LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of ***Chamak Holdings Limited*** *If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in Chamak Holdings Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.*

OPEN OFFER BY

1. **Mr. Subhash Chander Kathuria (Acquirer)**
   3, Poorvi Marg, Vasant Vihar, New Delhi – 110 057
   Tel No: 011-25101497, Fax No. 011-25454495
2. **Mr. Anubhav Kathuria (Acquirer)**
   3, Poorvi Marg, Vasant Vihar, New Delhi – 110 057
   Tel No: 011-25101497, Fax No. 011-25454495

To

Acquire upto 49000 equity shares of Rs. 10/- each representing 20% of the total equity/voting share capital of Target Company at a price of Rs. 5/- (Rupees Five Only) per fully paid equity share payable in Cash.

of

CHAMAK HOLDINGS LIMITED

Registered Office: D-3/2, Okhla Industrial Area, Phase – II, New Delhi-110 020

Tel No. 044-42028527; Fax No. 044-42028526

Pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

ATTENTION:

1. **Delhi Stock Exchange Limited (DSE) have revoked the suspension of trading in the securities of target company with effect from May 20, 2010 and there is no trading in the shares of target company from May 20, 2010 till the date of letter of offer.**
2. **The Offer is not a Conditional Offer.**
3. **As on the date of Public Announcement, no Statutory Approvals are required to be obtained for the purpose of this Offer. However, the Offer would be subject to all Statutory Approvals that may become applicable at a later date before the completion of Offer.**
4. **Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of closure of the Offer i.e. June 30, 2010 (Wednesday).**
5. **If there is any upward revision in the Offer Price by the Acquirers up to seven working days prior to the date of Closure i.e. up to June 24, 2010 (Thursday), the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.**
6. **There is not any Competitive Bid in respect of this offer.**
7. **A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 11 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 17 TO 18)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

Manager to the Offer	Registrar to the Offer
D & A FINANCIAL SERVICES (P) LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel .: 011-26419079/ 26218274 Fax : 011 - 26219491 Email: dafspl@gmail.com Contact Person: ***Mr. Priyaranjan*** **SEBI Reg. No. INM000011484**	**Beetal Financial & Computer Services Pvt. Limited** Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: beetal@rediffmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 **Contact Person: Mr. Punit Mittal** **SEBI Reg. No. INR000000262**
OFFER OPENS ON: June 16, 2010 (Wednesday)	**OFFER CLOSES ON : July 05, 2010 (Monday)**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Date and Day (Original Schedule)	Date and Day (Revised Schedule)
1.	**Date of Public Announcement (PA)**	**April 07, 2010 (Wednesday)**	**April 07, 2010 (Wednesday)**
2.	**Specified Date (For the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent)**	**April 30, 2010 (Friday)**	**April 30, 2010 (Friday)**
3.	**Last Date for a Competitive Bid(s)**	**April 28, 2010 (Wednesday)**	**April 28, 2010 (Wednesday)**
4	Date by which Letter of Offer will be dispatched to the Shareholders	May 20, 2010 (Thursday)	June 10, 2010 (Thursday)
5.	**Offer Opening Date**	**May 27, 2010 (Thursday)**	**June 16, 2010 (Wednesday)**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	**June 04, 2010 (Friday)**	**June 24, 2010 (Thursday)**
7.	**Last date to withdraw acceptance tendered by shareholders**	**June 10, 2010 (Thursday)**	**June 30, 2010 (Wednesday)**
8.	**Offer Closing Date**	**June 15, 2010 (Tuesday)**	**July 05, 2010 (Monday)**
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	June 30, 2010 (Wednesday)	July 20, 2010 (Tuesday)

RISK FACTORS

i. In the event that either (a) the regulatory approvals are not received in timely manner (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirers not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of CHL, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers, may be delayed.

ii. The shares tendered in the offer will be held in trust by the Registrar, till the completion of the offer formalities. Accordingly, the acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.

iii. In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.

iv. Association of the Company with the Acquirers do not warrant any assurance with respect to the future financial performance of the Company.

v. Target Company has an outstanding unsecured loans and current liabilities of an amount aggregating to Rs 83.84 lacs as on December 31, 2009.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of CHL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of CHL are advised to consult their stockbrokers or investment consultants, if any, for further risk with respect to their participation in the offer.

TABLE OF CONTENTS

1. DEFINITIONS

1.	Acquirers or The Acquirers	Mr. Subhash Chander Kathuria and Mr. Anubhav Kathuria
2	Book Value per share	Net worth / Number of equity shares issued
3	DSE	The Delhi Stock Exchange Limited
4	EPS	Profit after tax / Number of equity shares issued
5	Form of Acceptance	Form of Acceptance cum Acknowledgement
6	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
7	CHL	Chamak Holdings Limited
8	LOO or Letter of Offer	Offer Document
9	Manager to the Offer or, Merchant Banker	D & A Financial Services (P) Limited
10	N.A.	Not Available
11	Negotiated Price	Rs. 5/- (Rupees Five Only) per fully paid up equity share/ voting share capital of face value of Rs.10/- each
12	Offer or The Offer	Open Offer for acquisition of 49000 equity shares of Rs. 10/- each representing 20% of the total voting capital of Target Company at a price of Rs. 5.00 (Rupees Five Only) per fully paid equity share, payable in Cash.
13	Offer Price	Rs. 5.00 (Rupees Five Only) per share for fully paid equity shares of Rs. 10/- each, payable in Cash.
14	Persons eligible to participate in the Offer	Registered shareholders of Chamak Holdings Limited, and unregistered shareholders who own the equity shares of Chamak Holdings Limited any time prior to the Offer Closure other than the Acquirers and Parties to the Agreement.
15	Public Announcement or **"PA"**	Announcement of the Open Offer by The Acquirers, which appeared in the newspapers on April 07, 2010 and corrigendum to PA, which appeared in the newspapers on 07.06.2010.
16	Registrar or Registrar to the Offer	M/s Beetal Financial & Computer Services Private Limited
17	Return on Net Worth	(Profit After Tax/Net Worth) *100
18	SEBI	Securities and Exchange Board of India
19	SEBI (SAST) Regulations, 1997 or Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
20	SEBI Act	Securities and Exchange Board of India Act, 1992
21	Sellers	Mr. V. P. Chokhani, Abhimanu Exports Limited, Vitan Departmental Stores & Industries Limited, Chokhani Investments Limited and Dhanuka Estate & Investment Limited
22	SPA	Share Purchase Agreement
23	Target Company or CHL	Chamak Holdings Limited

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CHAMAK HOLDINGS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, D & A FINANCIAL SERVICES (P) LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 16.04.2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The Offer is being made under Regulation 10 read with Regulation 12 and as a result of this Offer, the Acquirers will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of "Chamak Holdings Limited "

3.1.2 The Acquirers have entered into a Share Purchase Agreement **[SPA]** on Wednesday, March 31, 2010 to acquire an aggregate of 1,81,000 (One Lacs Eighty One Thousand Only) fully paid up equity shares of Rs.10/- each representing 73.88% of the total paid up capital and voting rights of **M/s Chamak Holdings Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at D-3/2, Okhla Industrial Area, Phase-II, New Delhi – 110 020 (hereinafter referred to as **"CHL/ the Target Company"**) from among the promoter group of the CHL, namely, Mr. V. P. Chokhani, Abhimanu Exports Limited, Vitan Departmental Stores & Industries Limited, Chokhani Investments Limited and Dhanuka Estate & Investment Limited *(hereinafter collectively referred to as* ***Sellers****) (83500, 24500, 24500, 24500 and 24000 respectively* – Collectively, the "Sale Shares"*)*, at a price of Rs. 5.00 (Rupees Five Only) per fully paid up equity share payable in cash (**"Negotiated Price"**). The total consideration for the shares acquired as mentioned above is Rs. 9,05,000/- (Rupees Nine Lacs Five Thousand Only) *and that resulted the triggering of SEBI (SAST) Regulations, 1997.* The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.

