in accordance with SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2009, the Companies Act, 1956 and other applicable laws. Further, in view of non receipt of subscription monies from Vertex Suppliers Private Limited & Gellert Mercantile Private Limited, the proposals to issue and allot 20,25,000 convertible warrants each to these entities have been cancelled on February 03, 2010.
- k. Post Preferential Issue, Equity Share capital of AOSL is Rs. 15,32,44,440/- divided into 1,53,24,444 fully paid up Equity Shares of face value of Rs.10/- each (“the Post Issue Voting Capital”) and the Acquirer now holds 55,50,000 Equity Shares constituting 36.22% of the Post Issue Voting Capital. Also, post Preferential Issue, the Acquirer will be classified under the Promoter Group category.
- l. Accordingly, the Acquirer is making an Offer to the public shareholders of AOSL to acquire up to 20% i.e. 30,64,889 Equity Shares of the Post Issue Voting Capital, pursuant to Regulation 10 and 12 of the SEBI (SAST) Regulations.

2) The Offer

- a. The Acquirer is making an Offer under Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997 to the public shareholders of AOSL to acquire up to 30,64,889 fully paid-up Equity Shares of Rs. 10/- each, representing 20% of the Post Issue Voting Capital, at a price of Rs. 61.20 (Rupees Sixty One and Paise Twenty only) per share (“Offer Price”), payable in cash and subject to the terms and conditions mentioned hereinafter (the “Offer” or the “Open Offer”).
- b. The Promoter Group, prior to Preferential Issue, comprised of Avinash Manchanda, Krishna Kant, Neelam Manchanda, Vishal Manchanda and Nimit Finance Pvt. Ltd. Enso Limited was inducted as the Co-promoter of AOSL in 2009, in terms of the Regulation 12 of the Regulations, special resolution for which was passed by shareholders on April 16, 2009. (Collectively referred to as “Promoters” or “Promoter Group”). Enso Limited does not hold any equity share in the Target Company.
- c. There are no persons acting in concert (“PAC”) in this Offer within the meaning of Regulation 2(1)(e) of the SEBI (SAST) Regulations.
- d. As on the date of this PA, the Acquirer holds 55,50,000 fully paid up Equity Shares of AOSL, constituting to 36.22% of the Post-Preferential Issue share capital of AOSL.
- e. The Offer is not conditional to any minimum level of acceptance.
- f. The offer is not as a result of global acquisition resulting in indirect control of AOSL.
- g. This Offer is not a competitive bid.
- h. The offer is valid to all owners of the fully paid up Equity Shares of the Target Company except for the Promoters and parties to the Transaction.
- i. Pursuant to the second provision to Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has deposited Rs. 470 Lacs in the Escrow Account on February 8, 2010, sufficient to cover the minimum requirement of 25% (Twenty Five per cent) of the purchase consideration payable to the shareholders assuming full acceptance of all the shares offered to be purchased in this Offer.
- j. The Acquirer has not acquired nor allotted any Equity Shares of AOSL during the 52-week period prior to the date of this PA except as mentioned in para 1(i). The Acquirer or their directors have not acquired any Equity Shares in AOSL at a price above the offer price of Rs. 61.20 per share, including by way of allotment in public or rights issue or by way of preferential allotment by AOSL during the 26-week period prior to the date of this PA save and except the allotment mentioned in Para 1 above.
- k. The Equity Shares of AOSL are listed on the Bombay Stock Exchange (BSE) only and are frequently traded as defined in Regulation 20 of the Regulations.
- l. The Offer Price of Rs.61.20/- (Rupees Sixty One and Paise Twenty only) per Equity Share is justified in terms of Regulation 20(4) of SEBI (SAST) Regulations in view of the following:

Particulars	Price
a) Negotiated Price under the agreement, as referred to in Sub Regulation 1 of Regulation 14 of SEBI (SAST) Regulations	Not Applicable
b) Highest Price paid by the Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 week period preceding the Board Meeting Date	Rs.61.20
c) the average of weekly high and low of the closing prices of the shares of AOSL on stock exchange, where it is most frequently traded, during the 26 week period preceding the Board Meeting Date	Rs.60.59
d) the average of daily high and low of the prices of the shares of AOSL on stock exchange, where it is most frequently traded, during the 2 week preceding the Board Meeting Date	Rs.61.15

- m. This PA is being issued in Business Standard - English Daily (All editions), Business Standard - Hindi Daily (All editions), Navshakti - Marathi Daily and The Economic Times - Gujarati Daily as per Regulation 15(1) of the Regulations.

