LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of **OMEGA AG-SEEDS (PUNJAB) LIMITED.** If you require any clarifications about the action to be taken, you may consult your Stockbroker or Investment Consultant or Manager or Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER

Pursuant to **Regulations 10 and 12** and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto (hereinafter referred as "**the Regulations**").

BY

MR. V. R. MOHAN RAO NERELLA

(hereinafter referred as "The Acquirer") residing at 20-105/1-8, Vivekananda Nagar Colony, opp. Z. P. H. School, Main Road, Akividu – 534235, West Godavari Dist., Andhra Pradesh, India. Tel. No. +91-8816-252775; Email: nmr.bpsf@gmail.com. There are no Persons Acting in Concert ("PAC") with the Acquirer for the purpose of this Offer.

TO

THE SHAREHOLDERS OF OMEGA AG-SEEDS (PUNJAB) LIMITED

(hereinafter referred as "OMEGA" or "the Target Company") having its Registered Office at 3307/B, 2nd Floor, Sector-21D, Chandigarh – 106022, India. Tel. No. +91-172-2724240; Fax No. +91-172-2726325; Email: oasplmega363@yahoo.co.in

TO ACQUIRE

Upto 16,00,000 fully paid-up equity shares of Rs. 10/- each, representing in aggregate upto 32% of the Paid up and Voting Equity Share Capital of OMEGA for cash ("**Offer Size**"), at a price of **Rs. 8.50** (Rupees Eight and Paise Fifty Only) per Fully Paid-up Equity Share **("Offer Price")**.

ATTENTION

1. To the best of knowledge of the Acquirer, no other statutory approvals are required to acquire shares tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals as may become applicable at a later date.
2. If non-resident shareholders, overseas corporate bodies and foreign shareholders had required any RBI approval in respect of any equity shares held by them in the Target Company; they will be required to submit their previous RBI approvals that they would have obtained for holding the equity shares of the Target Company. In case such permissions are not submitted, the Acquirer reserves the right to reject such equity shares tendered in the Open Offer.
3. In case of delay in the receipt of the statutory approvals, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders who have validly tendered their Shares, 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 approval, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.
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 upto three working days prior to the date of closure of the Offer i.e. they can withdraw on or before April 11, 2011.
5. If there is any upward revision in the Offer Price by the Acquirer prior to or on the last date for revising the Offer Price viz., April 5, 2011, you will be informed by way of another Public Announcement in the same newspapers in which the Public Announcement was published. The Acquirer shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 27 of the Regulations, the same would be communicated by a Public Announcement in the same newspapers in which the Public Announcement appeared.
6. There has been no competitive bid to this Offer till the date of filing of this draft letter of offer.
7. **If there is a competitive Bid: (i) the public offers under all the subsisting bids shall close on the same date. (ii) As the Offer Price can not be revised during seven working days prior to closing date of the Offer/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.**
8. As the Offer Price cannot be revised during seven working days prior to the closing date of the Offer, 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.
9. This Offer is not conditional upon any minimum level of acceptance.
10. **A copy of the Public Announcement and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) are also available on SEBI's website: www.sebi.gov.in**

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
SYSTEMATIX GROUP Investments Re-defined	**Systematix Corporate Services Limited** SEBI Registration No. INM 000004224 J. K. Somani Building, 2nd Floor, British Hotel Lane, Fort, Mumbai – 400 001. Tel. No: +91-22-3029 8280/81; +91-22-6619 8280/81 Fax No. +91-22-3029 8029 / 6619 8029 Email: investor@systematixgroup.in Website: www.systematixshares.com Contact Person: Mr. Hari Surya / Mr. Amit Kumar		**Bigshare Services Private Limited** SEBI Registration No. INR000001385 E/2, Ansa Industrial Estate; Saki Vihar Road; Sakinaka, Andheri (East) Mumbai - 400 072. Tel. No. +91-22-28470652/40430200; Fax No. +91-22-28475207 E-mail: openoffer@bigshareonline.com Web: www.bigshareonline.com Contact Person: Mr. Babu Raphael / Mr. Vishant Naik
OFFER OPENS ON: March 30, 2011 (Wednesday)		**OFFER CLOSES ON: April 18, 2011 (Monday)**	

SCHEDULE OF ACTIVITIES

Activity	Date	Day
Public Announcement	February 9, 2011	Wednesday
Specified Date	February 18, 2011	Friday
Last date for a Competitive Bid	March 2, 2011	Wednesday
Date by which Letter of Offer to be posted to the shareholders	March 19, 2011	Saturday
Date of Opening of the Offer	March 30, 2011	Wednesday
Last date for revising the Offer Price / Number of Shares	April 5, 2011	Tuesday
Last date for withdrawal of acceptance by the shareholders	April 11, 2011	Monday
Date of Closure of the Offer	April 18, 2011	Monday
Date of communicating the rejection / acceptance of shares and payment of consideration for the acquired shares	May 3, 2011	Tuesday

The above-mentioned activities are in compliance with the applicable Regulations including Regulation 22 & 26 of the Regulations.

SPECIFIED DATE

Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All the owners (registered or unregistered) of Equity Shares of Target Company, (except the Acquirer and the Sellers) anytime before the closure of the Offer, are eligible to participate in the Offer.

Note: Duly Signed Application and Transfer Deed should reach the Registrar to the Offer, on or before closure of the Offer.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

1) The Offer involves an Offer to acquire up to 32% of the Voting Capital that will constitute the equity share capital of OMEGA from the Eligible Persons for the Offer. In the case of over subscription in the Offer, as per the Regulations acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2) In the event that (a) any statutory and regulatory approvals are not received in a timely manner, (b) there is any litigation leading to a "stay" of the Offer, or (c) SEBI instructing the Acquirer not to proceed with the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of OMEGA whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 22(12) of the Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by SEBI.

3) Shareholders should note that after the last date of withdrawal i.e. April 11, 2011 the shareholders who have lodged the Shares would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

4) The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer, and wherever applicable, by the Target Company, in connection with the Offer. In terms of Regulation 27 of the Regulations, the Acquirer may not be able to proceed with the Offer in the event the approvals are not received. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

5) The shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of OMEGA. Accordingly, the Acquirer makes no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of OMEGA on whether to participate or not to participate in the Offer.

B. IN ASSOCIATION WITH THE ACQUIRER

The Acquirer makes no assurance with respect to the financial performance of the Target Company. They also make no assurance with respect to the market price of the Shares upon the completion of the Offer, and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
The Acquirer does not accept any responsibility for statements made otherwise than in the Letter of Offer / Public Announcement and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.

C. RISK IN THE TRANSACTION

The Offer contains a clause that it is subject to the provisions of SEBI (SAST) Regulations and in case of non-compliance with any of the provisions of the Regulations, the Sellers or the Acquirer shall not act upon the Agreement for such sale.

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to "Rs."/"₹" are to the reference of Indian National Rupees ("INR"). Throughout this Letter of Offer, all figures have been expressed in "Lac" unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and regrouping.

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ABBREVIATIONS / DEFINITIONS

The following abbreviations / definitions apply throughout this document, unless the context requires otherwise:

ABBREVIATION	DETAILS
Acquirer	Mr. V. R. Mohan Rao Nerella
ASE	Ahmedabad Stock Exchange Limited, Ahmedabad
BSE	Bombay Stock Exchange Limited, Mumbai
CIN	Corporate Identification Number
DSE	Delhi Stock Exchange Limited, New Delhi
ECS	Electronic Clearing Services
Eligible Persons	All Shareholders of OMEGA AG-SEEDS (PUNJAB) LIMITED (registered and unregistered) who own the Shares at any time prior to the Closure of the Offer, except the Sellers
FEMA	Foreign Exchange Management Act, 1999
FIIs	Foreign Institutional Investors
Form of Acceptance	The form of application cum acknowledgement which is enclosed with this Letter of Offer for accepting the Offer
GIR	General Index Register
H.S.C.	Higher Secondary Certificate
HSE	Hyderabad Stock Exchange, Hyderabad
ICAI	Institute of Chartered Accountants of India
Income Tax Act	Income Tax Act, 1961
IFSC	Indian Financial System Code
KSE	Kanpur Stock Exchange Limited, Kanpur
LSE	Ludhiana Stock Exchange Limited, Ludhiana
LOF	Letter of Offer dated March 16, 2011
Manager to the Offer	Systematix Corporate Services Limited
MICR	Magnetic Ink Character Recognition
MOA	Memorandum of Association
MSE	Mangalore Stock Exchange Limited, Mangalore
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer Closing Date	April 18, 2011 i.e. Shares received by the Registrar to the Offer on that date by 4.30 p.m. in a valid form as mentioned in Letter of Offer
Offer/Open Offer	Cash Offer being made by the Acquirer to the shareholders of Target Company to acquire upto 16,00,000 fully paid up equity shares of OMEGA AG-SEEDS (PUNJAB) LIMITED
Offer Period	From March 30, 2011 to April 18, 2011
Offer Price	Rs. 8.50/-for each fully paid-up Equity Share payable in cash
Offer Size	16,00,000 equity shares of Rs. 10/- each being 32% of the total paid up and voting capital of Omega Ag-seeds (Punjab) Limited which is computed in compliance with Regulation 21 (1) read with Regulation 21(5) of the Regulations
PAN	Permanent Account Number
Parties to the Agreement	The Acquirer and the Sellers who signed Share Purchase Agreement dated February 5, 2011
Public Announcement (PA)	Public Announcement of the Offer issued in newspapers on February 9, 2011 (Wednesday) by the Manager to the Offer on behalf of the Acquirer.
PACs (Persons Acting in Concert)	Those (persons/entities) who are directly or indirectly associated with the Acquirer for the purpose of this Offer.
Promoters	Promoters of OMEGA AG-SEEDS (PUNJAB) LIMITED

RBI	Reserve Bank of India
Registrar to the Offer / Registrar / RTA	Bigshare Services Private Limited
Regulations	SEBI (SAST) Regulations, 1997 as amended till date
Rs./Rupees/INR/₹	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendments thereto.
Shares/equity shares	Fully paid up equity Share with one vote per equity share of Omega AG-Seeds (Punjab) Limited, having face value of Rs. 10/- each.
Shareholders	Shareholders of Omega AG-Seeds (Punjab) Limited
SPA / the Agreement	Share Purchase Agreement dated February 5, 2011 entered between the Acquirer and the Sellers
Specified Date	February 18, 2011 (Friday)
Target Company / OMEGA	Omega AG-Seeds (Punjab) Limited, Chandigarh

1. 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 OMEGA AG-SEEDS (PUNJAB) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS 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(S) 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 ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SYSTEMATIX CORPORATE SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 23, 2011 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER(S) FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. BACKGROUND AND DETAILS OF THE OFFER

2.1. The Open Offer ("**Offer**") is being made by the Acquirer, in compliance with Regulation 10 and 12 of the Regulations, to the shareholders of OMEGA AG-SEEDS (PUNJAB) LIMITED, a company incorporated under the Companies Act, 1956 and having its registered office at 3307/B, 2nd Floor, Sector - 21D, Chandigarh – 160 022, India ("**the Target Company**" or "**OMEGA**") for the purpose of substantial acquisition of Equity Shares and voting rights of OMEGA accompanied with the change in control and management.