3.1.3 The Details of the sellers are as under:

Sr. No.	Name of the shareholders/sellers	Address	No. of sold Shares	% to total paid up Capital	Amount (In Rs)
1	V P Chokhani	No 7A, Cormondel Towers, New No. 302, Ponnamalle High Road, Kilpauk, Chennai-10	83500	34.08	417500
2	Abhimanu Exports Limited	D-3/2 Okhla Industrial Area, Phase II, New Delhi-110 020	24500	10.00	122500
3	Vitan Departmental Stores & Industries Limited	No. 21, Spur Tank Road, Chetpet, Chennai-31	24500	10.00	122500
4	Chokhani Investments Limited	No. 9, Ezra Street, Kolkata-700 001	24500	10.00	122500
5	Dhanuka Estate & Investment Ltd.	No. 21, Spur Tank Road, Chetpet, Chennai-31	24000	9.80	120000
		TOTAL	**181000**	**73.88**	**905000**

3.1.4 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirers shall pay total cash consideration of Rs.9,05,000/- (Rupees Nine Lacs Five Thousand Only).

b. Against payment of the sale consideration, the Sellers as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirers and the Acquirers shall purchase and acquire from the sellers, shares free from all encumbrances, all rights, title and interests of the Sellers in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The Acquirers undertake and covenant to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The sellers agree to provide the Acquirers with all necessary support, for complying with the provisions of the Takeover Code relating to Public Offer as are applicable to the transaction envisaged herein.

d. In the event the Acquirers fail to comply with the applicable provisions of the Takeover Code relating to the Public Offer, the SPA shall stand terminated and shall be null and void.

3.1.5 As on the date of Public Announcement, Apart from 1,81,000 (One Lacs Eighty One Thousand Only) fully paid equity shares, which the acquirers agreed to acquire in terms of SPA, the acquirers does not hold any equity shares and resultant voting rights of CHL.

3.1.6 Neither the Acquirers, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.7 The acquirers is entitled to appoint persons on the Board of Directors of target company as per Regulation 22 (7) of SEBI (SAST) Regulations, 1997. However at present no directors representing acquirers has been appointed on the Board of Directors of target company.

3.2 The Offer

3.2.1 The Acquirers have made a Public Announcement, which was published on April 07, 2010 in the following newspapers in accordance with the Regulation 15 and pursuant to Regulations 10 and 12 of SEBI (SAST) Regulations, 1997.

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions

The Public Announcement is also available on the SEBI website at www.sebi.gov.in

3.2.2. The Acquirers are making an Offer under the SEBI (SAST) Regulations, 1997 to acquire 49000 equity shares of Rs. 10/- each fully paid up representing 20% of the share/voting capital of "CHL" at a price of Rs. 5.00 (Rupees Five Only) per fully paid up equity share ("**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter.

3.2.3. There are no partly paid up shares in "Chamak Holdings Limited".

3.2.4. The Offer is not subject to any minimum level of acceptances from the shareholders. The Acquirers will accept the equity shares of CHL those are tendered in valid form in terms of this Offer upto maximum of 49000 equity shares.

3.2.5. Acquirers have not acquired any shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.3 Object of the Acquisition/ Offer

3.3.1 The Acquirers are interested in taking over the management and control of CHL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition. The acquirers are also proposed to undertake to start new business activities like production of steel billets/flats etc. The Object Clause of Memorandum of Association of target company will be suitably amended in order to start the new business activities like production of steel billets/flats etc. as proposed by the acquirers under the relevant provisions of Companies Act, 1956 in this regard.

3.3.2 The Offer to the Public shareholders of CHL is for acquiring 20.00% of the total paid up capital / voting rights. After the proposed Offer, the Acquirers will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.3 The Offer to the shareholders of CHL is being made in accordance with Regulation 10 & 12 of the SEBI (SAST) Regulations, 1997.

4. BACKGROUND OF THE ACQUIRERS

4.1 Mr. Subhash Chander Kathuria

4.1.1 Mr. Subhash Chander Kathuria, son of Shri R. C. Kathuria, aged 61 years, an Indian resident residing at 3, Poorvi Marg, Vasant Vihar, New Delhi – 110 057, Tel No: 011-25101497, Fax No. 011-25454495.

4.1.2 Mr. Subhash chander Kathuria has done Diploma in Engineering from Germany and has experience for more than three decades in managing steel industry.

4.1.3 Mr. Arun Deora (Membership No. 087729), Partner of M/s Deora & Associates, Chartered Accountants, having Office at FF3 Stutee Building, Bank Street, Karol Bagh, New Delhi-110 005 has certified vide their certificate dated March 29, 2010 that the Net Worth of Mr. Subhash Chander Kathuria as on 28.02.2010 is Rs. 14415.16 Lacs and that he has sufficient liquid funds to fulfill his part of obligations under this Offer.

4.1.4 Mr. Subhash Chander Kathuria holds directorship in the following Companies:

S.No.	Name of the Company	Designation	Listed At
1.	Synergy Global Steel (P) Limited	Director	Not Listed
2.	Synergy Steels Limited	Managing Director	Not Listed
3.	R. P. K. Builders (P) Limited	Director	Not Listed
4.	Life Medicare & Biotech (P) Limited	Director	Not Listed
5.	Ramnika Estate (P) Limited	Director	Not Listed
6.	Kathuria Casting (P) Limited	Director	Not Listed
7.	Aakar Technobuild (P) Limited	Director	Not Listed
8.	Kathuria Special Steels Rolling Mills (P) Limited	Director	Not Listed

4.1.5 Mr. Subhash Chander Kathuria has promoted following companies, the details of which are given below.

S.No.	Name of the Company	Listed At
1.	Synergy Steels Limited	Not Listed
2.	Greenlam Properties (P) Limited	Not Listed
3.	Synergy Global Steel (P) Limited	Not Listed
4.	R. P. K. Builders (P) Limited	Not Listed
5.	Life Medicare & Biotech (P) Limited	Not Listed
6.	Ramnika Estate (P) Limited	Not Listed
7.	Kathuria Casting (P) Limited	Not Listed
8.	Aakar Technobuild (P) Limited	Not Listed
9.	Kathuria Special Steels Rolling Mills (P) Limited	Not Listed

The brief details of companies promoted are as under:

Name of The Company	Synergy Global Steel (P) Limited		
Date of Incorporation	28.11.2005		
Listed At (Name of the Stock Exchanges)	Not Listed		
Nature of Business	Trading of Steel Materials		
Whether a Sick Industrial Company	No		
	Year ended 31.03.2007	**Year ended 31.03.2008**	**Year ended 31.03.2009**
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(1.71)	(1.83)	(1.98)
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(2.05)	(0.12)	(0.15)
Earning Per Share (In Rs)	(20.57)	(1.16)	(1.52)
Net Asset Value (In Rs)	(17.99)	(19.14)	(20.66)