3) Information about the Acquirer

- a. Samara Capital Partners Fund I Limited (“Samara”) was incorporated on November 15, 2006 in Mauritius under the Mauritius Companies Act, 2001 as a private company limited by shares and is licensed by the Financial Services Commission, Mauritius (FSC) under the Financial Services Act 2007. Samara is holding a Category 1 Global Business License and having its registered office at IFS Court, Twenty Eight, Cyber City, Ebene, Mauritius.
- b. Samara has the following subsidiaries which are considered part of the “Samara Group”:
- Samara Investment Holdings (FVC) Limited
 - CIPIL Investments
 - Walker Investments
 - Durja Investments Limited

All the above are companies incorporated outside India.

- c. The principal activity of Samara is to act as an investment holding company. The Samara Group has invested in companies engaged in businesses involving infrastructure ancillary, financial services, consumer, oil and gas services, etc.
- d. The subscribed capital of the Acquirer is 23,800 Class A1 ordinary shares of USD 0.01 each, 1,500 Class A2 ordinary shares of USD 0.01 each, 848 Class B shares of USD 1 each and 100 Class C shares of USD 1 each. The total stated capital as on December 31, 2009 is USD 1,201, (equivalent to INR 0.56 Lacs) as per the Audited results.
- e. The Board of Directors of Samara Capital Partners Fund I Limited comprises of Coudipall Basanta Lala, Rubina Anver Toorawa, Michael Steinberg and Justin Steinberg.
- f. The object of Samara Capital Partners Fund I Limited is to provide its shareholders with long term capital appreciation through investments in companies operating in India.
- g. The equity shares of Samara Capital Partners Fund I Limited are not listed on any stock exchange.
- h. Prior to the Preferential Issue, Samara held 15,00,000 fully paid up Equity Shares of AOSL, representing 13.30% of the Pre Preferential Issue share capital of AOSL. Post the Preferential Issue, Samara holds 55,50,000 fully paid up Equity Shares of AOSL, representing 36.22% of the Post Issue share capital of AOSL.
- i. Mr. Sumeet Narang and Mr. Gautam Gode, are Directors of AOSL. They are employed by and are Directors of Samara India Advisors Pvt. Ltd., which provides sub-advisory services to Samara Capital Management Limited, which is the Investment Manager of Samara Capital Partners Fund I Limited. They are not employed by and are not Directors of Samara Capital Partners Fund I Limited.
- j. Financial Information of Samara Capital Partners Fund I Limited based on Audited Annual Accounts is as follows: (Rs. in Lacs)

Conversion rate (USD-INR)	39.41	48.45	46.68
Particulars	December 31, 07 13.5 months	December 31, 08 12 months	December 31, 09 12 months
Total Income	46.12	44.20	0.00
Net Income / (Loss)	-1,074.92	-3,924.79	-5,081.34
EPS	-	-	-
Paid-up Equity Capital	19,584.28	34,423.48	34,187.75
Reserves & Surplus	-1,071.86	-5,237.02	-10,118.21
Net Asset Value (NAV)	22,113.35	25,712.54	25,055.59
RONW (%)	-	-	-

Notes:

- Paid-up Equity Capital represents the total of share capital and capital contribution received.
- Reserves & Surplus comprise accumulated losses of the Group. It does not include revaluation reserve.
- No investments have been sold yet and hence the Company is incurring operating loss. Hence there is no return on the shareholders fund.
- Conversion rate on closing date is the obtained from Reserve Bank of India website.