2.2. The Acquirer has entered into a Share Purchase Agreement ("**SPA**" or "**the Agreement**") dated February 5, 2011 with a part of the promoters' group of the Target Company ("**the Sellers**"), for acquisition of 12,99,000 fully paid up equity shares ("**Sale Shares**") of Rs. 10/- each representing 25.98% of the issued, subscribed and paid up equity share and voting capital of the Target Company, at a price of Rs. 6.00/- (Rupees Six only) per share ("**the Negotiated Price**").

2.3. Pursuant to the aforesaid SPA, the Acquirer shareholding in the Target Company will exceed 15% of the total voting capital in the Target Company and therefore provisions of Regulation 10 read with Regulation 12 of the Regulations have been attracted. Hence, a Public Announcement ("**PA**") was released by the Acquirer on February 9, 2011 in compliance with the Regulations.

2.4. The details of SPA in terms of the total number of shares agreed to be bought and sold are as follows:

Name of the Acquirer	No. of Shares (%)	Name of the Sellers	No. of Shares (%)
Mr. V. R. Mohan Rao Nerella	12,00,000 (24.00%)	**Omega AG Seeds (India) Ltd.**	12,00,000 (24.00%)
	99,000 (1.98)	**Mrs. Leena N. Parekh**	99,000 (1.98)
Total	**12,99,000 (25.98%)**		**12,99,000 (25.98%)**

Address & Contact details of the Sellers: The registered office of Omega Ag-Seeds (India) Limited is at Amrut Niwas, 1st Floor, Dr. M.B.Welkar Street, Chira Bazaar, Mumbai – 400 005; Tel. No. +91-22-22053455 and Mrs. Leena N. Parekh is residing at 45/B, Sea Lord Building, Cuffe Parade, Colaba, Mumbai – 400 005; Tel. No. +91-22-22185788.

2.5. The salient features of SPA as follows:

2.5.1 The consideration for the Sale Shares and to acquire controlling interest in the Target Company shall be Rs. 77,94,000 (i.e. Rs. 6.00/- per equity share) and the same shall be divided amongst the Sellers in the proportion to the equity shares held as shown in para 2.4. The Acquirer has paid the said amount through separate cheque to the sellers in the proportion of their holdings.

2.5.2 The Sellers have simultaneously handed over the relevant DP Slips duly signed and authorized by respective sellers to the Acquirer. The same will be transferred to the Acquirer within 2 days after the closure of the Offer.

2.5.3 The Sale Shares held by the Sellers are and shall be free from all lien, claim, pledge, charge, mortgage and encumbrance and have a controlling stake in the Company and constituting the promoter group within the meaning of Regulations issued by the Securities and Exchange Board of India ("**SEBI**").

2.5.4 The Sellers shall ensure that, from the date of execution of the Agreement until completion, the Company will carry on business in all material respects in the ordinary and usual course with due care and diligence and in the manner and scope carried on as at the date of execution of the Agreement and the Sellers shall ensure that the Company provides, to the extent permitted under applicable law; necessary information and reasonable access to information to the Acquirer and/or its representatives, as may be required for or in connection with the open offer.

2.5.5 The Acquirer shall, in accordance with the SEBI Regulations, make open/public offers for shares of the Company. The Acquirer shall take expeditious steps to comply with the SEBI (SAST) Regulations as quickly as possible and undertake not to do or omit from doing anything that might impede, or frustrate the compliance of the provisions relating to open/public offers. The Acquirer shall not apply for the registration of any Shares of the Company, including the Sale Shares to be acquired from the Sellers under the Agreement, in its name unless and until its Merchant Banker has certified the unconditional fulfillment of the provisions of the SEBI (SAST) Regulations by the Acquirer.

2.5.6 The Parties to the Agreement agree that in the event of non-compliance of any of the provisions of SEBI (SAST) Regulations pursuant to the execution of the Agreement, the Agreement shall not be acted upon by any of the Parties.

2.6. As on the date of the PA, the Acquirer does not hold any equity shares in the Target Company.

2.7. As on date of PA, the Manager to the Offer does not hold any Shares in the Target Company. They have declared and undertaken that they shall not deal in the Shares of Target Company during the period commencing from the date of the appointment as Manager to the Offer till the expiry of 15 days from the date of Closure of the Offer.

2.8. The proposed change in control is not through any arrangement other than by virtue of the Shares to be acquired and tendered as a result of the Open Offer.

2.9. The Offer is not conditional to any minimum level of the acceptance. The Acquirer will acquire all the Equity Shares of OMEGA (i.e. upto 16,00,000 Shares) that are tendered in valid form in accordance with the terms and conditions set out in the Letter of Offer which is sent to all the Shareholders except the Sellers. The Acquirer has not purchased any Shares of the Target Company from the date of Public Announcement till the date of this Letter of Offer.

2.10. The Acquirer, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities in terms of the direction issued u/s 11B of SEBI Act or under any of the Regulation made under the SEBI Act.

2.11. There are no Persons Acting in Concert ("**PACs**") with the Acquirer for the purpose of this Offer.

2.12. The Acquirer has not been allotted any Equity Shares in the Target Company by way of allotment in a Public or Rights or Preferential Issue during the 26-week period prior to the date of PA. Also, the Acquirer has not made any further acquisition of Shares in the open market or through negotiation or otherwise, from the date of PA to the date of LOF.

2.13. The Acquirer has made the Offer at a price of Rs. 8.50 (Rupees Eight and Paise Fifty Only) per share ("**Offer Price**"), payable in cash in terms of Regulation 20 of the Regulations to the shareholders of Target Company to acquire upto 16,00,000 equity shares of Rs. 10/- each representing 32% of the voting capital ("**Offer Size**") and in compliance with the Regulations.

2.14. The Public Announcement was made by the Manager to the Offer on behalf of the Acquirer on February 9, 2011 (Wednesday) as per Regulation 15(1) of the SEBI (SAST) Regulations in the following newspapers:

Sr. No.	Newspapers	Editions
1.	Business Standard (National English Daily)	All India Editions
2.	Business Standard (National Hindi Daily)	All India Editions
3.	Mumbai Lakshadweep (Marathi Daily)	Mumbai Edition
4.	Desh Sevak (Gurumukhi Daily)	Chandigarh Edition

The Public Announcement and this Letter of Offer are also available on the SEBI's website: www.sebi.gov.in

2.15. The Offer to the equity Shareholders of OMEGA is to acquire 16,00,000 fully paid up Equity Shares representing 32% of the existing equity voting capital of the Target Company at a price of Rs. 8.50/- (Rupees Eight and Paise Fifty only) per Share. The payment to the Shareholders whose shares have been accepted shall be paid in cash.

2.16. All the Equity Shares of the Target Company are fully paid up and there are no partly paid up Equity Shares in the Target Company. The Offer Price is applicable to all the fully paid-up equity shares of the Target Company.

2.17. This is not a competitive bid.

2.18. The Offer is not subject to any minimum level of acceptance; hence it is not a conditional offer. The Acquirer will acquire all the fully paid up Equity Shares of OMEGA that are validly tendered and accepted in terms of this Offer upto 16,00,000 fully paid equity shares representing 32% of the total paid up and voting capital of the Target Company.

2.19. All Shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

2.20. The Offer is not a global acquisition resulting in indirect acquisition of the Target Company.

3. OBJECT OF THE ACQUISITION / OFFER

3.1. The Acquirer has entered into an SPA with the Promoters of the Target Company to acquire 12,99,000 equity shares of Rs. 10/- each of OMEGA, representing 25.98% of the issued, subscribed and paid up share capital of the Target Company. This acquisition is thus a substantial acquisition of shares along with the voting rights in OMEGA, which will enable the Acquirer to gain control of the Target Company. As a result of this acquisition, provisions of Regulations 10 & 12 of the Regulations have been attracted. The Acquirer has made an Offer to acquire upto 16,00,000 fully paid equity shares of Rs. 10/- each being 32% of the voting and paid up equity share capital of the Target Company which is computed in compliance with Regulation 21(1) read with Regulation 21(5) of the Regulations in order to comply with the provisions of the Regulations.

3.2. The objects of the acquisition of the Target Company by the Acquirer is to take the management control, acquire voting rights and subsequently to hold an Extra Ordinary General Meeting ("**EGM**") for change in name, object clause and shifting of registered office of the Target Company.

3.3. The Acquirer is experienced in the field of rice industry and sea food industry and he proposes to expand the activities of the Target Company by virtue of his experience. He intends to strengthen business of the Target Company into these areas and also intends to derive the benefits of a listed company.

3.4. As of the date of this LOF, the Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies. Notwithstanding the immediately preceding sentence, the Board of Directors of the Target Company will take appropriate decisions in these matters based upon, among other things, the requirements of the business and in line with the opportunities from time to time.

4. BACKGROUND OF THE ACQUIRER - MR. V. R. MOHAN RAO NERELLA

4.1 Mr. V. R. Mohan Rao Nerella, S/o Mr. Nerella Ramulu, aged 50 years and a resident of India is qualified as Bachelor of Commerce ("B.Com"). He holds an Indian Passport bearing number B1901626.