Name of The Company	Synergy Steels Limited
Date of Incorporation	13.04.1973
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Manufacturing and Trading of Steel Bilets/Flats
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	722.67	777.13	777.13
Reserves & Surplus (Rs In Lacs)	4090.95	4616.47	4517.46
Total Income (Rs In Lacs)	22206.99	22030.21	24773.49
Profit After Tax (Rs in Lacs)	182.30	194.61	101.20
Earning Per Share (In Rs)	2.51	2.50	1.30
Net Asset Value (In Rs)	66.59	69.39	68.12

Name of The Company	R. P. K. Builders (P) Limited
Date of Incorporation	31.01.2005
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	3.77	3.45	3.14
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(1.53)	(0.31)	(0.31)
Earning Per Share (In Rs)	(15.32)	(3.00)	(3.12)
Net Asset Value (In Rs)	42.77	42.08	41.42

Name of The Company	Life Medicare & Biotech (P) Limited
Date of Incorporation	29.08.1997
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Manufacture and trading of pharma
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	195.00	195.00	195.00
Reserves & Surplus (Rs In Lacs)	223.05	230.77	58.58
Total Income (Rs In Lacs)	1562.99	1384.08	1153.38
Profit After Tax (Rs in Lacs)	32.58	3.16	(172.19)
Earning Per Share (In Rs)	1.67	0.16	(8.83)
Net Asset Value (In Rs)	21.44	21.83	13.00

Name of The Company	Ramnika Estate (P) Limited
Date of Incorporation	18.12.1987
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	0.59	0.51	0.43
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(1.66)	(0.08)	(0.08)
Earning Per Share (In Rs)	(16.55)	(0.84)	(0.81)
Net Asset Value (In Rs)	15.91	15.07	14.25

Name of The Company	Katuria Casting (P) Limited
Date of Incorporation	10.12.2003
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Rolling Mill
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(16.59)	(9.92)	(9.44)
Total Income (Rs In Lacs)	128.58	180.06	138.96
Profit After Tax (Rs in Lacs)	(3.77)	6.68	0.47
Earning Per Share (In Rs)	(38.00)	66.77	4.72
Net Asset Value (In Rs)	(156.36)	(89.15)	(84.43)

Name of The Company	Aakar Technobuild (P) Limited
Date of Incorporation	11.04.1997
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(3.61)	(3.83)	(4.00)
Total Income (Rs In Lacs)	0.11	0.11	Nil
Profit After Tax (Rs in Lacs)	0.28	(0.25)	(0.18)
Earning Per Share (In Rs)	(2.81)	(2.51)	(1.75)
Net Asset Value (In Rs)	(26.11)	(28.31)	(30.03)

Name of The Company	Katuria Special Steels rolling Mills (P) Limited
Date of Incorporation	25.05.1999
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Rolling Mill
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(1.39)	(1.93)	(2.33)
Total Income (Rs In Lacs)	0.20	Nil	Nil
Profit After Tax (Rs in Lacs)	(0.31)	(0.53)	(0.41)
Earning Per Share (In Rs)	(3.12)	(5.34)	(4.07)
Net Asset Value (In Rs)	(16.28)	(18.53)	(19.50)

Name of The Company	Greenlam Properties (P) Limited
Date of Incorporation	23.06.2004
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	Nil	Nil	(0.74)
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(0.15)	(0.11)	(0.25)
Earning Per Share (In Rs)	(1.50)	(1.10)	(2.47)
Net Asset Value (In Rs)	4.78	4.03	2.58

4.1.6 The following litigation matters are pending by and against Mr Subhash Chander Kathuria:

S no	Case title	Claim amount	Case no.	Court name	Brief of matter
1	Ved prakash vs Subhash kathuria & Others	N.A.	360/2006	In the court of Shri Samar Vishal Civil judge, Tiz Hazari Delhi-54	This is a case for Cancellation of sale deeds.
2	S. C. Kathuria vs Ceepham Agencies Pvt Ltd.		Civil suit (original side) 55 of 2008	High Court, Delhi	Suit for specific performance and permanent injection of A-2, Green Park , New Delhi.
3	S. C. Kathuria vs Softline Creations Pvt Ltd.	Rs.70,07,000	Civil suit (original side) 1803 of 2007	High Court ,Delhi	Suit for recovery of Rs.70,07,000/- under the provisions of order 37 CPC.
4	Softline Creations Pvt Ltd.	Rs.28,60,000	Civil suit (original side) 1804 of 2007	High Court, Delhi	Suit for recovery of Rs.28,60,000/- under the provisions of order 37 CPC.
5	S.C.Kathuria vs Union of India and others		Writ petition (civil) 4702 of 2006	High Court, Delhi	Petition under article 226 of constitution of India.
6	S. C. Kathuria vs ACIT (Assessment year 2000-01)		73/03-04/ 2000-01	CIT (Appeals)	Assistant Commissioner of Income Tax has passed an order U/s143 (3) (ii) and demand raised has been paid.
7	S. C. Kathuria vs ACIT (Assessment year2000-01)		309/07-08/ 32000-01	CIT (Appeals) DELHI	The assessing officer had passed an order u/s 143(3)/ 148 of the IT Act, 1961 and demand raised has been paid.
8	S. C. Kathuria vs CIT (Assessment year 2001-02)		1747/DEL/06	ITAT ,DELHI	The CIT had passed an order u/s 263 of the IT Act, 1961 and demand raised has been paid.
9	S. C. Kathuria vs DCIT (Assessment year 2001-02)		471/08-09/ 2001-02	CIT (Appeals) ,DELHI	The DCIT had passed an order u/s 147/143(3) of the IT Act, 1961 and demand raised has been paid.
10	S. C. Kathuria vs DCIT (Assessment year 2002-03)		2070/DEL/07	ITAT, Delhi	The DCIT had passed an order u/s 148/143(3) of the IT Act, 1961 and demand raised has been paid.

4.1.7 The acquirer is not holding any equity shares of target company, hence the provisions of Chapter II of the Regulations are not applicable to the acquirer.

4.2 Mr. Anubhav Kathuria

4.2.1 Mr. Anubhav Kathuria s/o Shri Subhash Chander Kathuria , aged 26 years, an Indian National residing at 3, Poorvi Marg, Vasant Vihar, New Delhi – 110 057, Tel No: 011- 26950311, Fax No. 011-25454495.

4.2.2 Mr. Anubhav Kathuria is B. Sc (Hons) from university of Bradford and having 5 years of work experience in Managing Biotech and Steel Industry.

4.2.3 Mr. Arun Deora (Membership No. 087729), Partner of M/s Deora & Associates, Chartered Accountants, having Office at FF3 Stutee Building, Bank Street, Karol Bagh, New Delhi-110 005 has certified vide their certificate dated March 29, 2010 that the Net Worth of Mr. Anubhav Kathuria as on 28.02.2010 is Rs. 2188.33 Lacs and that he has sufficient liquid funds to fulfill his part of obligations under this Offer.