4) Information about the Target Company

- a. Asian Oilfield Services Limited (AOSL) was incorporated under the provisions of the Companies Act, 1956 as a public limited Company on March 9, 1992 and obtained the Certificate of Commencement on March 10, 1992.
- b. The Registered Office of the company is situated at 7th Floor, B Wing, Manubhai Tower, Sayajigunj, Vadodara – 390 020.
- c. The present Authorized Share Capital of the Target Company is Rs.20,00,00,000 divided into 2,00,00,000 Equity Shares of face value of Rs. 10/- each. The issued, subscribed and paid-up capital of the Target Company Pre-Preferential Issue was Rs. 11,27,44,440 comprising of 1,12,74,444 Equity Shares of face value of Rs.10/- each fully paid up. The current issued, subscribed and paid-up capital of the Target Company is Rs. 15,32,44,440 comprising of 1,53,24,444 Equity Shares of face value of Rs.10/- each fully paid up.
- d. There are no calls in arrears and no partly paid up shares in the Target Company.
- e. The Target Company is engaged in the business of providing Oilfield related services viz. Shot Hole Drilling & Uphole Drilling Services, Seismic Job Services, Seismic Data Acquisition and Seismic Data Processing and Interpretation to various multinational companies, national and private Exploration & Production companies. The Company at present provides seismic data acquisition, processing and interpretation services to various Exploration companies in India.
- f. Mr. Avinash Manchanda and Mr. Krishna Kant are the initial Promoters of the Target Company. Enso Limited has been inducted as the Co-promoter of AOSL, in terms of the Regulation 12 of the Regulations, by shareholders passing a special resolution through postal ballot process on April 16, 2009. Enso Limited does not hold any equity share in the Target Company.
- g. The Promoter Group, prior to Preferential Issue, held 6,70,657 fully paid up equity shares, representing 5.95% of the Pre Preferential Issue share capital of AOSL.
- h. The present directors of the Target Company include:

Krishna Kant	Executive Vice Chairman
Avinash Manchanda	Managing Director
Dali Eruchshaw Ilavila	Non Executive Independent Director
Sumeet Narang	Investor Director *
Rameshwarlal B. Kabra	Non Executive Independent Director
Anand Prakash Agarwal	Non Executive Independent Director
Vaibhav Maloo	Promoter Director (Non Executive Director)
Gautam Gode	Non Executive Director *

* Directors representing Samara

i. The Target Company is listed only on the Bombay Stock Exchange Ltd. (BSE).

j. Financial Information of AOSL based on their Audited Annual Accounts is as follows: (Rs. in Lacs)

Particulars (for period ending)	March 31, 2007 (12 m)	June 30, 2008 (15 m)	June 30, 2009 (12 m)	December 31, 2009 (6 m) *
Total Income	2,759.75	4,793.59	6,418.79	619.70
Net Income / (Loss)	429.54	962.25	530.07	-81.50
EPS (Basic)	7.52	11.66	4.74	-0.72
EPS (Fully Diluted)	7.52	11.66	4.74	-0.72
Paid-up Equity Capital	700.71	1,046.00	1,127.44	1,127.44
Reserves & Surplus	799.57	5,078.66	6,158.69	-
Book Value per Share	21.42	58.55	64.63	-
RONW (%)	28.63%	15.71%	7.28%	-

* Results for 6 months period ending December 31, 2009 are based on Limited Review by the statutory auditors of AOSL.

k. The Target Company has the following Subsidiary / Associate companies:

Name of the Company	Relationship (Subsidiary / Associate)	Activity
AOSL Petroleum Pte. Ltd	100% Wholly Owned Overseas Subsidiary of AOSL	Exploration and extraction of oil and natural gas and for the purpose, to apply for and acquire, develop, erect, improve, renovate, alter any well and field, to manufacture, produce, process, sale, distribute, import, export, trade and deal in all types of drilling rigs, mining equipment, mud pumps, oil exploration equipment etc. (yet to commence business)
Nimit Finance Pvt. Ltd.	Associate Company - Unlisted	Investment Company

5) Reasons for the Offer and Future Plans

- a. The Acquirer proposes to enhance its stake accompanied with a change in control / management. This offer of 20% of the voting capital i.e. 30,64,889 fully paid-up Equity Shares is being made in terms of Regulation 10 and 12 of SEBI (SAST) Regulations.
- b. As on the date of PA, the Acquirer has not acquired nor disposed of or otherwise encumber any assets of AOSL in the next two years from the date of the closure of this Offer except in the ordinary course of business.
- c. The Acquirer shall not sell, dispose of or otherwise encumber any assets of AOSL, other than in ordinary course of business, except with the prior approval of the shareholders of AOSL.
- d. The Target Company is in the business of providing Oilfield related services viz. Shot Hole Drilling & Uphole Drilling Services, Seismic Job Services, Seismic Data Acquisition and Seismic Data Processing and Interpretation to various multinational companies, national and private Exploration & Production companies in India. The investment by the Acquirer in the Target Company is to increase the Acquirer's stake in the company with a view to take control in order to drive strategic changes such as entering into new business lines, tapping new customers, entering into strategic JVs etc in order to build a robust order book and grow the company many fold.
- e. The capital raised through the preferential allotment will be utilized as follows:
- to meet the capex requirement for the proposed expansion
 - to meet the long term working capital