4.2 The Acquirer resides at 20-105/1-8, Vivekananda Nagar Colony, opp. Z. P. H. School, Main Road, Akividu – 534235, West Godavari Dist., Andhra Pradesh, India. Tel. No. 91-8816-252775; Email: nmr.bpsf@gmail.com. His office is situated at Door No. 2-1-50, Ward 33, Flat No. 401, SVR Towers, J. P. Road, Bhimavaram – 534202, West Godavari Dist., Andhra Pradesh, India.

4.3 The Acquirer has over 18 years of experience in Rice industry and 10 years of experience in Sea Food Industry. He is acting as Managing Director in Blue Park Sea Foods Pvt. Ltd. where he looks after the procurement of raw materials, financials and managerial functions including dealing with foreign sea food buyers.

4.4 The Acquirer is one of the Promoter and Director in the following companies; the brief details of these companies are as follow:

1. Blue Park Sea Foods Private Limited

Date of Incorporation: July 4, 1997
CIN: U05005AP1997PTC027470
Registered Office: 2-1-50, Ward-33, Flat No. 401, S.V.R. Towers, Bhimavarm - 534 202 West Godavari Dist.; Andhra Pradesh, India.
Nature of Business: To establish and manufacture modern cold storage and deep freezing plant capable of preserving all kinds of food stuffs, chemicals, fruits, vegetables, fish, meat etc. and to give the same on hire.

The brief details of the Board of Directors as on date as follows:

Name & Address	Qualification	Experience
Mr. V. R. Mohan Rao Nerella	B.Com	18 years of experience in Rice industry and 10 years of experience in Sea Food Industry
Mr. G. Govardhan Rao	B.Com	15 years of experience in Rice industry and 6 years of experience in Sea Food Industry

Brief audited financials of the company for the last 3 years are as follows:

(Rs. in Lac except as stated)

Particulars	31/03/2010	31/03/2009	31/03/2008
Equity Share Capital	1,256.06	909.06	909.06
Reserves & Surplus (Excluding Revaluation Reserve)	403.34	336.67	316.78
Networth	1,657.79	1,243.31	1,222.61
Total Income	9,829.52	7,019.62	6,829.72
Profit after Tax (PAT)	66.67	19.89	133.69

Earnings Per Share (EPS) [Rs.]	0.53	0.22	1.47
Net Asset Value (NAV) [Rs.]	13.20	13.68	13.45

2. Gayatri Sea Foods and Feeds Private Limited

Date of Incorporation: January 16, 2008
CIN: U63020AP2008PTC057168
Registered Office: 1-1-26/1, J. P. Road, Near Addavantena, Bhimavaram – 534202, West Godavari Dist.; Andhra Pradesh, India.
Nature of Business: To establish and manufacture modern cold storage and deep freezing plant capable of preserving all kinds of food stuffs, chemicals, fruits, vegetables, fish, meat etc. and to give the same on hire.

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Mr. G. Govardhan Rao	B.Com	15 years of experience in Rice industry and 6 years of experience in Sea Food Industry

Brief audited financials of the company for the last 3 years are as follows:

(Rs. in Lac except as stated)

Particulars	31/03/2010	31/03/2009	31/03/2008
Equity Share Capital	300.00	300.00	292.51
Reserves & Surplus (Excluding Revaluation Reserve)	24.48	20.31	8.71
Networth	323.25	318.46	298.75
Total Income	2,177.35	3,714.61	3,129.99
Profit/(Loss) after Tax (PAT)	4.17	4.60	8.71
Earnings Per Share (EPS) [Rs.]	0.14	0.15	0.30
Net Asset Value (NAV) [Rs.]	10.77	10.62	10.21

3. Jayalakshmi Rice Mills (India) Private Limited

Date of Incorporation: February 28, 2008
CIN: U15312AP2008PTC057898
Registered Office: 1-4, Kuppanapudi Village, Akiveedu Mandal, Andhra Pradesh – 534235, India.
Nature of Business: To carry on the business of millers and to construct, setup and run mills for milling paddy, rice, wheat, grains, gram, cereals and other allied products.

The brief details of the Board of Directors as on date as follows:

Name & Address	Qualification	Experience
Mr. V. R. Mohan Rao Nerella	B.Com	18 years of experience in Rice industry and 10 years of experience in Sea Food Industry
Mr. G. Govardhan Rao	B.Com	15 years of experience in Rice industry and 6 years of experience in Sea Food Industry

Brief audited financials of the company for the last 3 years are as follows:

(Rs. in Lac except as stated)

Particulars	31/03/2010	31/03/2009	31/03/2008
Equity Share Capital	22.62	21.62	21.62
Reserves & Surplus (Excluding Revaluation Reserve)	8.12	6.95	6.35
Networth	29.80	28.18	24.74
Total Income	503.24	540.53	916.31

Profit after Tax (PAT)	1.18	0.60	6.35
Earnings Per Share (EPS) [Rs.]	0.52	0.28	2.94
Net Asset Value (NAV) [Rs.]	13.17	13.03	11.44

4. Nerella Power Private Limited

Date of Incorporation: March 5, 2010
CIN: U40300AP2010PTC067371
Registered Office: 2-1-50, Ward-33, Flat No. 401, S.V.R. Towers, Bhimavarm - 534 202 West Godavari Dist.; Andhra Pradesh, India.
Nature of Business: To generate, harness, develop, accumulate, create, produce power, energy and electricity by setting up solar power plants.

The brief details of the Board of Directors as on date as follows:

Name & Address	Qualification	Experience
Mr. V. R. Mohan Rao Nerella	B.Com	18 years of experience in Rice industry and 10 years of experience in Sea Food Industry
Mr. G. Govardhan Rao	B.Com	15 years of experience in Rice industry and 6 years of experience in Sea Food Industry

Brief audited financials of the company for the last 3 years are not available since it is a newly incorporated company and its first FY will end on March 31, 2011.

5. Gayatri Bio Solutions (India) Private Limited

Date of Incorporation: June 11, 2010
CIN: U01403AP2010PTC068910
Registered Office: 2-1-50, Ward-33, Flat No. 401, S.V.R. Towers, Bhimavarm - 534 202 West Godavari Dist.; Andhra Pradesh, India.
Nature of Business: Farming agriculture, Tissue culture, Cultivation, Sericulture etc.

The brief details of the Board of Directors as on date as follows:

Name & Address	Qualification	Experience
Mr. V. R. Mohan Rao Nerella	B.Com	18 years of experience in Rice industry and 10 years of experience in Sea Food Industry
Mr. G. Govardhan Rao	B.Com	15 years of experience in Rice industry and 6 years of experience in Sea Food Industry

Brief audited financials of the company for the last 3 years are not available since it is a newly incorporated company and its first FY will end on March 31, 2011.

The above mentioned companies are neither sick within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor they belongs to any group nor these companies are listed on any Stock Exchange in India or abroad.

4.5 The Networth of the Acquirer as on February 28, 2011 is Rs. 26,25,17,203 (Rupees Twenty Six Crores Twenty Five Lacs Seventeen Thousand Two Hundred and Three Only) and the same is certified by CA I.V.V.S. Krishna Rao (Membership No. 028511) of Innamuri & Associates (Registration No. 001145S); Chartered Accountants having their office at Marella Vari Street, Bhimavaram – 534 201, West Godavari Dist.; Andhra Pradesh. Tel. No. +91-8816-233512; Fax No. +91-8816-232863; Email: innamuri2009@yahoo.in vide their certificate dated March 15, 2011.

4.6 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulations made under the SEBI Act.

4.7 Compliance with requirements of Chapter II of the Regulations is not applicable to the Acquirer since does not hold any shares in the Target Company. The Sale Shares will be transferred to the Acquirer within two days after the closure of the Offer.

5. DISCLOSURE IN TERMS OF REGULATION 16 (ix)

5.1. The Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

5.2. Other than in the ordinary course of business, the Acquirer undertake that he will not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.

6. FUTURE PLANS OF THE ACQUIRER WITH REGARD TO THE TARGET COMPANY

6.1 The Acquirer is experienced in the field of rice industry and sea food industry and he proposes to expand the activities of the Target Company by virtue of his experience. He intends to strengthen business of the Target Company into these areas and also intends to derive the benefits of a listed company.

6.2 The object of the acquisition and future plans for the Target Company by the Acquirer is to take the management control, acquire voting rights and subsequently to hold an Extra Ordinary General Meeting ("**EGM**") for change in name, object clause and shifting of registered office of the Target Company.

6.3 The Offer is not a global acquisition resulting in indirect acquisition of the Target Company.

7. OPTION IN TERMS OF REGULATION 21(3)

Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of shares under the SPA, the Acquirer will hold 28,99,000 shares constituting 57.98% of the equity share capital of the Target Company and will not result in the public shareholding falling below the minimum limit specified in Clause 40A of the Listing Agreement i.e. 25% of its outstanding equity share and voting capital. Further, the Acquirer undertakes that he will comply with the Listing Agreement for continuous listing of equity shares of the Target Company with BSE.

8. BACKGROUND OF TARGET COMPANY ("OMEGA AG-SEEDS (PUNJAB) LIMITED" / "OMEGA")

8.1 Omega AG-Seeds (Punjab) Limited was incorporated on November 24, 1992 under the Companies Act, 1956 in Chandigarh bearing the registration number 53-12758 of 1992 and received a Certificate of Commencement of Business from the Registrar of Punjab, Himachal Pradesh and Chandigarh on December 17, 1992. The Corporate Identity Number ("CIN") of Omega is L01119CH1992PLC012758.

8.2 The Registered Office of the Target Company is situated at 3307/B, 2nd Floor, Sector - 21D, Chandigarh – 160 022, India. Tel. No.: +91-172-2724240; Fax No. +91-172-2726325; Email: oasplmega363@yahoo.co.in

8.3 The main objects of the Target Company to be pursued on its incorporation:

(i). develop advanced technology in the field of cultivation and growing of hybrid varieties of every kind of seeds both edible and non-edible, like oil seeds, pulses, grains, vegetables, fruits, crops, fodder, saplings of every kind of trees for afforestation and other purpose and the dry farming activities in arid and semi-arid agriculture zones including any agricultural produce to be grown on mother earth and soil.

(ii). purchase, sell, import, export all types of oils and / or carry on business of extraction of oil from all oil bearing commodities and seeds and manufacture crude oil, refined oil, perfumed and other types of oil.