4.2.4 Mr. Anubhav Kathuria holds directorship in the following Companies:

S.No.	Name of the Company	Designation	Listed At
1.	Synergy Global Steel (P) Limited	Director	Not Listed
2.	Wonder Software (P) Limited	Director	Not Listed
3.	R. P. K. Builders (P) Limited	Director	Not Listed
4.	Life Medicare & Biotech (P) Limited	Director	Not Listed
5.	Himalaya Estate (P) Limited	Director	Not Listed
6.	Greenlam Properties (P) Limited	Director	Not Listed

4.2.5 Mr. Anubhav Kathuria has promoted following companies, the details of which are given below.

S.No.	Name of the Company	Listed At
1.	Synergy Steels Limited	Not Listed
2.	Synergy Global Steel (P) Limited	Not Listed
3.	Aakar Technobuild (P) Limited	Not Listed
4.	Ramnika Estate (P) Limited	Not Listed
5.	R. P. K. Builders (P) Limited	Not Listed
6.	Himalaya Estate (P) Limited	Not Listed
7.	Greenlam Properties (P) Limited	Not Listed

The brief details of companies promoted are as under:

Name of The Company	**Synergy Global Steel (P) Limited**
Date of Incorporation	28.11.2005
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Trading of Steel Materials
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	**Year ended 31.03.2008**	**Year ended 31.03.2009**
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(1.71)	(1.83)	(1.98)
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(2.05)	(0.12)	(0.15)
Earning Per Share (In Rs)	(20.57)	(1.16)	(1.52)
Net Asset Value (In Rs)	(17.99)	(19.14)	(20.66)

Name of The Company	Synergy Steels Limited
Date of Incorporation	13.04.1973
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Manufacturing and Trading of Steel Bilets/Flats
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	**Year ended 31.03.2008**	**Year ended 31.03.2009**
Paid up Equity Share Capital (Rs in Lacs)	722.67	777.13	777.13
Reserves & Surplus (Rs In Lacs)	4090.95	4616.47	4517.46
Total Income (Rs In Lacs)	22206.99	22030.21	24773.49
Profit After Tax (Rs in Lacs)	182.30	194.61	101.20
Earning Per Share (In Rs)	2.51	2.60	1.30
Net Asset Value (In Rs)	66.59	69.39	68.12

Name of The Company	**R. P. K. Builders (P) Limited**
Date of Incorporation	31.01.2005
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	**Year ended 31.03.2008**	**Year ended 31.03.2009**
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	3.77	3.45	3.14
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(1.53)	(0.31)	(0.31)
Earning Per Share (In Rs)	(15.32)	(3.00)	(3.12)
Net Asset Value (In Rs)	42.77	42.08	41.42

Name of The Company	Ramnika Estate (P) Limited
Date of Incorporation	18.12.1987
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	0.59	0.51	0.43
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(1.66)	(0.08)	(0.08)
Earning Per Share (In Rs)	(16.55)	(0.84)	(0.81)
Net Asset Value (In Rs)	15.91	15.07	14.25

Name of The Company	Aakar Technobuild (P) Limited
Date of Incorporation	11.04.1997
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(3.61)	(3.83)	(4.00)
Total Income (Rs In Lacs)	0.11	0.11	Nil
Profit After Tax (Rs in Lacs)	0.28	(0.25)	(0.18)
Earning Per Share (In Rs)	(2.81)	(2.51)	(1.75)
Net Asset Value (In Rs)	(26.11)	(28.31)	(30.03)

Name of The Company	Greenlam Properties (P) Limited
Date of Incorporation	23.06.2004
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	Nil	Nil	(0.74)
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(0.15)	(0.11)	(0.25)
Earning Per Share (In Rs)	(1.50)	(1.10)	(2.47)
Net Asset Value (In Rs)	4.78	4.03	2.58

Name of The Company	Himalaya estate (P) Limited
Date of Incorporation	14.01.1987
Listed At (Name of the Stock Exchanges)	Not Listed
Nature of Business	Estate Agent
Whether a Sick Industrial Company	No

	Year ended 31.03.2007	Year ended 31.03.2008	Year ended 31.03.2009
Paid up Equity Share Capital (Rs in Lacs)	1.00	1.00	1.00
Reserves & Surplus (Rs In Lacs)	(0.70)	(0.89)	(0.92)
Total Income (Rs In Lacs)	Nil	Nil	Nil
Profit After Tax (Rs in Lacs)	(0.05)	(0.19)	(0.03)
Earning Per Share (In Rs)	(5.27)	(18.77)	3.23
Net Asset Value (In Rs)	29.54	10.84	7.69

4.2.6 No litigation matters are pending by and against Mr Anubhav Kathuria.

4.2.7 The acquirer is not holding any equity shares of Target Company, hence the provisions of Chapter II of the Regulations are not applicable to the acquirer.

Disclosure in terms of Regulation 16(ix)

4.3 The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of CHL in the succeeding two years, except in the ordinary course of business of CHL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of CHL.

4.4 The Acquirers have no full time directorships or controlling stake in any listed company.

4.5 Among the Acquirers, Mr. Anubhav Kathuria is Son of Mr. Subhash Chander Kathuria.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

The Offer (assuming full acceptance) would result in public shareholding in the Target Company being reduced below the minimum level required as per the listing agreement entered with the Stock Exchange for the purpose of listing on continuous basis. The Acquirers in Compliance with provisions of clause 40A (c) or (d) of the listing agreement will facilitate the Target Company to raise the level of public shareholding up to minimum of 25% as the level specified for continuous listing in the listing agreement entered with the stock exchange within the time limit specified by the stock exchange.

6. BACKGROUND OF THE TARGET COMPANY

CHMAK HOLDINGS LIMITED (CHL)

6.1 Chamak Holdings Limited (hereinafter referred to as "CHL" or "Target Company") was incorporated on December 18, 1984 under the existing name of Chamak Holdings Limited vide certificate of Incorporation issued by the Registrar of Companies, Delhi & Haryana. The Company obtained the Certificate of Commencement of Business on January 02, 1985. The Company at present has its Registered Office situated at D-3/2, Okhla Industrial Area, Phase II, New Delhi-110020. The Corporate Office is situated at No. 21, Spur Tank Road, Chetpet, Chennai-31. Ph. No. 044-28361175, 42028527.

6.2 The main business of CHL was to carry on business of buyers, sellers, producers and dealers in all kinds of tea, coffee, paper, paper board, iron & steel etc. However presently there are no business activities in CHL.

6.3 The Authorized Share Capital of CHL as on March 31, 2009 is Rs 29.50 Lacs, comprising of 2,45,000 equity shares of Rs 10/- (Rupees Ten Only) each and 5,000 9% Cumulative Preference shares of Rs.100/- each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs 29.50 Lacs comprising of 2,45,000 equity shares of Rs 10/- (Rupees Ten Only) each and 5,000 9% Cumulative Preference shares of Rs.100/- each.