6) Statutory Approvals Required for the Offer

- a. The offer is subject to:
- Approval from the Reserve Bank of India (RBI) for transfer of shares to the Acquirer for shares acquired under this Offer.
 - Approval from SEBI.
- b. No Approvals are required from FIPB (Foreign Investment Promotion Board) or any other statutory body to acquire Equity Shares pursuant to this Offer.
- c. As on the date of this Public Announcement, no other statutory or regulatory approvals are required to acquire the Equity Shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the approval of such other statutory approvals. The Acquirer would proceed with the Offer in the event any statutory approval indicated herein is not obtained in terms of Regulation 27 of the SEBI (SAST) Regulations.
- d. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also be applicable.

7) Disclosure under Regulation 21 of the SEBI (SAST) Regulations

The minimum public shareholding required for continuous listing of shares of AOSL is 25% (Twenty Five per cent) of the total paid-up Equity Share Capital. Pursuant to this offer, the full shareholding there will be no violation of Clause 40A of the Listing Agreement of AOSL with the stock exchanges for the purpose of listing on a continuous basis.

8) Financial Arrangements

- a. The maximum purchase consideration payable by the Acquirer in case of full acceptance of the Offer for the acquisition of up to 30,64,889 fully paid Equity Shares of face value of Rs.10/- each at Rs.61.20 (Rupees Sixty One and Paise Twenty only) per share is Rs. 18,75,71,207/- (Rupees Eighteen Crore Seventy Five Lac Seventy One Thousand Two Hundred Seven only).
- b. The Acquirer has deposited Rs. 470 Lacs, sufficient to cover the minimum of 25% of the purchase consideration i.e. Rs. 4,68,92,802/- on February 8, 2010 in the Escrow account No. 002-487718-001 designated as “Asian Oilfield Services Ltd - Open Offer - Escrow Account”, opened with The Hongkong and Shanghai Banking Corporation Limited (HSBC), Vile Parle, Mumbai. The Acquirer has confirmed that the funds so deposited in the escrow account will be exclusively utilized for the purpose of this Offer. The Acquirer has authorized the Manager to the Offer to realize the value of Escrow Account in terms of Regulations.
- c. Reesan Emrith (Membership No.: FRC/AL/130) from KPMG, Mauritius, having its office at KPMG Centre, 30, St. George Street, Port Louis, Mauritius, has confirmed to provide the Auditor's report dated February 8, 2010, that the Acquirer has adequate financial arrangements to finance the proposed acquisition of shares to the extent of Acquirer's obligations under this Offer.
- d. Based on the undertakings and declarations from the Acquirer and the certificate from the auditors, the Manager to the Offer is satisfied about the Acquirer's ability to implement the Offer in accordance with the SEBI (SAST) Regulations.

9) Other Terms of the Offer

- a. The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of AOSL (except the Acquirer and the Promoters) whose names appear on the Register of members of AOSL and to the beneficial owners of the Equity Shares of AOSL whose names appear as beneficiaries on the records of the respective depositories i.e. NSDL and CDSL, at the present business hours on March 5, 2010 (“Specified Date”).
- b. All shareholders (registered or unregistered) who own shares of AOSL (except the Acquirer and the Promoters) are eligible to participate in the Offer anytime before the closure of the Offer.
- c. The Shareholders who are holding shares in physical form and who wish to tender their Equity Shares will be required to send the Form of Acceptance cum Acknowledgement, original Share Certificate(s) and the duly signed (s) or signed to the Offer, on or before the Close of the Offer, i.e. not later than 17:00 hours on April 20, 2010 in accordance with the Instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.
- d. The Registrar to the Offer, Cameo Corporate Services Limited, has opened a special depository account with following details:

Depository	NSDL
DP Name	Stock Holding Corporation of India Limited
Account Name	Cameo Corporate Services Limited Escrow A/c AOSL Open Offer
Client ID Number	22765913
DP ID Number	IN301080
ISIN	INE276G01015