8.4 The Target Company had come out with its maiden public issue (IPO) during May 1994 with the main objects of setting up seed production & processing plant at Ludhiana and to meet working capital requirements.

8.5 There are no outstanding instruments in the nature of warrants / fully convertible debentures (FCDs) / partly convertible debentures (PCDs) etc. which are convertible into equity shares at any later date. There are no shares which are under lock-in.

8.6 As on the date of this PA, the Authorised Share Capital of the Target Company is Rs. 500.00 Lacs comprising of 50,00,000 equity shares of Rs. 10/- each. The issued, subscribed, paid up and voting equity share capital of the Target Company is Rs. 500.00 Lacs comprising of 50,00,000 equity shares of Rs. 10 each, fully paid. There are no partly paid-up shares in the Target Company.

8.7 Capital Structure of the Target Company as on date of PA as follows:

Paid-up Equity Shares of Target Company	**No. of Shares / Voting Rights**	**% of Share / Voting Rights**
Fully Paid-up Equity Shares	50,00,000	100.00
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	50,00,000	100.00
Total Voting Rights in Target Company	**50,00,000**	**100.00**

8.8 There is no manufacturing unit of the Target Company as on date of the PA. Also, there have not been any operations in the Target Company for the past few years.

8.9 The equity shares of the Target Company are currently listed on the BSE, ASE, DSE and LSE. The equity shares of the Target Company were also listed on the KSE, HSE and MSE. The Shares of the Target Company are placed in "T" group with a Scrip Code of 519479 on BSE.

8.10 The equity shares of the Target Company are frequently traded in terms of explanation (i) to Regulation 20(4) of the Regulations on BSE. There has not been any trading in the equity shares of OMEGA at ASE, DSE and LSE. The equity shares of OMEGA were suspended for trading from BSE during the year 2003 due to non-compliance with the Listing Agreement. The said suspension was revoked during May 2010 by the BSE.

8.11 The Target Company has passed a special resolution to delist its equity shares from all the stock exchanges except BSE on its Annual General Meeting ("**AGM**") held on September 30, 2010.

8.12 The Promoters, Directors and major shareholders of OMEGA have complied with the applicable provisions of Chapter II of the Regulations except Regulation 7(1A) for the financial year 2007-08 and 2010-11. The Target Company has not complied with the applicable provisions of Chapter II of the Regulations on time except for the year 2007 and 2010. There were delays in compliance with Regulations 6(2) and 6(4) of Chapter II of the Regulations by the Target Company by 3573 days and the delays in compliance with Regulation 8(3) of Chapter II of the Regulations for the years ended 31st March 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2008 and 2009 by 3170 days, 2805 days, 2439 days, 2010 days, 1645 days, 1280 days, 914 days, 549 days, 248 days, 563 days and 203 days respectively. SEBI may initiate suitable action at a later stage for delays and non-compliances with the provisions of Chapter II of the Regulations by the Target Company and its Promoters.

8.13 The existing capital built-up of OMEGA is shown in the table mentioned below:

Date of allotment	No. & % of shares issued	Cumulative No. of Shares	Cumulative Paid-up Capital	Mode of allotment	Identity of allottees	Status of Compliance
24/11/1992	700 (0.01%)	700	7000	Cash	Promoters	Complied with
01/11/1993	12,19,300 (24.39%)	12,20,000	1,22,00,000	Cash	Promoters	Complied with
Prospectus dated 11/04/1994*	37,80,000 (75.60%)	50,00,000	5,00,00,000	Cash	Promoters and Public in IPO	Complied with

* Information has been taken from the prospectus. Since data is not available with the Target Company.

8.14 The existing capital built-up of the Promoters of OMEGA is shown in the table mentioned below:

Period of Purchase / Sale / No. of shares issued	Purchase & Sale of No. of Shares		Cumulative Shareholding		Status of Compliances
	No. of Shares	% of Total Paid-up Equity Share Capital	No. of Shares	% of Total Paid-up Equity Share Capital	
As on March 31, 2003 (Opening Balance as data available at BSE)	2,340,710	46.81	2,340,710	46.81	Filing under Regulation 7 was not applicable.
As on March 31, 2004	32,433	0.65	2,373,143	47.46	Filing under Regulation 7 was not applicable.
As on March 31, 2005	(99,500)	(1.99)	2,273,643	45.47	Filing under Regulation 7 was not applicable.
As on March 31, 2006	-	-	2,273,643	45.47	Filing under Regulation 7 was not applicable.
As on March 31, 2007	-	-	2,273,643	45.47	Filing under Regulation 7 was not applicable.
As on March 31, 2008	105,000	2.10	2,378,643	47.57	Filing under Regulation 7 was not complied.
As on March 31, 2009	(52,494)	(1.05)	2,326,149	46.52	Filing under Regulation 7 was not applicable.
As on March 31, 2010	(10,000)	(0.20)	2,316,149	46.32	Filing under Regulation 7 was not applicable.
Sales made after the year ending March 31, 2010 till date	(268,100)	(5.36)	2,048,049	40.96	Filing under Regulation 7 was not complied.
Purchases made after the year ending March 31, 2010 till date	97,461	1.95	2,145,510	42.91	Filing under Regulation 7 was not applicable.

8.15 **Details of merger, de-merger, spin-offs during last 3 years**

There has not been any merger / demerger or spin-off in OMEGA during the past 3 years.

8.16 **Details of Board of Directors of OMEGA as on date of PA as follows:**

Sr. No	Name & Address	Designation	DIN	Qualification & Experience	Date of Appointment
1.	**Mrs. Leena N. Parekh** 45/B, Sea Lord Building, Cuffe Parade, Colaba, Mumbai – 400 005.	Chairman Executive, Non-Independent Director	00621609	**Bachelor or Arts** Experience of 28 years in handling the administrative affairs of the company.	27-Dec-2000
2.	**Mr. Niral N. Parekh** 45/B, Sea Lord Building, Cuffe Parade, Colaba, Mumbai – 400 005.	Non-Executive, Non-Independent Director	00621544	**Bachelor or Arts** 8 years of experience in the business of Advertising and Packaging industry.	31-Aug-2002
3.	**Mr. Jitesh N. Bagdai** 19, Madina Manzil, Khajuria Tank Road, Opp. Milap Cinema, Kandivali (West), Mumbai – 400 067.	Non-Executive, Independent Director	00621647	**H.S.C.** Over 19 years of experience in industry of Food Grains and Edible Products.	05-Nov-2001
4.	**Mr. Sitaram D. Chawan** B-17, Akruti Apartment, Rajaji Path, Dombivali, Thane – 420 421.	Non-Executive, Independent Director	02574317	**Bachelor or Arts** Experience of 13 years in Administration Account & Liaison officer.	09-Mar-2009

None of the above Director(s) is /are representatives of the Acquirer or associated / related with the Acquirer in any manner.

8.17 **Brief Financial Details of Target Company as follows:**

(Rs. in Lacs except for other financial data)

Profit & Loss Account as on	**30/09/2010 Unaudited***	**31/03/2010 Audited**	**31/03/2009 Audited**	**31/03/2008 Audited**
Income from Operations	-	-	-	-
Other Income	0.00	12.04	12.84	11.31
Total Income	0.00	12.04	12.84	11.31
Total Expenditure	1.90	7.64	11.00	9.17
PBDIT	(1.90)	4.39	1.84	2.14
Depreciation	-	0.64	0.63	0.63
Interest	-	0.31	0.66	0.30
Profit/(Loss) Before Tax	(1.90)	3.44	0.54	1.21
Provision for Tax	0.00	1.07	0.10	0.03
Profit/(Loss) After Tax	**(1.90)**	**2.37**	**0.45**	**1.18**
Balance Sheet as at				
Sources of Funds				
Paid-up Share Capital	500.00	500.00	500.00	500.00
Reserves and Surplus (Excluding Revaluation Reserve)	(212.44)	(210.54)	(212.91)	(213.35)
Net worth	287.56	289.46	287.09	286.65
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Deferred Tax	-	0.08	-	-
Total	**287.56**	**289.54**	**287.09**	**286.65**
Uses of Funds				
Net Fixed Assets	37.01	37.01	37.53	38.17
Investments	16.47	16.47	0.47	0.47
Net Current Assets	234.08	236.06	249.09	248.01
Total Misc. expenditure not w/o	-	-	-	-
Total	**287.56**	**289.54**	**287.09**	**286.65**
Other Financial Data				
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	(0.04)	0.05	0.01	0.02
Return on Net worth (%)	(0.66)	0.82	0.16	0.41
Book Value Per Share (Rs.)	5.75	5.79	5.74	5.73

**Unaudited figures are certified by the Statutory Auditors of the Target Company.*

Reasons for fall/rise in Total Income and Profit After Tax

- **Comparison between 2009-10 and 2008-09**

  Income for the financial year ended March 31, 2010 is Rs. 12.03 Lacs as against Rs. 12.83 Lacs for the financial year ended March 31, 2009 and Profit after Tax (PAT) for the financial year ended March 31, 2010 is Rs. 2.36 Lacs as against Rs. 0.44 Lacs for the financial year ended March 31, 2009, however due to decrease in administrative expenses the profit has increased in the year 31.03.2010.

- **Comparison between 2008-09 and 2007-08**

  Income for the financial year ended March 31, 2009 is Rs. 12.83 Lacs as against Rs. 11.31 Lacs for the financial year ended March 31, 2008 and Profit after Tax (PAT) for the financial year ended March 31, 2009 is Rs. 0.44 Lacs as against Rs. 1.17 Lac or the financial year ended March 31, 2008, however due to inflation there was an increase of administrative expenses resulting in decrease in net profit.

Significant Accounting Policies adopted by the Target Company:

System of Accounting: Financial statements are based on historical cost in accordance with applicable accounting principles in India, mandatory accounting standards issued by ICAI of India and the relevant provisions of the Companies Act, 1956. The Company follows mercantile system of accounting and recognised income and expenditure on accrual basis except those with significant uncertainties.

Fixed Assets: Fixed Assets are stated at cost including freight, duties and other incidental expenses relating to cost of acquisition. Capital work in progress includes expenses for project appraisal fee and salary paid for the project, the same will be capitalised to respective Fixed Assets on commissioning of the plant.