6.4 As on the date of PA, the Equity Share Capital Structure of the target company is as given under:

Paid up Equity Shares of CHL	No. of Equity shares/ Voting Rights	% of Shares / Voting Rights
Fully paid-up equity shares	2,45,000	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	2,45,000	100.00
Total voting rights in the Target Company	**2,45,000**	**100.00**

6.5 There are no partly paid up shares in the target company.

6.6 The Current Capital structure of the company has been build up since inception as under:

Date of allotment	No of shares issued	% of shares issued	Cumulative) paid up capital (in Rs.	Mode of allotment	Identity of allottees (promoters/ ex-promoters/ others)	Status of compliance
Subscriber to Memorandum & Articles	70	0.03	700		Subscribers	Complied
07.01.1985 & 31.01.1985	2,44,930	99.97	24,49,300	Public Issue	Promoters & Public	Complied
TOTAL	**2,45,000**	**100.00**	**24,50,000**			

6.7 The shares of "CHL" are listed on The Delhi Stock Exchange Limited. The shares of the Company was suspended at DSE and target company has filed an application with the Delhi Stock Exchange Ltd for revocation of suspension of trading under Amnesty Scheme launched by the DSE and filed all the documents/information along with listing fees as required to be deposited under the Amnesty Scheme of DSE. The Delhi Stock Exchange Ltd have revoked the suspension of trading in the securities of target company vide its letter no. DSE/LIST/4723/SM/5104 dated May 17, 2010 with effect from May 20, 2010.

6.8 There are no outstanding convertible instruments / warrants.

6.9 The Composition of the Board of Directors of CHL as on the date of Public Announcement are as follows:

S. No.	Name of the Director	Director Identification No.	Designation	Qualification and Experience in No. of years and filed of experience	Residential Address	Date of Appointment
1.	Sudhir Singhi	00249819	Director	Chartered Accountant and having 32 years experience in the field of Finance.	12, Srinivas Apartments, Turn Bulls Road, 1st Cross Street, Chennai- 600035	06.03.1999
2.	Vishnu Prasad	00754145 Chokhani	Director	Matriculation and having 50 years experience in managing various industry.	305, 7A, Coromandal Towers, Poonamallee High Road, Chennai- 600010	17.09.1987

3.	Ashok Kumar Dhanuka	02553256	Director	B.Sc. and having 32 years experience in the field of Administration.	389A, 6th Secrt or 27th Street, K K Nagar, Chennai- 600078	28.09.1999

6.10 There has been no merger / de-merger during the past three Years in CHL.

6.11 The Brief details of financials of CHL are given as under:

(Rs. in Lacs)

Profit & Loss Statement	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Year Ended 31.03.2009 (Audited)**	**Period Ended 31.12.2009* (Certified)**
Income from Operations	Nil	Nil	Nil	Nil
Other Income	Nil	1.60	2.67	Nil
Total Income	**Nil**	**1.60**	**2.67**	**Nil**
Total Expenditure	1.03	0.23	0.30	0.09
Profit/ (Loss) Before Depreciation Interest and Tax	**(1.03)**	**1.37**	**2.37**	**(0.09)**
Depreciation	Nil	Nil	Nil	Nil
Interest	Nil	Nil	Nil	Nil
Profit/ (Loss) Before Tax	**(1.03)**	**1.37**	**2.37**	**(0.09)**
Provision for Tax	Nil	Nil	7.57	Nil
Profit/ (Loss) After Tax	**(1.03)**	**1.37**	**(5.20)**	**(0.09)**

(Rs. in Lacs)

Balance Sheet Statement	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Year Ended 31.03.2009 (Audited)**	**Period Ended 31.12.2009* (Certified)**
Sources of funds				
Paid-up Equity Share Capital	24.50	24.50	24.50	24.50
Paid up Preference Share Capital	5.00	5.00	5.00	5.00
Reserves and Surplus (excluding revaluation reserve)	Nil	Nil	Nil	Nil
Secured Loan	Nil	Nil	Nil	Nil
Unsecured Loan	26.07	26.07	25.97	25.97
Current Liabilities	62.21	61.13	57.81	57.87
Deferred Tax Liability	Nil	Nil	Nil	Nil
Total	**117.78**	**116.70**	**113.28**	**113.34**
Uses of Funds				
Net Fixed Assets	Nil	Nil	Nil	Nil
Investments	Nil	Nil	Nil	Nil
Current Assets	9.41	9.70	1.07	1.04
Misc. Expenses not written off	Nil	Nil	Nil	Nil
Profit and Loss Account	108.37	107.00	112.21	112.30
Total	**117.78**	**116.70**	**113.28**	**113.34**

Other Financial Data	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Year Ended 31.03.2009 (Audited)**	**Period Ended 31.12.2009* (Certified)**
Net worth (Rs. In Lacs)	(83.87)	(82.50)	(87.71)	(87.80)
Dividend (%)	Nil	Nil	Nil	Nil
Earnings per share (in Rs.)	(0.42)	0.56	(2.13)	(0.04)
Return on Net worth (%)	(1.23)	(1.66)	5.93)	(0.10)
Book Value per Share (in Rs.)	(34.23)	(33.67)	(35.80)	(35.83)

* As Certified by Mr. Vikas Modi (Membership No. 505603), Partner of Doogar & Associates, Chartered Accountants, Statutory Auditor of the company having office at 13, Community Centre, East of Kailash, New Delhi – 110 065 vide their certificate dated April 05, 2010.

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

6.12 **The reason for fall/ rise in income and PAT in the relevant years are as under:**

The Company has been operating at very low levels and hence minor changes in the earnings affect the final income and profitability of the Company.

6.13 Pre and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr. No	Shareholder Category	Shareholding & Voting rights prior to the Acquisition and offer (A)		Shares/voting rights agreed to be acquired which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the open offer (C)		Shareholding/voting rights after the acquisition and Offer i.e. (A+B+C))	
		No.	%	No.	%	No.	%	No.	%
1	**(1) Promoter Group**								
	a. Parties to SPA								
	V P Chokhani	83500	34.08	(83500)	(34.08)	Nil	Nil	Nil	Nil
	Abhimanu Exports Limited	24500	10.00	(24500)	(10.00)	Nil	Nil	Nil	Nil
	Vitan Departmental Stores & Industries Limited	24500	10.00	(24500)	(10.00)	Nil	Nil	Nil	Nil
	Chokhani Investments Limited	24500	10.00	(24500)	(10.00)	Nil	Nil	Nil	Nil
	Dhanuka Estate & Investment Ltd.	24000	9.80	(24000)	(9.80)	Nil	Nil	Nil	Nil
	Total	**181000**	**73.88**	**(181000)**	**(73.88)**	Nil	Nil	Nil	Nil
	b. Promoter Other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (a+b)	**181000**	**73.88**	**(181000)**	**(73.88)**	Nil	Nil	Nil	Nil
2	**Acquirers**								
	(a) Mr. Subhash Chander Kathuria	Nil	Nil	90500	36.94	24500	10.00	115000	46.94
	(b) Mr. Anubhav Kathuria	Nil	Nil	90500	36.94	24500	10.00	115000	46.94
	Total 2(a)+(b)	**Nil**	**Nil**	**181000**	**73.88**	**49000**	**20.00**	**230000**	**93.88**
3	**Parties to the Agreement other than 1a. & 2**	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
4.	**Public (other than 1 to 3)**								
	a. FIs/MFs/FIIs Banks/SFIs etc	Nil	N.A	Nil	N.A				
	b. Bodies Corporate	Nil	N.A	Nil	N.A				
	c. Indian Public	64000	26.12	Nil	N.A	(49000)	(20.00)	15000	6.12
	d. NRI/OCB	Nil	N.A	Nil	N.A				
	d. Any other	Nil	N.A	Nil	N.A				
	Total 4	**64000**	**26.12**	**NIL**	**NA**				
	Grand Total (1 to 4)	**245000**	**100**	**NIL**	**NA**	**Nil**	**Nil**	**245000**	**100.00**

Notes:

- The data within bracket indicates sale of equity shares.
- The total number of public shareholders in the target company as on date of public announcement is 146.

6.14 The changes in the shareholding of the promoters of the company are as per the details mentioned below:

Date	Opening Balance-Individual	Opening Capital	Opening holding - Individual	No. of shares acquired	No. of shares sold	Mode of Acquisition (Memorandum/ IPO/FPO/Market Purchases/ Preferential Allotment/ Rights Issue/ Bonus Issue/ Inter-se-transfer etc.,)	Closing Balance-Individual	Closing capital	Closing % holding - individual	Increase/ Decrease in percentage holding - individual (+/- %)	Closing holding promoter group	Closing % holding - promoter group	Increase/ Decrease in percentage holding - promoter group	Compliance status
Mr V P Chokhani														
20.05.1997	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.1998	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.1999	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2000	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2001	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2002	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2003	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2004	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2005	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2006	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2007	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2008	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
31.03.2009	83500	245000	34.08	Nil	Nil	N.A	83500	245000	34.08	N.A	181000	73.88	N.A	Complied
Vitan Departmental Stores & Industries Ltd														
20.05.1997	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.1998	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.1999	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2000	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2001	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2002	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2003	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2004	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2005	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2006	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2007	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2008	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2009	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
Chokhani Investments Limited														
20.05.1997	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.1998	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied

31.03.1999	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2000	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2001	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2002	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2003	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2004	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied]
31.03.2005	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2006	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2007	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2008	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2009	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
Dhanuka Estate & Investment (P) Limited														
20.05.1997	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.1998	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.1999	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2000	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2001	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2002	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2003	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2004	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2005	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2006	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2007	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2008	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
31.03.2009	24000	245000	9.80	Nil	Nil	N.A	24000	245000	9.80	N.A	181000	73.88	N.A	Complied
Abhimanu Exports Limited														
20.05.1997	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.1998	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.1999	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2000	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2001	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2002	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2003	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2004	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2005	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2006	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2007	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2008	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied
31.03.2009	24500	245000	10.00	Nil	Nil	N.A	24500	245000	10.00	N.A	181000	73.88	N.A	Complied

6.15 The number of shareholders in CHL in public category as on the date of PA is 146 (One Hundred Forty Six only).

6.16 Clause 49 of Listing Agreement is not applicable to the target company because paid up capital of the target company never exceeds Rs. 3.00 Crore in the life time of the company.

6.17 As per the information received from the target company, following litigation is pending by the Company.

Sr. no.	Case title	Claim amount	Court name	Brief of matter
1	In the matter of Tamil Nadu Steels Limited, Arakonam	Rs 9.17 lacs	Official Liquidator, High Court, Madras	This is a case for recovery of Unsecured Loans.

6.18 The name and Contact details of the Compliance Officer are as under:-

Name of the Compliance Officer	V. P. Chokhani
Contact Address	No 21, Spur Tank Road, Chetpet, Chennai-600 031
Contact Number	044-42028528
Fax No.	044-42028526

6.19 The promoters, sellers of the target company are complying with the provisions of Chapter II of the Regulations. The Target Company is not complying with the provisions of Chapter II of the Regulations for the year 1997 to 2009. Target Company has already filed consent application before High Powered Advisory Committee (HPAC) of SEBI in the matter of non compliance of Chapter II of the Regulations for the year 1997 to 2009 and in case consent order has not been passed in respect of target company for the aforesaid violations, suitable action may be initiated by SEBI in this regard.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of CHL are listed on The Delhi Stock Exchange Limited.

7.1.2 The shares of CHL have not been traded on The Delhi Stock Exchange Limited, where they are listed/ permitted to be traded during the preceding six calender onths prior to the month of Public Announcement within the meaning of Explanation (i) to regulation 20(5) of the SEBI (SAST) Regulations, 1997. The annualized trading turnover during the preceding the six calendar months ended March, 2010 at DSE, where the shares of the company are listed as follows:

Name of the Stock Exchange	Total no. of equity shares traded during October 2009 to March 2010	Total no. of listed shares	Annualized trading turnover (% to total listed shares)
DSE	Nil	245000	Not Applicable

7.1.3 As the shares of "CHL" have not been traded at DSE, where they are listed/permitted to be traded during the preceding six calendar months prior to the month of this Public Announcement, the Offer Price in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997 has been determined taking into account the following parameters:

a.	The Negotiated Price		Rs. 5.00/-(Rupees Five Only)
b.	Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of PA		Not Applicable
c.	**Other Financial Parameters**	**Based on the audited financial data for the year ended 31st March, 2009**	**Based on the Certified financial data for the Period ended December 31, 2009***
1.	Return on Net Worth (%)	(5.93)	(0.10)
2.	Book Value per share (Rs.)	(35.80)	(35.83)
3.	Earning per share (Rs.)	(2.13)	(0.04)
4.	Price Earning Multiple (with reference to the Offer price of Rs. 5/- per share)	(2.35)	(125)
5.	The average industry P/E for the sector in which CHL operates (Source: Capital Market Journal, edition dated March 22, 2010 to April 04, 2010 (Industry: Finance & Investment)	20.9	

*As Certified by Mr. Vikas Modi (Membership No. 505603), Partner of Doogar & Associates, Chartered Accountants, Statutory Auditor of the company having office at 13, Community Centre, East of Kailash, New Delhi – 110 065 vide their certificate dated April 05, 2010.

Hence the Offer price of Rs 5.00 (Rupees Five Only) for each fully paid up equity shares are justified in terms of Regulation 20(5) of SEBI (SAST) Regulations, 1997.

7.1.4 The Offer price of Rs 5.00 (Rupees Five Only) for each fully paid up equity shares are justified in terms of Regulation 20(5) of SEBI (SAST) Regulations, 1997.

7.1.5 There is no non-compete agreement.

7.1.6 If the Acquirers acquire equity shares after the date of Public Announcement upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer.

7.2 Financial Arrangements

7.2.1 Assuming full acceptance, the total requirement of funds for the Offer for acquisition of 49000 equity shares of "CHL" at Rs.

5/- per share would be Rs. 2,45,000 (Rupees Two Lacs Forty Five Thousand Only). As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have opened an Escrow Account with DCB Bank, Chandani Chowk Branch, New Delhi and has deposited Rs 2,45,000 (Rupees Two Lacs Forty Five Thousand Only) being 100% of the total consideration payable to the shareholders under the Open Offer..

7.2.2 The Acquirers have adequate resources to meet the financial requirements of the Offer as per the following:

i) Mr. Arun Deora (Membership No. 087729), Partner of M/s Deora & Associates, Chartered Accountants, having Office at FF3 Stutee Building, Bank Street, Karol Bagh, New Delhi-110 005 has certified vide their certificate dated March 29, 2010 that the Net Worth of Mr. Subhash Chander Kathuria as on 28.02.2010 is Rs. 14415.16 Lacs and that he has sufficient liquid funds to fulfill his part of obligations under this Offer.

(ii) Mr. Arun Deora (Membership No. 087729), Partner of M/s Deora & Associates, Chartered Accountants, having Office at FF3 Stutee Building, Bank Street, Karol Bagh, New Delhi-110 005 has certified vide their certificate dated March 29, 2010 that the Net Worth of Mr. Anubhav Kathuria as on 28.02.2010 is Rs. 2188.33 Lacs and that he has sufficient liquid funds to fulfill his part of obligations under this Offer.

7.2.3 The Acquirers have duly empowered M/s D & A Financial Services (P) Limited, Manager to the Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.2.4 The Manager to the Offer, M/s D & A Financial Services (P) Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations, 1997.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of CHL and unregistered shareholders who own the equity shares of CHL any time prior to the date of Closure of the Offer, other than the parties to the SPA.

8.1.2 None of the existing shares of CHL are under any Lock-in requirements.

9. STATUTORY APPROVALS

9.1 No approval from any Bank/Financial Institutions is required for the purpose of this Offer as on date of Letter of Offer.

9.2 No other statutory approvals are required to be obtained for the purpose of this Offer as on date of Letter of Offer.

9.3 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

9.4 SEBI has the power to grant extension of time to the Acquirers for payment of consideration to shareholders subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22 (12) of the SEBI (SAST) Regulations, 1997, if there is any delay in receipt of statutory approval. If, however, the delay in obtaining the requisite approval takes place on account of any willful default by the Acquirers, then provision contained in Regulation 22 (13) of the SEBI (SAST) Regulations, 1997 will also become applicable.

10 Others

10.1 Accidental omission to despatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

10.2 This Letter of Offer has been mailed to all the shareholders of CHL other than parties to the agreement, whose names appeared on the Register of Members of CHL as on **April 30, 2010 (Friday)** being the Specified Date.

10.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

10.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

11. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

11.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery /registered post or through courier, as the case may be, at the address mentioned in Para 11.12 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

11.2 Shareholders of CHL to whom this Offer is being made, are free to Offer his/her/ their equity shares of CHL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in this Offer.

11.3 Shareholders who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or by registered post or courier as the case may be, on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. July 05, 2010.

- Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with CHL.
- Relevant Original Share Certificate(s).
- Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of CHL or on the Share Certificate issued by CHL) as per the specimen signature(s) lodged with CHL and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Registrar to the Offer as mentioned hereafter.
- Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.

11.4 In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.

11.5 In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court.

11.6 The Offer documents are being dispatched to only those shareholders, who are eligible to participate in the Offer. As the Acquirers and the parties to the agreement are not eligible, the Offer documents are not sent to them.

11.7 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinbelow, on a plain paper stating the name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares tendered along with therelevant documents as mentioned hereinabove, so as to reach them on or before **5.00 PM** upto the date of closure of the Offer i.e. July 05, 2010.

11.8 Persons who own equity shares of CHL any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirers, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognized Stock Exchange, only at the address of Registrar to the Offer.

11.9 An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned in para 11.12, on a **plain paper** stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them **on or before 5.00 PM on July 05, 2010..** The forms are also available on SEBI's website, www.sebi.gov.in .

11.10 No indemnity is required from the unregistered shareholders.

11.11 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with CHL, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgement or receipt issued by CHL. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgement or receipt issued by CHL. In case the equity shares are lodged by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed along with **the Form of Acceptance** and the acknowledgement of lodgement or receipt issued by CHL.

11.12 The following collection centre would be accepting the documents as specified above.

Sr. No.	Address of Registrar to the Offer	Business Hours	Mode of Delivery
1.	**Beetal Financial & Computer Services Pvt. Limited** Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062. Tel: 011-29961281/82, Fax: 011- 29961284, email: beetal@rediffmail.com Contact Person: Mr. Punit Mittal	**Monday to Friday** 10.30 AM to 5.00 PM **Saturday** 10.30 AM to 1.30 PM	Hand Delivery / Courier/ Registered Post

Holidays: Sundays and Bank Holidays

11.13 The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of CHL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

11.14 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **June 30, 2010.** The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 PM upto the last date of withdrawal i.e**. June 30, 2010.**

11.15 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. 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:-

i) Name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

ii) The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer. Shares withdrawn by shareholders would be returned to the shareholders by Registered post.

11.16 Where the number of shares offered for sale by the shareholders is more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept the Offers received from the shareholders on a proportionate basis in consultation with the Merchant Banker.

11.17 Acquirers will acquire all the 49000 fully paid-up equity shares tendered in the Offer with valid applications.

12. Method of Settlement

12.1 At present, the marketable lot of CHL in physical shares is 50 equity shares.

12.2 The Form of Acceptance, Relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents tendered by the shareholders of CHL under this Offer, shall be accepted from such shareholders in terms of the Letter of Offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirers only upon the fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

12.3 On fulfilment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirers will pay the Offer Price by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding as well as through ECS mode of payment like NEFT/RTGS/Direct Credit and shareholders are requested to compulsorily provide their bank details as provided in the Form of Acceptance cum Acknowledgement in order to receipt of payment consideration through NEFT/RTGS/Direct Credit. The payment consideration will be sent by Registered Post to the sole / first named shareholder of CHL whose equity shares are accepted by the Acquirers at his address registered with CHL. It is desirable that shareholders holding shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/demand draft.

12.4 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.

12.5 The Acquirers shall endeavour to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer i.e. July 05, 2010 (Monday) including payment of consideration to the shareholders of CHL whose equity shares are accepted for purchase by the Acquirers.

12.6 In case of non-receipt of any of statutory approvals required, as per regulation 22(12), SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this Offer and in such an event, the Acquirers will pay interest for the delayed payment beyond fifteen days of the closure of the Offer, at such rate as may be prescribed by SEBI.

13. General

13.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

13.2 Neither the Acquirers nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of CHL.

13.3 The Offer Price is denominated and payable in Indian Rupees only.

13.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

13.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirers till the last day of revision, viz., at any time upto seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer i.e**. June 24, 2010** the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the shares tendered anytime during the Offer.

13.6 "**If there is competitive bid:**

13.6.1 The Public Offers under all the subsisting bids shall close on the same date.

13.6.2 As the Offer Price can not 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"

13.7 Acquirers do not hold any shares in the Target Company.

13.8 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrar to the Offer on or before 5.00 PM upto three working days prior to the date of Closure of the Offer, i.e. June 30, 2010.

13.9 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be obtained from SEBI's official **web-site: www.sebi.gov.in**.

13.10 The Manager to the Offer i.e. D & A Financial Services (P) Limited does not hold any shares in CHL as on the date of PA.

13.11 Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of Offer i.e. July 05, 2010 be approved and the shares so offered would be accepted by the Acquirers free from all lien, charges, encumbrances along with all the rights attached to the shares like the right to all dividends, bonus and right shares and all other rights as are attached to such acquired shares.

14. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 13, Community Centre, East of Kailash, New Delhi – 110065 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

14.1 Net worth Certificate issued by Mr. Arun Deora (Membership No. 087729), Partner of M/s Deora & Associates, Chartered Accountants, certifying the net worth of Mr. Subhash Chander Kathuria (acquirer) and adequacy of financial resources with the Acquirer to fulfill his part of open Offer obligations.

14.2 Net Worth certificates issued by Mr. Arun Deora (Membership No. 087729), Partner of M/s Deora & Associates, Chartered Accountants, certifying the net worth of Mr. Anubhav Kathuria (acquirer) and adequacy of financial resources with the Acquirer to fulfill his part of open Offer obligations.

14.3 Audited Annual Reports of CHL for the years ended March 31, 2007, 2008, 2009 as well as certified financial figures for the period ending 31.12.2010.

14.4 Certificate of Incorporation, Memorandum & Articles of Association of CHL.

14.5 Certificate from Development Credit Bank confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997.

14.6 Published copy of the Public Announcement and Corrigendum to Public Announcement, which appeared in the newspapers on April 07, 2010 and June 07, 2010 respectively.

14.7 Copy of Share Purchase Agreement (SPA) dated March 31, 2010.

14.8 Copy of letter no. CFD/DCR/SKS/SG/OW/6636/2010 dated May 28,2010 from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

15. DECLARATION BY THE ACQUIRERS

The Acquirers Mr. Subhash Chander Kathuria and Mr. Anubhav Kathuria resident of 3, Poorvi Marg, Vasant Vihar, New Delhi-110057 accept full responsibility for the information contained in this Letter of Offer and for ensuring compliance with the Regulations.

All information contained in this document is as on the date of the Public Announcement, true unless stated otherwise.

Sd/-	Sd/-
(Mr. Subhash Chander Kathuria)	**(Mr. Anubhav Kathuria)**
Acquirer	**Acquirer**

Place: New Delhi

Date: June 07, 2010

16. ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	**:**	**JUNE 16, 2010 (WEDNESDAY)**
OFFER CLOSES ON	**:**	**JULY 05, 2010 (MONDAY)**

Please read the Instructions overleaf before filling-in this Form of Acceptance

FOR OFFICE USE ONLY
Acceptance Number :
Number of equity shares offered :
Number of equity shares accepted :
Purchase consideration (Rs.) :
Cheque/Demand Draft/Pay Order No.:

From:

Tel. No.: Fax No.: E-mail:

To,
Mr Subhash Chander Kathuria & Anubhav Kathuria
C/o Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99,
Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062

Dear Sir/s,

Sub: Open Offer to Acquire 49000 fully paid up equity shares of Rs. 10/- each representing 20% of the total share/voting capital of Chamak Holdings Limited at a price of Rs. 5.00 per fully paid equity share of Rs.10/- each by Mr. Subhash Chander Kathuria and Mr. Anubhav Kathuria.

I / we, refer to the Letter of Offer dated 07.06.2010 for acquiring the equity shares held by me / us in **CHAMAK HOLDINGS LIMITED.**

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to Mr. Subhash Chander Kathuria (hereinafter referred to as the "Acquirers") the following equity shares in **CHAMAK HOLDINGS LIMITED** (hereinafter referred to as "CHL") held by me / us, at a price of Rs. 5.00 per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No……………………………… Number of share certificates attached…...............…………….. Representing ………………………… equity shares			
Number of equity shares held in CHL		**Number of equity shares offered**	
In figures	In words	In figures	In words

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
	Total no. of Equity Shares			

2. I / We confirm that the equity shares of CHL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
4. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
5. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirers makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.
7. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
8. I / We irrevocably authorise the Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with CHL:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with CHAMAK HOLDINGS LIMITED):

Place: ——————— **Date:** ——————— **Tel. No(s). :** ——————— **Fax No.:** ———————

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to kindly provide the following bank details of the first/sole shareholder and the consideration will be payable by way of ECS Mode/ cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.

Bank Account No.: --

Type of Account: -------------------------------- (Savings / Current / Other (please specify))

Name of the Bank: --

Name of the Branch and Address: --

MICR Code of Bank————---

IFSC Code of Bank--

Note: Shareholders are requested to compulsorily provide their all bank particulars as mentioned in the box above in order to receive of payment consideration through NEFT/RTGS/Direct Credit.

The Permanent Account No. (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: *In case of joint holdings, all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.*

INSTRUCTIONS

1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2 The Form of Acceptance should be filled-up in English only.
3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4 Mode of tendering the Equity Shares Pursuant to the Offer:
   I. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of CHL.
   II. Shareholders of CHL to whom this Offer is being made, are free to Offer his / her / their shareholding in CHL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.
5. Business Hours : Mondays to Friday : 10.30 AM to 5.00 PM
   Saturday : 10.30 AM to 1.30 PM
   Holidays : Sundays and Bank Holidays

ACKNOWLEDGEMENT SLIP

Sub: Open Offer to Acquire 49000 fully paid up equity shares of Rs. 10/- each representing 20% of the total share/voting capital of Chamak Holdings Limited at a price of Rs. 5.00 per fully paid equity share of Rs.10/- each by Mr. Subhash Chander Kathuria and Mr. Anubhav Kathuria.

Received from Mr. / Ms/Mrs.. ……....................…………………...……………………………………………..............................

Ledger Folio No/ Client ID No.-----------------Number of certificates enclosed/DP ID No...…………… under the Letter of Offer dated 07.06.2010 Form of Acceptance, Transfer Deed(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1.				
2.				
3.				
Total no. of Equity Shares				

Authorised Signatory Stamp

Date:

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer.**

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir, New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

OFFER OPENS ON	**:**	**June 16, 2010 (Wednesday)**
LAST DATE OF WITHDRAWAL	**:**	**June 30, 2010 (Wednesday)**
OFFER CLOSES ON	**:**	**July 05, 2010 (Monday)**
Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal		

FOR OFFICE USE ONLY
Withdrawal Number :
Number of equity shares offered :
Number of equity shares withdrawn :

From:

Tel. No.: Fax No.: E-mail:

To,
Subhash Chander Kathuria & Anubhav Kathuria
C/o Beetal Financial & Computer Services (P) Ltd
Beetal House, 3rd Floor, 99,
Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062

Dear Sir/Madam,

Sub: Open Offer to Acquire 49000 fully paid up equity shares of Rs. 10/- each representing 20% of the total share/voting capital of Chamak Holdings Limited at a price of Rs. 5.00 per fully paid equity share of Rs.10/- each by Mr. Subhash Chander Kathuria and Mr. Anubhav Kathuria

I/We refer to the Letter of Offer dated 07.06.2010 for acquiring the equity shares held by me/us in **CHAMAK HOLDINGS LIMITED**.

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We wish to withdraw our acceptance tendered in response to the said Offer. We had deposited/sent our 'Form of Acceptance' to you on __________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	**Certificate No.**	**Distinctive No(s)**		**No. of Shares**
		From	**To**	
	Total number of equity shares			

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and authorize you not to remit the consideration as mentioned in the Letter of Offer.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

	FULL NAME OF THE HOLDER (S)	**SIGNATURE (S)**
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Place:

Date:

Note: *In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.*

---TEAR HERE---

Folio No.

<table>
<tr><td>Received from Mr./Ms.
Address ______________________________</td><td colspan="2">Serial No.:
(Acknowledgement Slip)</td></tr>
<tr><td>Form of withdrawal in respect of _______________ Number of Share Certificates representing ____________________ number of shares.</td><td>Signature of Official and Date of Receipt</td><td>Stamp of Registrar to the Offer</td></tr>
</table>

Note: All future correspondence, if any, should be addressed to **Registrar to the Offer**

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 p.m. hours upto the last date of withdrawal i.e**. June 30, 2010 (Wednesday)**
2. Shareholders should enclose the following:

   Registered Shareholders should enclose:

   i. Duly signed and completed Form of Withdrawal.

   ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.

   iii. In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

   Unregistered owners should enclose:

   - Duly signed and completed Form of Withdrawal.
   - Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip
3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from CHL. The facility of partial withdrawal is available only on to registered shareholders.