- The Shareholders having their beneficial account in CDSL have to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.
- e. Beneficial Owners (holders of shares in dematerialized form) who wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy of the delivery instruction in “Off-market” mode or counterfactual of the delivery instructions in “Off-market” mode, duly acknowledged by the Depository Participant (“DP”) in favour of the special depository account to the Registrar to the Offer – Cameo Corporate Services Limited either by hand delivery on weekdays or by Registered Post, on or before the Close of the Offer, i.e. not later than April 20, 2010, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before close of the Offer, i.e. not later than April 20, 2010. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, number of shares held, number of shares offered, Distinctive numbers, Folio Number, together with the original Share Certificate(s), valid transfer deeds and the Original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered shareholders.
- g. All shareholders who wish to avail of and accept the Offer, can deliver the Form of Acceptance cum Acknowledgement alongwith all the relevant documents at any of the collection centers specified below in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement on or before the closure of the Offer, i.e. not later than April 20, 2010. The centers mentioned herein below would accept applications in the mode as given below:

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person	Telephone No.	Fax No.	Mode of Delivery
1.	Chennai	Cameo Corporate Services Limited 'Subramanian Building', 1 Club House Road, Chennai – 600 002	Mr. R. D. Ramaswamy	Tel.: 044-28460390	Fax: 044-28460129	Hand Delivery / Registered Post / Courier
2.	Delhi	Cameo Corporate Services Limited 'C/o Sterling Services F-63, First Floor, Bhagat Singh Market, Near Gole Market Connaught Place New Delhi - 110 001	Mr. R. Sidhar	Tel.: 09312546905	Fax: 011-43518350	Hand Delivery
3.	Mumbai	Cameo Corporate Services Limited '304, Sai Sadan, 3rd Floor, 76/78, Modi Street, Fort, Mumbai 400 001	Mr. Prashant Sanil	Tel.: 022-22644325	Fax: 022-22644325	Hand Delivery
4.	Vadodara	Cameo Corporate Services Limited '202, Pawan Flats, 7 Anand Nagar Society, Productivity Road, Alkapuri, Vadodara - 390 007	Mr. Jaydeep Mehta / Mr. Binod Kumar Rai	Tel.: 0265-2341105 / 23025993	Fax: 0265-2341105	Hand Delivery

Timing: Weekdays : 10.00 AM to 5.00 PM
Saturdays : 10.00 AM to 1.00 PM

- h. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the Name, Address, number of shares held, Distinctive numbers, Folio numbers, number of shares offered along with the documents as mentioned above so as to reach the Registrar to the Offer on or before the Close of the Offer, i.e. no later than April 20, 2010 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating Name, Address, the number of shares held, number of shares offered DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in “Off-market” mode or counterfactual of the delivery instruction in “Off-market” mode, duly acknowledged by the DP in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e. not later than April 20, 2010.
- i. Applications in respect of Equity Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected if the directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in such cases, wherever possible, will be forwarded to the concerned statutory authorities for their further action.
- j. Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
- k. In terms of regulation 22(5A) of the SEBI (SAST) Regulations, Equity Shareholders desirous of withdrawing the acceptance tendered by them in the Offer, may do so up to 3 (three) working days prior to the date of closure 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 the address mentioned above as per the mode of delivery indicated therein on or before April 15, 2010.

- The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.
- In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper 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 counterfactual of the delivery instruction in “Off-market” mode, duly acknowledge by the DP, in favour of the special depository account.