Depreciation: Depreciation on all assets has been provided on straight-line method in the manner and at the rates specified in Schedule XIV of the Companies Act, 1956.

Revenue / Expenses Recognition: The main revenue i.e. Interest on Bank Fixed Deposit has been accounted for on accrual basis and expenses related to the year have been accounted for on accrual basis.

Taxation: Provision for Taxation has been provided in the financial statements, in accordance with the provision of the Income Tax Act, 1961.

Contingent Liability as on March 31, 2010:

1. Liabilities may arise if any, on account of pending litigations matters as stated by the management and as reported in our notes to the accounts of our audit report for the year ended on March 31, 2010.

2 Liability may also arise on account of contravention of provisions of Companies Act with regard to Investments exceeding limits specified u/s 370 / 301 without Govt. and other appropriate authorities and non filing of Annual accounts and Annual returns with the Office of Registrar of Companies, Jalandhar.

3 The property of associate company of Omega Ag. Seeds (Punjab) Ltd. was trespassed by M/s. Mauve & Crimson Advertising Agency Pvt. Ltd. in the year 1995 after the public issue and in 1996; the Tishazari Court, Delhi dismissed the case filed by M/s. Mauve & Crimson Advertising Agency Pvt. Limited. The said company appealed against the said order in High Court, Delhi. The court ordered the occupant, Rakesh Singh to deposit Rs. 25000.00 per month as mesne profit from January 23, 2003 till further order. In return, he has deposited Rs. 587500.00 in the High Court, Delhi in compliance with the directions of the court. The said amount has been treated as Litigation Claim in the Profit & Loss A/c.

The financial impact of the above can not be ascertained as on date since the matters are sub-judice.

8.18 **Pre and Post Offer Shareholding Pattern of the OMEGA as on date is and shall be as follows:**

Shareholders' Category as on date	Shareholding & voting rights prior to the agreement /acquisition and offer		Shares / voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and offer	
	A		B		C		A+B+C=D	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a) Parties to the agreement if any	12,99,000	25.98	(12,99,000)	(25.98)	NA	NA	**0**	**0**
b) Promoters other than above#	8,46,510	16.93	NA	NA	NA	NA	8,46,510	16.93
Total 1 (a+b)	**21,45,510**	**42.91**	**(12,99,000)**	**(25.98)**	**0**	**0**	**8,46,510**	**16.93**
(2) Acquirer								
a) Main Acquirer	0	0	12,99,000	25.98	16,00,000	32.00	28,99,000	57.98
b) PACs	NA	NA	NA	NA	NA	NA	NA	NA
Total 2 (a+b)	**0**	**0**	**12,99,000**	**25.98**	**16,00,000**	**32.00**	**28,99,000**	**57.98**
(3) Parties to agreement other than 1 (a) & (b)	NA	NA	NA	NA	NA	NA	NA	NA
(4) Public (other than parties to the agreement, acquirer & PACs								
a) FIs/MFs/FIIs/Banks	47,000	0.94	0	0				
b) Bodies Corporate	10,16,614	20.33	0	0	(16,00,000)	(32.00)	12,54,490	25.09
c) Clearing Members	830	0.02	0	0				
d) NRIs	23,412	0.47	0	0				
e) Indian Public	17,66,634	35.33	0	0				
Total (4) (a+b+c+d+e)	**28,54,490**	**57.09**	**0**	**0**	**(16,00,000)**	**(32.00)**	**12,54,490**	**25.09**
Grand Total (1+2+3+4)	**50,00,000**	**100.00**	**0**	**0.00**	**0**	**0.00**	**50,00,000**	**100.00**

NA stands for Not Applicable

It is assumed that Promoters other than Parties to the Agreement may not participate in the Offer.

8.19 **Status of Corporate Governance**

The Target Company has been complying with the Clause 49 of the Listing Agreement. The Board of Directors of OMEGA consists of 4 members. Out of these 4 members, 2 are promoter directors and other 2 are independent directors. Except Mrs. Leena N. Parkeh, other members are non-executive directors of the Target Company.

8.20 **Status of Pending Litigations as on date of the Letter of Offer as follow:**

The following are pending litigation against the Target Company as on date of this Letter of Offer:

Sr. No	Suit No.	Petitioner/Respondent	Case details in brief
1.	CS 81/2000	Mr. Teja Singh	Suit filed in district court Chandigarh for recovery of Rs. 4.43 Lacs. A decree has been passed against the company. The company has preferred an appeal and the matter is pending.
2.	CS 97/2000	Mr. Teja Singh	Suit filed in district court Chandigarh for recovery of Rs. 2.07 Lacs. A decree has been passed against the company. The company has preferred an appeal and the matter is pending.
3.	CS 80/2000	Mr. Gurinder Singh	Suit filed in district court Chandigarh for recovery of Rs. 4.43 Lacs. A decree has been passed against the company. The company has preferred an appeal and the matter is pending.
4.	CS 82/2000	Mr. Ravinder Singh	Suit filed in district court Chandigarh for recovery of Rs. 0.51 Lacs. A decree has been passed against the company. The company has preferred an appeal and the matter is pending.

8.21 **Details of Compliance Officer of the Target Company as follows:**

Mr. Mayur M. Parekh
Address: 3307/B, 2nd Floor, Sector - 21D, Chandigarh – 160 022, India.
Tel. No.: +91-172-2724240; Fax No. +91-172-2726325;
Email: oasplmega363@yahoo.co.in

9. OFFER PRICE AND ITS JUSTIFICATION

9.1. The equity shares of the Target Company are presently listed on BSE, ASE, DSE and LSE. Based on the information available, the equity shares of the Target Company, within the meaning of Regulation 20(4) and 20(11) of the Regulations, are frequently traded on BSE only.

Name of the Stock Exchange	Total number of shares traded during the 6 calendar months prior to the month in which PA was made	Total Number of Listed Shares	Annualized Trading Turnover (in terms of % to Total Listed Shares)
BSE	11,55,485	50,00,000	46.22*
DSE	Nil	50,00,000	--
ASE	Nil	50,00,000	--
LSE	Nil	50,00,000	--

*Source: www.bseindia.com

9.2. The Offer Price of Rs. 8.50/- (Rupees Eight and Paise Fifty only) per share has been determined in terms of Regulation 20(4) of the Regulations applicable to frequently traded shares.

Sr. No.	Particulars		Rupees per share
(a)	Negotiated price under the Shares Purchase Agreement		Rs. 6.00
(b)	Highest price paid by the Acquirer for acquisitions, if any, including by way of allotment in a Public or Rights or Preferential Issue, during the 26 week period prior to the date of the Public Announcement.		Not Applicable
(c)	The average of the weekly high and low of closing prices of the shares during 26 weeks period preceding the Date of Public Announcement		Rs. 6.34
(d)	The average of the daily high and low of the prices of the shares during two weeks period preceding the Date of Public Announcement		Rs. 8.36
(e)	**Other Parameters**	**30/09/2010 (Unaudited)#**	**31/03/2010 (Audited)**
i.	Return on Networth (in %) i.e. (Profit after Tax/Networth)*100	(0.50%)	(0.82%)
ii.	Book Value i.e. Networth/Total number of outstanding shares	Rs. 5.10*	Rs. 5.79
iii.	Earnings Per Share i.e. Profit after Tax/Total number of outstanding shares	Rs. (0.03)*	Rs. 0.05

*Not annualised # Certified by the Auditors of OMEGA

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 8.50/- (Rupees Eight and Paise Fifty Only) per Share being higher than the highest of the prices mentioned above is justified in terms of Regulation 20(4) and 20(11) of the Regulations.

The details of the average of the weekly high and low of the closing prices and volume of the Shares of the Target Company on BSE for the 26-week period prior to the date of the Public Announcement are as under:

Weeks	From	To	Volume	Closing High	Closing Low	Average
1	11-Aug-10	17-Aug-10	4,566	7.80	6.75	7.28
2	18-Aug-10	24-Aug-10	12,697	7.03	6.65	6.84
3	25-Aug-10	31-Aug-10	24,729	6.59	5.82	6.21
4	01-Sep-10	07-Sep-10	15,044	6.41	5.91	6.16
5	08-Sep-10	14-Sep-10	54,188	6.20	5.51	5.86
6	15-Sep-10	21-Sep-10	105,742	5.71	5.04	5.38
7	22-Sep-10	28-Sep-10	81,033	5.50	5.00	5.25
8	29-Sep-10	05-Oct-10	102,596	5.30	5.01	5.16
9	06-Oct-10	12-Oct-10	41,917	5.00	4.85	4.93
10	13-Oct-10	19-Oct-10	37,023	5.40	4.77	5.09
11	20-Oct-10	26-Oct-10	25,224	5.52	4.92	5.22
12	27-Oct-10	02-Nov-10	81,030	5.55	5.00	5.28
13	03-Nov-10	09-Nov-10	29,293	5.24	4.93	5.09
14	10-Nov-10	16-Nov-10	14,933	5.00	4.86	4.93
15	17-Nov-10	23-Nov-10	39,068	4.52	4.20	4.36
16	24-Nov-10	30-Nov-10	33,429	4.62	4.16	4.39
17	01-Dec-10	07-Dec-10	36,541	5.51	4.55	5.03

18	08-Dec-10	14-Dec-10	81,253	6.99	5.78	6.39
19	15-Dec-10	21-Dec-10	63,746	8.47	7.33	7.90
20	22-Dec-10	28-Dec-10	108,176	10.27	8.89	9.58
21	29-Dec-10	04-Jan-11	72,630	9.28	8.38	8.83
22	05-Jan-11	11-Jan-11	30,053	8.00	7.64	7.82
23	12-Jan-11	18-Jan-11	10,033	8.10	7.42	7.76
24	19-Jan-11	25-Jan-11	30,371	7.64	7.17	7.41
25	26-Jan-11	01-Feb-11	19,616	8.15	7.40	7.78
26	02-Feb-11	08-Feb-11	40,227	9.30	8.55	8.93
			1,195,158	**Average Price**		**6.34**

(Source BSE website: www.bseindia.com)

The details of the average of the daily high and low prices and volume of the Target Company on BSE for the 2-week period prior to the date of the Public Announcement are as under:

Days	Date	Volume	Daily High	Daily Low	Average
1	26-Jan-11	NA	NA	NA	NA
2	27-Jan-11	1,010	7.87	7.40	7.64
3	28-Jan-11	3,551	7.77	7.55	7.66
4	31-Jan-11	6,110	7.90	7.50	7.70
5	01-Feb-11	8,945	8.15	7.48	7.82
6	02-Feb-11	2,237	8.55	8.49	8.52
7	03-Feb-11	3,796	8.97	8.70	8.84
8	04-Feb-11	460	9.30	8.42	8.86
9	07-Feb-11	17,505	9.76	8.85	9.31
10	08-Feb-11	16,229	9.25	8.62	8.94
		59,843	**Average Price**		**8.36**

(Source BSE website: www.bseindia.com)

9.3. Non-compete Fee
The Acquirer has not entered into any agreement for payment of non-compete fee and has not made payment in this regard.

9.4. Based on the above and in the opinion of the Manager to the Offer and the Acquirer, the Offer Price is justified in terms of the Regulation 20(11).

9.5. The Acquirer shall not acquire any shares in OMEGA during the Offer Period except in compliance with the Regulations and the details of such acquisitions shall be disclosed to the Stock Exchanges and to the Manager within 24 hours thereof in terms of Regulation 22(17) of the Regulations.

9.6. If the Acquirer acquires shares after the original PA and upto seven working days prior to closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all the acceptances received under the Offer. Any such revision in the Offer Price shall be notified by advertisement in the same newspapers in which the PA has appeared.

10. FINANCIAL ARRANGEMENTS

10.1. The Acquirer has adequate resources to meet the financial requirements of the offer in terms of Regulation 16 (xiv) of the Regulations.

10.2. The total fund requirement for the Offer is Rs. 1,36,00,000/- (Rupees One Crore and Thirty Six Lacs only). In accordance with Regulation 28 of the Regulations, the Acquirer has opened an Escrow Account in the name and style as “V. R. Mohan Rao-Omega-Escrow A/c” bearing Account No. 0152-BH0359-050 with IndusInd Bank Limited, Branch: Business Park, Tilak Road, Ghatkopar (East), Mumbai – 400 077 and made a deposit of Rs. 45,00,000/- (Rupees Forty Five Lacs only) in the account, being more than 25% of the total consideration payable to the shareholders under the Offer. A lien has been marked on the said Escrow Account in favour of the Manager to the Offer by the bank. The Manager to the Offer i.e. Systematix Corporate Services Limited has been solely authorised by the Acquirer to operate and realise the value of Escrow Account in terms of the Regulations.

10.3. In terms of Regulation 16 (xiv) of the Regulations, it is confirmed that the Acquirer has adequate resources and have made firm financial arrangements to meet their offer obligations in full. The financial obligations of the Acquirer under the Offer have been fulfilled through internal resources of the Acquirer and no borrowings from Banks or Financial Institutions is envisaged.

10.4. The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own Networth and no borrowings from any Bank and/or Financial Institutions is required. CA I.V.V.S. Krishna Rao (Membership No. 028511) of Innamuri & Associates (Registration No. 001145S); Chartered Accountants having their office at Marella Vari Street, Bhimavaram – 534 201, West Godavari Dist.; Andhra Pradesh. Tel. No. +91-8816-233512; Fax No. +91-8816-232863; Email: innamuri2009@yahoo.in has certified vide Certificate dated March 15, 2011 that on the basis of necessary information and explanation given by the Acquirer and on the verification of their assets, liabilities, and the requirement of the funds, the Acquirer has adequate resources to fulfill the obligations under this Offer in full.

10.5. The Acquirer in compliance with Regulation 22(11) of the Regulations has made firm financial arrangements to fulfill the obligations under the Offer.

10.6. Based on above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations and confirms that firm arrangements for funds and money for payment through verifiable means are already in place to fulfill the Offer obligations.

11. TERMS AND CONDITIONS OF THE OFFER

OPERATIONAL TERMS AND CONDITIONS

11.1. The Offer is being made in compliance with the provisions of Regulations 10 and 12 and other applicable provisions of the Regulations for the purpose of substantial acquisition of Equity Shares in the Target Company.

11.2. The acceptance of the Offer is entirely at the discretion of the equity Shareholders of OMEGA and each Shareholder (except the Sellers) of OMEGA holding fully paid-up Equity Shares to whom this Offer is being made is free to offer his shareholding in OMEGA, in whole or in part while accepting the Offer.

11.3. Accidental omission to despatch this Letter of Offer or any further communication to any person to whom this Offer is made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

11.4. The instructions, authorisations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

11.5. The acceptance of the Offer must be unconditional and should be sent in the attached Form of Acceptance along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the collection centres mentioned in Para 12.2 under “Procedure for Acceptance and

Settlement" on or before April 18, 2011. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

11.6. The Offer is not subject to any minimum level of acceptance. The Acquirer will acquire all the fully paid up equity shares of OMEGA that are validly tendered and accepted in terms of this Offer upto 16,00,000 fully paid-up equity shares of Rs. 10/- each representing 32% of the paid up and voting capital of the Target Company. Thus, the Acquirer will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the Equity Shares of OMEGA for which this Offer is made.

11.7. All Shares tendered under this Offer should be free from any charge, lien or encumbrances of any kind whatsoever.

11.8. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The equity shareholders of OMEGA are advised to adequately safeguard their interest in this regard.

11.9. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of Closure of the Offer i.e. upto April 11, 2011.

11.10. If the aggregate of the valid responses to the Offer exceeds 16,00,000 fully paid up equity shares, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot of 100 equity shares.

11.11. The Acquirer reserves the right to withdraw the Offer pursuant to Regulation 27 of the Regulations. Any such withdrawal will be notified in the form of an Announcement in the same newspapers in which the Public Announcement had appeared.

11.12. LOCKED IN SHARES

There are no equity shares of OMEGA that are "locked-in" as on the date of the PA.

11.13. ELIGIBILITY FOR ACCEPTING THE OFFER

The Offer is made to all the equity shareholders (except the Sellers) of OMEGA whether registered or not who own the fully paid up equity shares anytime prior to the closure of the Offer. However, the Letter of Offer is being mailed to those shareholders whose names appear on the Register of Members of OMEGA at the close of business hours on the Specified Date i.e. February 18, 2011. Shareholders (except the Sellers) holding fully paid Shares of OMEGA any time prior to the closure of the Offer are eligible to tender their Shares in terms of this Offer.

11.14. STATUTORY APPROVALS

As on date of this Letter of Offer, no statutory approvals are required to acquire shares tendered pursuant to this Offer. If non-resident shareholders, overseas corporate bodies and foreign shareholders had required any RBI approval in respect of any equity shares held by them in the Target Company; they will be required to submit their previous RBI approvals that they would have obtained for holding the equity shares of the Target Company. In case such permissions are not submitted, the Acquirer reserves the right to reject such equity shares tendered in the Open Offer.

11.15. The Acquirer has also received SEBI's observations in terms of proviso of Regulation 18(2) of the Regulations vide their letter no. CFD/DCR1/OW/8357/11 dated March 14, 2011 to implement the Offer.

11.16. To the best of the knowledge of the Acquirer, as on the date of this Letter of Offer, there are no statutory approvals required to implement the Offer. If any other statutory approvals become applicable, the Offer would also be subject to such statutory approvals. The Acquirer, in terms of Regulation 27 of SEBI (SAST) Regulations, will not proceed with the Offer in the event the statutory approvals indicated above are refused.

11.17. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders of OMEGA, subject to 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 the willful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approval(s), the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.

11.18. To the best of their knowledge, the Acquirer does not require any approvals from financial institutions or banks for the Offer.

12. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

12.1. The Acquirer has appointed **Bigshare Services Private Limited** as Registrar to the Offer. Therefore, the Form of Acceptance-cum-Acknowledgement along with all the relevant documents shall be sent only to the Registrar to the Offer. No documents should be sent to the Acquirer, OMEGA or the Manager to the Offer.

12.2. All eligible owners of fully paid Equity Shares of OMEGA, registered or unregistered who wish to avail and accept the Offer can hand deliver or by way of Registered Post of the Form of Acceptance-cum-Acknowledgement along with all the relevant documents on all working days at the below mentioned collection centre during its working hours. The collection centre will be remain closed on Sundays and Public Holidays.

Address of Collection Centre	Contact Person, Contact Numbers, Fax No., Email and Website	Mode of Delivery, Days & Timings
Bigshare Services Private Limited E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.	Mr. Babu Raphael / Mr. Vishant Naik Tel. No.: +91-22-28470652 / 40430200 Fax. No.: +91-22-28475207 E-mail: openoffer@bigshareonline.com Web: www.bigshareonline.com	Hand Delivery / Registered Post Monday to Friday (from 10.30 am to 4.30 pm) and on Saturday (from 10.30 am to 1.00 pm) except public holidays

12.3. **Procedure for equity shares held in demateralised form**

❖ **Beneficial Owners should enclose:**

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose names appear in the beneficiary account and in the same order therein. The Form of Acceptance has to be tendered by the beneficial holder of equity shares only. In case of non-receipt of the aforesaid documents, but receipt of the equity shares in the Special Depository Account, the Offer shall be deemed to be accepted.

- A photocopy or counterfoil of the Delivery Instructions in "Off-market" mode, duly acknowledged by the beneficial owners depository participant and filled as per the details of the Special Depository Account given below.

- Shareholders desirous of participating in the Offer may send their application along with the duly filled Form of Acceptance to the Registrar to the Offer, such that the applications are received by the Registrar to the Offer, on or before the closing date of the Offer, stating the name, address, number of shares held, number of shares offered, Depository Participant ('DP') name, DP ID number, beneficiary account number along with a photocopy of the delivery instruction in 'off-market' mode, duly acknowledged by the DP as per instructions given below:

Name of the Escrow Account	BSPL Escrow A/c Omega Open Offer
Depository Name	National Securities Depository Limited ("**NSDL**")
Depository Participant (DP) Name	HDFC Bank Limited
DP ID Number	IN301549
Beneficiary Account Number / Client ID	32176610
ISIN	INE112B01013
Mode of Instruction	Off-Market

12.4. Shareholders who tender their equity shares in electronic form are requested to attach their respective counterfoils of the transaction duly stamped by their respective DPs along with the Form of Acceptance cum Acknowledgement which will be sent along with LOF to them. Shareholders of the Target Company having their beneficiary account with Central Depository Services (I) Limited ("**CDSL**") shall use the inter-depository delivery instruction slip and send the same (duly stamped by their Depository Participants) for the purpose of crediting their equity shares in favour of the special depository account with NSDL.

❖ **Shareholders who have sent their equity share certificates for dematerialization should enclose:**

▪ Form of Acceptance duly completed and signed in accordance with the instructions contained therein by the sole/joint equity shareholders whose name appears on the equity share certificate and in the same order and as per the specimen signature lodged with the Target Company.
▪ A copy of the dematerialisation request form duly acknowledged by the equity shareholders depository participant. Such equity shareholders should ensure that the credit of their equity shares tendered under Offer to the Special Depository Account is made on or before the date of closing of the Offer, otherwise the same are liable to be rejected. Alternatively, if the equity shares sent for dematerialisation are yet to be processed by the equity shareholders depository participants, the equity shareholders can withdraw their dematerialization request and tender the equity share certificates in the Offer as per procedure mentioned in this Letter of Offer.

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Sellers or the Acquirers or OMEGA or Manager to the Offer. Delivery made by Registered Post would be received on all days except Sundays and Public Holidays.

12.5. **Procedure for equity shares held in physical form**

❖ **Registered shareholders of the Target Company should enclose:**

▪ Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
▪ Original equity share certificate(s);
▪ Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. A blank share transfer form is enclosed along with this Letter of Offer.

In case of registered shareholder, non receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, shall be deemed that the Offer has been accepted.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such equity shares are liable to be rejected under this Offer even if the Offer has been accepted by a *bona fide* owner of such equity shares.

❖ **Unregistered owners of equity shares of the Target Company should enclose:**

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein;
- Original equity share certificate(s);
- Original broker contract note;
- Valid share transfer deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.
- The acknowledgement received, if any, from the Target Company in case the equity shares have been lodged with the Target Company. Such persons should instruct the Target Company and its Registrar and Transfer agents to send the transferred share certificate(s) directly to the collection centres as mentioned in Para 12.2 above of this Letter of Offer. The applicant should ensure that the certificate(s) reach the designated collection centre before the date of closing of the Offer.

12.6. Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer at the collection centre as mentioned in Para 12.2 above of this Letter of Offer, on plain paper stating name, address, number of equity shares held, no. of equity shares offered, distinctive numbers, folio numbers, together with the original share certificate(s), valid transfer deeds in case of equity shares held in physical form. No indemnity is required from the unregistered owners. Unregistered owners if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website (www.sebi.gov.in).

12.7. Procedure to be adopted in case of non-receipt of the Letter of Offer

❖ **By equity shareholders holding equity shares in physical form**

In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance of the Offer in writing to the Registrar to the Offer at the collection centre as mentioned in Para 12.2 above of this Letter of Offer, on plain paper stating their name, address, number of equity shares held, no. of equity shares offered, distinctive numbers, folio numbers together with the original share certificate(s), valid transfer deeds in case of equity shares held in physical form, so as to reach the Registrars to the Offer on or before the date of closing of the Offer.

Shareholders who have lodged their equity shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of equity shares. Shareholders who have sent their equity share certificates for dematerialisation should send a copy of the dematerialised request form duly acknowledged by their depository participant.

❖ **By equity shareholders holding equity shares in dematerialised form**

Beneficial Owners may send the acceptance of the Offer in writing to the Registrar to the Offer at the collection centre as mentioned in Para 12.2 above of this Letter of Offer, on plain paper, stating name, address, number of equity shares held, number of equity shares offered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account, the details of which are mentioned in Para 12.3 above of Offer.

Shareholders, having their beneficial account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Account with NSDL. No indemnity is required while sending the acceptance of the Offer on plain paper.

Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI web site (www.sebi.gov.in).

12.8. The shareholders should also provide all relevant documents, which are necessary to ensure transferability of the equity shares in respect of which the acceptance is being sent in connection with the Offer. Such documents may include, but are not limited to:

i. duly attested death certificate and succession certificate in case of single shareholder;
ii. duly attested Power of Attorney if any person apart from the shareholder has signed the Form of Acceptance and/or transfer deed(s);
iii. in case of companies, the necessary corporate authorization (including applicable resolutions, consents and approvals of the applicable governing bodies of such companies);
iv. any other relevant documentation.

12.9. The Registrar to the Offer will hold in trust the Form of Acceptance, equity share certificates, transfer deeds and other documents on behalf of the shareholders of the Target Company who have tendered in the Offer, until the cheques/drafts for the consideration and/or the unaccepted equity shares/equity share certificates are dispatched/returned, the Acquirer would not have access to these equity shares until such time.

12.10. The Acquirer shall accept all valid fully paid up equity shares tendered (except those which are withdrawn, within the date specified for withdrawal) up to the Offer Size. Equity shares will be acquired by the Acquirer free from lien, charges and encumbrances of any kind whatsoever and together with all the rights attached thereto including the right to dividend, bonus and rights issue thereafter.

12.11. If the number of equity shares tendered by the shareholders in connection with the Offer is more than the Offer Size, the acquisition from each shareholder will be as per Regulation 21(6) of the Regulations, on a proportionate basis in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that, acquisition of equity shares from a shareholder, shall not be less than the minimum marketable lot of 100 equity shares or the entire holding, if it is less than the marketable lot.

12.12. The consideration for the equity shares of the Target Company accepted by the Acquirer will be paid by crossed account payee cheques/demand drafts. Such cheques/demand drafts exceeding Rs. 1,500 or unaccepted equity share certificates, transfer deeds and other documents, if any, will be returned by registered post/speed post at the shareholders'/unregistered owners' sole risk, to the sole/first shareholder/unregistered owner. Cheques/demand drafts for Rs. 1,500 or less will be sent under certificate of posting. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint registered holders.

12.13. In case of dematerialised equity shares, the equity shares would reside in the Special Depository Account as mentioned above. The Registrar to the Offer will debit the Special Depository Account to the extent of payment of consideration made by the Acquirer and give instructions for the credit to the beneficial account of the Acquirer. The equity shares held in dematerialised form to the extent not accepted as a result of non-payment/part payment of consideration by the Acquirer under the Offer will be released to the beneficial owner's depository account with the respective beneficial owners depository participant as per details furnished by the beneficial owner in the Form of Acceptance, at the sole risk of the beneficial owners.

12.14. In terms of Regulation 22(5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days prior to the date of closing of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrars to the Offer at any of the collection centre mentioned above as per the mode of delivery indicated therein on or before April 11, 2011.

12.15. The withdrawal option can be exercised by submitting the following:

❖ **For equity shares held in dematerialised form**

Beneficial owners should enclose:

- Duly signed and completed Form of Withdrawal accompanying this LOO. The signature(s) should be attested by the depository participant.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance submitted by registered post.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the depository participant.

- **For equity shares held in physical form:**

Registered shareholders should enclose:

- Duly signed and completed Form of Withdrawal accompanying this LOF.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance submitted by registered post.
- 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 the Target Company and duly witnessed at the appropriate place.

Registered shareholders should enclose:

- Duly signed and completed Form of Withdrawal accompanying this LOF.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance submitted by registered post.
- 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 the Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance submitted by registered post.

12.16. In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical equity shares: name; address; distinctive numbers; folio number, number of equity shares tendered and to be withdrawn;
- In case of dematerialized equity shares: name; address; number of equity shares offered and number of equity shares to be withdrawn; DP name; DP ID; beneficiary account number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the Special Depository Account;
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance submitted by registered post.
- The withdrawal of equity shares will be available only for the share certificates/shares that have been received by the Registrar to the Offer/credited to Special Depository Account.
- The intimation of returned equity shares to the Shareholders will be at the address as per the records of the Target Company /Depository as the case may be.
- The Form of Withdrawal should be sent only to the Registrar to the Offer.
- In case of partial withdrawal of equity shares tendered in physical form by the registered shareholder, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company.
- The Shares withdrawn by the Shareholders would be returned by registered post.

12.17. **Payment Consideration**

Payment to those shareholders whose certificates and/or other documents are found valid and in order and are approved by Manager and Registrar will be paid by way of a crossed account payee Cheque/Demand Draft/Pay Order through Direct Credit (DC)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/National Electronic Clearing Services (NECS)/ Electronic Clearing Services (ECS). Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS/ECS are requested to give the authorisation for the same in the Form of Acceptance cum Acknowledgement and enclosed a photocopy of cheque along with form of Form of Acceptance cum Acknowledgement. The consideration to the shareholders will be paid as per the option selected by the shareholders while providing their bank account details mentioned in the Form of Acceptance cum Acknowledgement.

12.18. Mode of making Payment to the Shareholders whose shares are accepted in the Open Offer

Electronic Clearing System ('ECS') – Payment would be done through ECS for Shareholders having an account at any of the following 68 centers: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment through ECS is mandatory for Shareholders having a bank account at any of the abovementioned 68 centers, except where the Shareholder, being eligible, opts to receive payment through direct credit or RTGS or NEFT.

Direct Credit ('**DC'**) – Shareholders having bank accounts with the Escrow Banker, as mentioned in the Acceptance cum Acknowledgement Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer.

Real Time Gross Settlement ('RTGS') – Shareholders having a bank account at any of the abovementioned 68 centres and whose amount exceeds Rs. 1.00 Lac, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Acceptance-cum-Acknowledgement Form. In the event the same is not provided, payment shall be made through ECS. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholder.

National Electronic Fund Transfer ('NEFT') – Payment shall be undertaken through NEFT wherever the Shareholder's bank has been assigned the Indian Financial System Code ('IFSC'), which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

For all other Shareholders, and those who have not updated their bank particulars with the MICR code, the payments will be despatched under certificate of posting for value upto Rs. 1,500 and through Speed Post/ Registered Post for payments above Rs. 1,500. Such payments will be made by cheques, pay orders or demand drafts drawn on the Escrow Bank and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders.

13. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of OMEGA at the Office of Systematix Corporate Services Limited at J.K. Somani Building, 2nd Floor, Mumbai Samachar Marg, British Hotel Lane, Fort, Mumbai – 400 001 during the offer period from Monday to Friday except bank holidays till the Offer Closing date of the Offer between 10.00 a.m. to 5.00 p.m.

13.1. Certificate of Incorporation, Memorandum and Articles of Association of OMEGA AG-SEEDS (PUNJAB) LIMITED.

13.2. Certificates from CA I.V.V.S. Krishna Rao (Membership No. 028511) of Innamuri & Associates; Chartered Accountants about the Acquirer's Networth and having adequate resources to fulfill the total obligation under the Offer in full.

13.3. Annual Reports of OMEGA AG-SEEDS (PUNJAB) LIMITED for the financial years ended 31st March 2008, 31st March 2009, 31st March 2010 and unaudited financials as certified by the Statutory Auditors of the Target Company for the six months period ended on September 30, 2010.

13.4. A copy of the Public Announcement published on February 9, 2011.

13.5. Escrow Account Details opened with IndusInd Bank Limited, Branch: Business Park, Tilak Road, Ghatkopar (East), Mumbai – 400 077 and availability of Cash deposit of Rs. 45.00 Lac (Rupees Forty Fifty Lac only) in the said account, being more than 25.00% of the total consideration payable to the shareholders under the Offer.

13.6. A Copy of letter bearing reference number CFD/DCR1/OW/8357/11 dated March 14, 2011 received from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

13.7. A Copy of Share Purchase Agreement dated February 5, 2011 between the Acquirer and the Sellers.

13.8. Memorandum of Understanding between the Acquirer and Systematix Corporate Services Limited.

13.9. Memorandum of Understanding between the Acquirer and Bigshare Services Private Limited.

13.10. Memorandum of Understanding between the Acquirer, Escrow Banker and the Manager to the Offer.

14. DECLARATION

14.1. I have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

14.2. I am responsible for ensuring compliance with the Regulations. All information contained in this document is true and correct as on date of the Public Announcement, unless stated otherwise.

14.3. I hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 1997.

By the Acquirer

Sd/-
V. R. Mohan Rao Nerella

Date: March 16, 2011
Place: Mumbai.

Enclosures:
(1) Form of Acceptance cum Acknowledgement
(2) Form of Withdrawal
(3) Transfer Deed

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FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

OFFER OPENS ON: March 30, 2011 (Wednesday)
OFFER CLOSES ON: April 18, 2011 (Monday)

Shareholder(s) Details:

Name: ____

Full Address:____

____

Dist.:______________________**State:** ______________________; **Pin Code:** ______________

Tel. No. with STD Code: ______________________; **Mobile No.**______________________

Fax No. with STD Code: ______________________; **Email:**______________________

To,
Bigshare Services Private Limited
E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East),
Mumbai – 400 072.

Sub.: Open Offer to purchase 16,00,000 Equity Shares of OMEGA representing 32% of the Equity and Voting Capital at a price of Rs. 8.50/- (Rupees Eight and Paise Fifty Only) per Share by Mr. V. R. Mohan Rao Nerella under SEBI (SAST) Regulations.

Dear Madam/Sir,

I/We refer to the Letter of Offer dated March 16, 2011 for acquiring the Equity Shares held by me/us in OMEGA.

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

For Equity Shares held in Physical Form:

I/We accept the Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
Total Number of Equity Shares					

(In case of insufficient space, please use additional sheet and authenticate the same)

I/We note and understand that the original Equity Share certificate(s) and valid Share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer pay the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

--**Tear along line**--

Omega Ag-Seeds (Punjab) Limited – Open Offer [Acknowledgement Slip]

Received from Mr./Ms./Mrs.____

Folio No. ______________Form of Acceptance cum Acknowledgement,______________Number of certificate for ______________Equity Shares.

Stamp of Collection Centre	Signature of Official	Date of Receipt

For Equity Shares held in Demat Form:

I/We hold Equity Shares in demat form and accept the Offer and enclosed photocopy of the Delivery Instruction duly acknowledged by my/our DP in respect of my/our Equity Shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

I/We have done an off market transaction for crediting the Equity Shares to the Escrow Account opened with NSDL named "**BSPL Escrow A/c Omega Open Offer**". Shareholders whose Equity Shares are held in beneficiary Account with CDSL have to use an "inter–depository delivery instruction slip" for the purpose of crediting their Equity Shares in favour of the Escrow Account with NSDL.

I/We note and understand that the Equity Shares would lie in the Escrow Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.

I/We confirm that the Equity Shares of OMEGA, which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the Equity Shares so Offered which he may decide to accept in consultation with the Registrar to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, Equity Share Certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorize the Acquirer or the Registrar to the Offer to send by Registered Post/Courier the draft/cheque in settlement of the amount to the sole/first holder at the address mentioned below.

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

	First / Sole Shareholder	Joint Holder 1	Joint Holder 2
PAN/GIR No.			

So as to avoid fraudulent encashment in transit, Shareholder(s) may provide details of Bank Account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly. Please indicate the preferred mode of receiving the payment consideration. (Please (✓) tick at appropriate places)

1.) Electronic Mode: ( ) ***2.) Physical Mode: ( )***

Sr. No.	*Particulars required*	*Details*
i.	*Bank Name*	
ii.	*Complete Address of the Bank Branch*	
iii.	*Account Type*	**Current Account ( ) / Savings Account ( ) / Others ( )**
iv.	*Account No.*	
v.	*9 digit MICR Code (for ECS / DC)*	
vi.	*IFSC Code (for RTGS / NEFT)*	

Yours faithfully,

Signed & Delivered by	Full Name	Verified and Attested (by DP in case of Demat Shares and by Registrar in case of Physical Shares)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings, all holders must sign. A corporation / Company must affix its common seal.

Place:________________ Date:________________

Note: All future correspondence, if any should be addressed to the Registrar to the offer at

BIGSHARE SERVICES PRIVATE LIMITED
UNIT: OMEGA AG-SEEDS (PUNJAB) LIMITED – OPEN OFFER
E/2, ANSA INDUSTRIAL ESTATE, SAKIVIHAR ROAD,
SAKINAKA, ANDHERI (EAST),
MUMBAI – 400 072.

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this Offer any time upto three working days prior to the date of closure of Offer. In case you wish to withdraw your acceptance please use this form.	OFFER SCHEDULE
	OFFER OPENS ON: March 30, 2011 (Wednesday)
	LAST DATE OF WITHDRAWAL: April 11, 2011 (Monday)
	OFFER CLOSES ON: April 18, 2011 (Monday)

Shareholder(s) Details:

Name: ______________________________

Full Address:______________________________

____

Dist.:____________________**State:** ____________________; **Pin Code:** ____________

Tel. No. with STD Code: ____________________; **Mobile No.**____________________

Fax No. with STD Code: ____________________; **Email:**____________________

To,
Bigshare Services Private Limited
E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East),
Mumbai – 400 072.

Sub.: Open Offer to purchase 16,00,000 Equity Shares of OMEGA representing 32% of the Equity and Voting Capital at a price of Rs. 8.50/- (Rupees Eight and Paise Fifty Only) per Share by Mr. V. R. Mohan Rao Nerella under SEBI (SAST) Regulations.

Dear Madam/Sir,

I/We, the undersigned, refer to the Letter of Offer dated March 16, 2011 for acquiring the equity shares held by me/us in OMEGA.

I/We have read the procedure for withdrawal of Equity Shares tendered by me/us in the Offer as mentioned in the Letter of Offer and unconditionally agree to the terms and conditions as mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our Equity Shares from the Offer and I/We further authorize the Acquirer to return to me/us the tendered equity Share certificate(s)/Share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our Equity Shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. April 11, 2011 by 4.30 pm.

I I/We note that the Acquirer /Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay/loss in transit for the Equity Shares held in physical form.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and Equity Shares only on completion of verification of the documents, signatures etc.

I/We note and understand the terms of withdrawal of acceptance and request you to return the original Equity Share Certificate(s) and valid Share transfer deed(s) 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.

--**Tear along line**--

Omega Ag-Seeds (Punjab) Limited – Open Offer [Acknowledgement Slip]

Received from Mr./Ms./Mrs.______________________________

Folio No. ____________Form of Withdrawal dated ______________________________

Stamp of Collection Centre	Signature of Official	Date of Receipt

For Equity Shares Tendered in Physical Form:

The particulars of tendered original Share certificate(s) and duly signed transfer deed(s) and the Equity Shares we withdraw are detailed below.

Folio No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
		From	To	
	Tendered			
			Total Number of Equity Shares	
	Withdrawn			
			Total Number of Equity Shares Withdrawn	

(In case of insufficient space, please use additional sheet and authenticate the same)

For Equity Shares Tendered in Demat Form:

I/We hold the following Equity Shares in demateraillsed form and tendered the Equity Shares in the Offer and had done an off market transaction for crediting the Equity Shares to the Escrow Account opened with NSDL named "**BSPL Escrow A/c Omega Open Offer**".

Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP. The particulars of the account from which my/our Equity Shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Share

I/We hold the following Equity Shares in demat form and tendered the Equity Shares in the Offer and had done an off market transaction for crediting the Equity Shares to the Escrow Account opened with NSDL named "**BSPL Escrow A/c Omega Open Offer**".

I/We note that the Equity Shares will be credited back only to that Depository Account, from which the Equity Shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialized Equity Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

I/We authorise the Acquirer to reject the Equity Shares so offered which he may decide in consultation with Registrar to the Offer and in terms of the Letter of Offer.

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

Yours faithfully,

Signed & Delivered by	Full Name	Verified and Attested (by DP in case of Demat Shares and by Registrar in case of Physical Shares)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: *In case of joint holdings, all holders must sign. A Corporation / Company must affix its common seal.*

Place:________________ Date:________________

Note: All future correspondence, if any should be addressed to the Registrar to the offer at

BIGSHARE SERVICES PRIVATE LIMITED
UNIT: OMEGA AG-SEEDS (PUNJAB) LIMITED – OPEN OFFER
E/2, ANSA INDUSTRIAL ESTATE, SAKIVIHAR ROAD,
SAKINAKA, ANDHERI (EAST),
MUMBAI – 400 072.