- l. The Registrar to the Offer will hold in trust the Shares/share certificates, Shares lying in credit of the special depository account, Form of Acceptance and the transfer form(s), if any, on behalf of the shareholders who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the SEBI Takeover Code.
- m. If the aggregate of the valid responses to the Offer exceeds the Offer size of 30,64,889 fully paid up Equity Shares of AOSL (representing 20% of the Post Issue Voting Capital of AOSL), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations.
- n. As the shares of AOSL are compulsorily traded in dematerialized form, therefore minimum acceptance/marketable lot will be one share.
- o. Unaccepted Share Certificate, Transfer Deeds and other documents, if any, will be returned by Registered Post at the shareholders / unregistered owners sole risk to the solefirst shareholder. Unaccepted shares held in demat form will be credited back to the beneficial owners depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.
- p. Shareholders, who have sent their shares for dematerialization, need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of Closure of the Offer, i.e. no later than April 20, 2010, else their application would be rejected.
- q. Shareholders of AOSL who have lodged Equity Shares for transfer may either download the Letter of Offer and Acceptance Form from the SEBI's site (www.sebi.gov.in) or request for the Acceptance Form from the Registrar to the Offer. The Acceptance Form, duly completed and signed in accordance with the instructions contained therein or an application in writing on a plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers and folio number shall be sent to the Registrar to the Offer along with the acknowledgement, if any, received from AOSL for having lodged the transfer deed. Shareholders of AOSL who are attaching the acknowledgement are requested to direct AOSL in writing to retain the share certificates for onward submission to the Registrar to the Offer.
- r. The securities transaction tax will not be applicable to the shares accepted in this Offer.
- s. While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approval (specific or general) that they would have obtained for acquiring the shares of AOSL. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered in this Offer. While tendering shares under the Offer, NRIs/ 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 the Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rates 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.
- t. In case of delay in receipt of statutory approvals, interest will be payable for the delayed period in terms of regulation 22(12). In case of resident shareholders of AOSL, the Acquirer will deduct the tax on the interest component exceeding Rs.5,000/- at the current prevailing rates, if applicable. If the resident shareholder of AOSL requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, he will be required to submit a No Objection Certificate from the income tax authorities or a self declaration in Form 15C / 15H, as may be applicable indicating the amount of tax to be deducted by the Acquirer. Shareholders of AOSL eligible to receive interest component exceeding Rs.5,000/- would be required to submit their Permanent Account Number for income tax purposes. Claims relating to payment of Interest will become applicable only in the event of the Acquirer becoming liable to pay interest for delay in release of purchase consideration.
- u. The payment of consideration for the accepted Equity Shares will be made by the Acquirer by crossed account payee cheque/demand draft to the shareholders of the accepted Equity Shares within 15 days from the date of closure of the Offer. Such documents i.e., share certificates etc. in case of unaccepted Equity Shares will be returned by Registered Post/Speed Post at the shareholders/unregistered owners' sole risk. Consideration up to Rs.1500/- will be dispatched “Under Certificate of Posting”. Equity Shares held in dematerialized form to the extent not accepted will be credited back to the account of the beneficial owner specified in the Acceptance Form.
- v. A schedule of some of the major activities in respect of the Offer is given below:

Activities	Day	Dates
Date of PA	Tuesday	February 9, 2010
Specified Date *	Friday	March 5, 2010
Last date for Competitive Bid	Tuesday	March 2, 2010
Date by which letter of offer to be dispatched to shareholders	Friday	March 19, 2010
Date of Opening of the Offer	Thursday	April 1, 2010
Last date for revising the Offer Price / number of Equity Shares	Friday	April 9, 2010
Last date up to which shareholders may withdraw	Thursday	April 15, 2010
Date of Closure of the Offer	Tuesday	April 20, 2010
Date for communicating acceptance / rejection under the Offer and Payment of consideration for applications accepted.	Wednesday	May 5, 2010

* Specified Date is only for the purpose of determining the names of shareholders of AOSL as on such date to whom the letter of offer would be sent.

10) General

- a. Shareholders of AOSL who have accepted the Offer by tendering the requisite documents, in terms of the PA / Letter of Offer shall have the option to withdraw the acceptance tendered by them up to 3 (three) working days prior to the date of closure of the Offer in terms of Regulation 21(7) (5A) of the SEBI (SAST) Regulations.
- b. As specified in the table the Acquirer reserves the right to revise the Offer Price up to 7 (seven) working days prior to the closure of the Offer and if there is any upward revision in the Offer Price by the Acquirer till the last date of revision i.e. April 9, 2010, or withdrawal of the Offer, the same would be informed by way of a Public Announcement in the same newspapers in which the original PA had appeared. The Acquirer would pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.
- c. If there is a competitive bid:
- The Public offers under all the subsisting bids shall close on the same date.
 - 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 the shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.
- d. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act.
- e. Pursuant to Regulation 13 of the SEBI (SAST) Regulations the Acquirer has appointed Meghraj Capital Advisors Private Limited as Manager to the Offer. As on the date of this PA, the Manager to the Offer does not hold any shares in the Target Company.
- f. The Acquirer has appointed Cameo Corporate Services Limited as the Registrar to the Offer, 'Subramanian Building', 1 Club House Road, Chennai – 600 002; Phone No.: +91-44-28460390-95; Fax No.: +91-44-28460129; Email: rdr@cameoindia.com, investor@cameoindia.com; Contact Person: