

Public Announcement to the Shareholders of

NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED

(Registered Office: 375, Industrial Area- 'A', Ludhiana- 141003)

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This Public Announcement ("PA") is being issued by Sobhagya Capital Options Limited (hereinafter referred to as "SCOL" or the "Manager to the Offer") for and on behalf of Oswal Woollen Mills Limited (hereinafter referred to as the "Acquirer" or "OWML") (Registered office: G. T. Road, Sherpur, Ludhiana- 141003) to the shareholders of Nahar Capital and Financial Services Limited (hereinafter referred to as the "Target" or "NCFSL") (Registered office: 375, Industrial Area- 'A', Ludhiana- 141003) pursuant to and in compliance with, amongst others, Regulation 11(2A) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto [hereinafter referred to as "SEBI (SAST) Regulations" or the "Regulations"].

1. The Offer
- 1.1 The Acquirer, as a part of the Promoter Group of the Target, is desirous of consolidating its holding in the Target, while ensuring that the public shareholding in the Target does not fall below 25%, the minimum level of public shareholding required to be maintained under the Listing Agreements entered into by the Target with the Bombay Stock Exchange Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"). Therefore, pursuant to Regulation 11(2A) and other applicable provisions of the Regulations, the Acquirer is making an Open Offer (hereinafter referred to as the "Offer" or the "Open Offer") to the shareholders of the Target to acquire up to 2,041,813 fully paid up equity shares of Rs. 5/- each of the Target ("Shares"), representing 12.19% of the total paid-up equity share capital of the Target as on the date of this PA. Upon completion of the Offer, assuming full acceptances to the Offer, the Promoter Group along with the Acquirer will hold 12,559,625 shares in the Target representing 75.00% of the fully paid-up equity share capital of the Target.
- 1.2 The present promoters of the Target are Mr. Jawahar Lal Oswal, Mr. Kamal Oswal, Mr. Dinesh Oswal, Nahar Spinning Mills Limited, Nahar Industrial Enterprises Limited, Nahar Poly Films Limited, J.L. Growth Fund Limited, Abhilash Growth Fund Private Limited, Nahar Growth Fund Private Limited, Monica Growth Fund Private Limited, Ruchika Growth Fund Private Limited, Neha Credit and Investment Private Limited, Vanaik Investors Limited, Vardhman Investments Limited, Atam Vallabh Financiers Limited, Nagdevi Trading and Investment Company Limited, Ludhiana Holdings Limited, Kovalam Investment and Trading Company Limited, Sankheshwar Holding Company Limited and Bermuda Insurance Brokers Private Limited and other natural persons and corporate entities formed part of the promoter group consist of Mrs. Abhilash Oswal, Mrs. Monica Oswal, Mrs. Ruchika Oswal, Mrs. Manisha Oswal, Mrs. Ritu Oswal, Ms. Neha Oswal, Mr. Abhinav Oswal, Mr. Rishabh Oswal, Mr. Sambhav Oswal and Ms. Tanvi Oswal. Vanaik Spinning Mills Limited, Nahar Industrial Infrastructure Corporation Limited, Cotton County Retail Limited, Oswal Leasing Limited, Nahar Financial and Investment Limited, Gimar Investment Limited, Shri Atam Fabrics Limited, Palam Motels Limited, White Tigers Breweries and Distilleries Limited, Cabot Trading and Investment Company Private Limited, Vigil Investment Private Limited and Monte Carlo Fashions Limited (hereinafter collectively referred to as "Promoter Group" or "PG"). The Acquirer is a part of the Promoter Group of the Target. The Promoter Group's shareholding in the Target is 10,517,812 shares equivalent to 62.81% of the fully paid up equity share capital of the Target as on the date of this PA.
- 1.3 There is no Person acting in concert (hereinafter referred to as "PAC" or "PACs") with the Acquirer in relation to this Open Offer. All purchases in this Open Offer will be made by the Acquirer only.
- 1.4 The Offer is being made at a price of Rs. 75/- (Rupees Seventy Five Only) for each Share (the "Offer Price"), to be paid in cash, in accordance with the provisions of the Regulations and subject to the terms and conditions mentioned in this PA and the terms and conditions that will be set out in the Letter of Offer in relation to the Offer (the "Letter of Offer") to be subsequently mailed to all shareholders as on the Specified Date (specified herein below). The Target does not have any partly paid up equity shares or other instruments convertible into shares of the Target at a future date.
- 1.5 As on the date of this PA, the Acquirer does not hold any equity shares of the Target. The Acquirer has not acquired any shares in the Target during the twelve months period prior to the date of this PA.
- 1.6 As on the date of this PA, the Promoter Group of the Target holds 10,517,812 fully paid up equity shares of Rs. 5/- each, representing 62.81% of the fully paid up equity share capital of the Target. The PG has acquired 832,193 equity shares constituting 4.97% of the fully paid up equity share capital of the Target, under the creeping acquisition provisions under proviso to sub-regulation (2) of regulation 11 of the SEBI (SAST) Regulations, at the maximum acquisition price per share of Rs. 70.57 and at an average acquisition price per share of Rs. 36.44. The PG has not sold any equity shares in the Target during the twelve months period prior to the date of this PA.
- 1.7 The Manager to the Offer does not hold any share of the Target as on the date of this PA.
- 1.8 The Shares of the Target are listed on BSE and NSE. The annualised trading turnover in the shares of the Target on BSE and NSE, based on trading volume in the period August 01, 2009 to January 31, 2010 (six calendar months preceding the month in which the PA is made), is as given below:

Stock Exchange	Shares Traded (August 01, 2009 to January 31, 2010)	Total Listed Shares	Annualised Trading b Turnover(in % of the total Shares listed)
NSE	4,656,002	16,746,167	55.61
BSE	3,092,220	16,746,167	36.93

(Source: www.nseindia.com, www.bseindia.com)

- 1.9 The Offer Price of Rs. 75/- (Rupees Seventy Five Only) per fully paid equity Share is justified in terms of Regulation 20(4) of the Regulations being the highest of the following:
- | S. No. | Particulars | Price per share (in Rupees only) |
|--------|--|----------------------------------|
| 1. | The Negotiated Price | Not Applicable |
| 2. | Highest Price paid by the Acquirer, if any for acquisition including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement. | |
| 3. | The Average of the weekly high and low of the closing prices of the Shares on NSE during the 26 weeks preceding the date of Public Announcement. | 54.93 |
| 4. | The Average of the daily high and low prices of the Shares on NSE during the 2 weeks preceding the date of Public Announcement. | 65.07 |
- (Source: www.nseindia.com)

- 1.10 This Offer is pursuant to the Acquirer's desire to consolidate its holding in the Target under Regulation 11(2A) of the Regulations. The Offer is not pursuant to any agreement entered into by the Acquirer with any person to acquire any Share in the Target, which would have triggered the requirement to make a PA of an Open Offer under the Regulations.
- 1.11 The Offer is not conditional upon any minimum level of acceptance by the shareholders.
- 1.12 In case the number of Shares tendered for sale by the shareholders are more than the Shares agreed to be acquired by the Acquirer under the Offer, the Acquirer shall accept the offers received from the shareholders on a proportionate basis as per regulation 21 (6) of the Regulations 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.
- 1.13 In compliance with Regulation 20(7) of the Regulations, the Acquirer and/ or PG shall not, during the Offer Period, acquire any additional Shares in the Open market or through negotiation or in any other manner otherwise than under this Offer.

- 2 Information about the Acquirer and the Promoter Group (PG) of the Target
- 2.1 Information about the Acquirer: Oswal Woollen Mills Limited ("OWML")
- OWML was incorporated under the Indian Companies Act, VII of 1913 on June 23, 1949 as a Public Company Limited by shares. The registered office of OWML is located at G. T. Road, Sherpur, Ludhiana- 141003, Tel.No.: +91 161 2542501-07, Fax. No.: +91 161 2542509.
- 2.1.1 The main business activity of OWML is manufacturing and trading of Woollen and cotton yarns and textiles. The securities of OWML are not listed on any stock exchange.
- OWML was promoted by Late Shri Lachhman Das Oswal, Late Shri Vidya Sagar Oswal and Late Shri Ratan Chand Oswal. The present Promoters of OWML are Mr. Jawahar Lal Oswal, Mr. Kamal Oswal, Mr. Dinesh Oswal, Nahar Capital and Financial Services Limited, Atam Vallabh Financiers Limited, Ludhiana Holdings Limited, Vanaik Investors Limited, Vardhman Investments Limited, Nagdevi Trading & Investment Company Limited, Gimar Investment Limited, Abhilash Growth Fund Private Limited and Neha Credit and Investment Private Limited.
- 2.1.3 The Shareholding pattern of OWML as on January 31, 2010 was as follows:
- | Name of the Shareholder | No. of equity shares held | Percentage (in %) |
|---|---------------------------|-------------------|
| Promoter (A) | 23,355,659 | 93.80 |
| Promoter Group (B) | 1,410,380 | 5.66 |
| Total Promoter and Promoter Group (A + B) | 24,766,039 | 99.46 |
| Public & Others (C) | 133,961 | 0.54 |
| Total (A + B + C) | 24,900,000 | 100.00 |

- 2.1.4 OWML is a part of the Promoter Group of the Target.
- 2.1.5 The brief details of the Board of Directors of OWML are as follows:

S. No.	Name (Designation)	Qualification
1.	Mr. Jawahar Lal Oswal (Chairman & Managing Director)	Bachelor of Commerce
2.	Mr. Kamal Oswal (Director)	Bachelor of Commerce
3.	Mr. Dinesh Oswal (Director)	Bachelor of Commerce
4.	Mr. Sandeep Jain (Executive Director)	Bachelors in Pharmacy
5.	Mr. Dinesh Gogna (Executive Director- Corporate Finance & Taxation)	Bachelor of Arts, Bachelor of Law
6.	Mr. Amarjeet Singh (Director)	Bachelor of Arts, Bachelor of Law
7.	Dr. (Mrs.) H. K. Bal (Director)	Master of Arts, Doctor of Philosophy
8.	Mr. K. S. Maini (Director)	Master of Commerce
9.	Dr. O. P. Sahni (Director)	Master of Science, Master of Business Administration, Doctor of Philosophy
10.	Dr. Suresh Kumar Singla (Director)	Master of Arts, Doctor of Philosophy

- 2.1.6 The consolidated financial highlights duly certified by the statutory auditors of OWML are as follows:
- (Figures in Rupees Lacs.)
- | Particulars | 12 Months period ending March 31 | | |
|---|----------------------------------|-----------|-----------|
| | 2009 | 2008 | 2007 |
| Total Income | 54,763.51 | 45,107.42 | 32,745.63 |
| Profit After Tax | 2,368.82 | 2,127.56 | 1,402.72 |
| Paid up Share Capital | 2,490.00 | 2,490.00 | 2,490.00 |
| Reserves & Surplus (excluding Revaluation Reserves) | 9,914.87 | 9,135.27 | 7,007.72 |
| Total Shareholder's Equity (Net Worth) | 12,404.87 | 11,619.19 | 9,497.72 |
| Earning Per Share (Rupees per share) | 9.51 | 8.54 | 5.63 |
| Return on Net Worth (in %) | 19.10 | 18.31 | 14.77 |
| Book Value (Rupees Per Share) | 49.82 | 46.66 | 38.14 |

- 2.1.7 Monte Carlo Fashions Limited is the only subsidiary of OWML, the details of which are as follows:
- | Monte Carlo Fashions Limited | | |
|------------------------------|-----------------------------------|--|
| S. No. | Particulars | Details |
| 1. | Percentage of shares held by OWML | 98.80% |
| 2. | Date of Incorporation | July 01, 2008 |
| 3. | Registered Office | G. T. Road, Sherpur, Ludhiana- 141003 |
| 4. | Main Objects | Trading in all kinds of yarns and textiles including readymade goods |
| 5. | Listing Status | Unlisted |

- 2.2 Information about the Promoter Group of The Target
- Promoter Group of the Target comprises of corporate entities and non-corporate entities. A few of the corporate entities are NBFCs registered with the RBI and there are corporate entities listed on stock exchanges.

- 2.2.1 Details of the corporate entities forming part of the Promoter as well as Promoter Group are shown below in a tabular form
- | S. No. | Name of the Corporate Entity | Business Activities | RBI Registration Status(Registered/ Not Applicable) | Listing Status |
|-------------------|--|---|---|----------------|
| Promoter Entities | | | | |
| 1. | Nahar Spinning Mills Limited | Manufacture of Cotton, Synthetic and blended yarns and garments | Not Applicable | BSE NSE |
| 2. | Nahar Industrial Enterprises Limited | Operations of Spinning, Weaving and Processing and Manufacture of Sugar and Steel | Not Applicable | BSE NSE |
| 3. | Nahar Poly Films Limited | Manufacture of BOPP Films | Not Applicable | BSE NSE |
| 4. | Kovalam Investment & Trading Company Limited | Investing and Financing | Registered (N-06.00576) | BSE |
| 5. | Sankheshwar Holding Limited | Investing and Financing | Registered (14.00513) | DSE |
| 6. | J.L. Growth Fund Limited | Investing and Financing | Registered (N-14.03075) | Unlisted |
| 7. | Abhilash Growth Fund Private Limited | Investing and Financing | Registered(14.01080) | Unlisted |
| 8. | Monica Growth Fund Private Limited | Investing and Financing | Registered (N-14.03144) | Unlisted |
| 9. | Ruchika Growth Fund Private Limited | Investing and Financing | Registered (N-14.02948) | Unlisted |

10.	Nahar Growth Fund Private Limited	Investing and Financing	Registered (14.00663)	Unlisted
11.	Neha Credit and Investment Private Limited	Investing and Financing	Registered (14.00662)	Unlisted
12.	Nagdevi Trading & Investment Company Limited	Investing and Financing	Registered (N- 14.03122)	Unlisted
13.	Vanaik Investors Limited	Investing and Financing	Registered (14.00525)	Unlisted
14.	Vardhman Investments Limited	Investing and Financing	Registered (14.00524)	Unlisted
15.	Ludhiana Holdings Limited	Investing and Financing	Registered (N-14.03012)	Unlisted
16.	Atam Vallabh Financiers Limited	Investing and Financing	Registered (B-14.01631)	Unlisted
17.	Bermuda Insurance Brokers Limited	Investment	Not Applicable	Unlisted
Promoter Group Entities				
1.	Oswal Leasing Limited	Investing and Financing	Registered (14.00489)	BSE DSE
2.	Vanaik Spinning Mills Limited	Manufacturing and Trading	Not Applicable	Unlisted
3.	Cotton County Retail Limited	Retailing business of garment	Not Applicable	Unlisted
4.	Nahar Industrial and Infrastructure Corporation Limited	Development of Industrial Parks	Not Applicable	Unlisted
5.	Gimar Investment Limited	Investing and Financing	Registered (14.00529)	Unlisted
6.	Palam Motels Limited	Investing and Financing	Registered (N-14.02893)	Unlisted
7.	Shri Atam Fabrics Limited	Manufacture of Textile	Not Applicable	Unlisted
8.	Cabot Trading and Investment Company Private Limited	Trading and Investment	Not Applicable	Unlisted
9.	Vigil Investment Private Limited	Investing and Financing	Not Applicable	Unlisted
10.	White Tigers Breweries and Distilleries Limited	Investment	Not Applicable	Unlisted
11.	Monte Carlo Fashions Limited	Trading in all kinds of yarns and textiles including readymade goods	Not Applicable	Unlisted
12.	Nahar Financial and Investment Limited	Investment	Not Applicable	Unlisted

- 2.2.2 Individuals forming part of the Promoter and Promoter Group are Mr. Jawahar Lal Oswal, Mr. Kamal Oswal, Mr. Dinesh Oswal, Mrs. Abhilash Oswal, Mrs. Monica Oswal, Mrs. Ruchika Oswal, Mrs. Manisha Oswal, Mrs. Ritu Oswal, Ms. Neha Oswal, Mr. Abhinav Oswal, Mr. Rishabh Oswal, Mr. Sambhav Oswal and Ms. Tanvi Oswal.
- 3 Information about the Target: Nahar Capital and Financial Services Limited ("NCFSL")
- 3.1 NCFSL is a public listed Company with its registered office at 375, Industrial Area- 'A', Ludhiana- 141003, Tel. No.: +91 161 2600701-05, Fax. No.: +91 161 2222942. NCFSL does not have any subsidiary as on the date of this PA.
- 3.2 NCFSL was incorporated on March 31, 2006 under the Companies Act, 1956 in the name of Nahar Capital and Financial Services Limited ("NCFSL") with the object of carrying on Investment business, which was to be hived off from Nahar Spinning Mills Limited pursuant to the Scheme of Demerger and Arrangement.
- 3.3 Pursuant to the Scheme of Demerger and Arrangement between the Target and Nahar Spinning Mills Limited as sanctioned by the Hon'ble High Court of Punjab and Haryana vide its Order dated December 21, 2006, the investment activities of the Nahar Spinning Mills Limited was demerged to Target with effect from April 01, 2006. While passing the order Hon'ble High Court has also directed that to pursue the business of NBFC, the Target should get itself registered with Reserve Bank of India as Non- Banking Financial Company. On application by the Target, RBI has granted registration vide its registration no. N-06.00588 dated January 22, 2008 with a condition that Company shall not accept public deposits. This was notified to the Hon'ble High Court in view of their direction and the final approval to run NBFC business by the Company as mentioned in the Scheme was sanctioned by the High Court final order dated March 13, 2008. Ever since, the Target is pursuing the business of NBFC.
- 3.4 The main business activity of the Target is Investment.
- 3.5 The paid up share capital of the Target as on March 31, 2009 is Rs. 83,730,835 divided into 16,746,167 fully paid up equity shares of nominal value of Rs. 5/- each. There are no partly paid up equity shares in the Target.
- 3.6 Equity Shares of the Target are listed on BSE and NSE.
- 3.7 Based on the un-audited results for the 9 months period ended December 31, 2009 and audited results for the years ended March 31, 2009, June 30, 2008 and June 30, 2007, the financial highlights, duly certified by the statutory auditor of the Target are as follows:

(Figures in Rupees Lacs.)

Particulars	9 Months period ending (Un-audited)		Year ended	
	December 31, 2009	March 31, 2009	June 30, 2008	June 30, 2007
Total Income	2,111.33	1,502.80	3,465.25	2,881.15
Net Profit	1,654.30	1,301.37	2,930.02	2,511.02
Paid up Share Capital	837.31	837.31	837.31	837.31
Reserves (excluding revaluation reserves)	41,507.28	39,852.98	38,649.57	36,013.44
Total Shareholders' Equity (Net Worth)	42,342.00	40,686.41	39,481.70	36,843.84
Earnings Per Share (Net Profit After Tax divided by the number of issued shares) in Rs.	9.88	7.77	17.50	14.99
Return on Net Worth (in %)	3.91	3.20	7.42	6.82
Book Value (Rupees per Share)	252.85	242.96	235.77	220.01

(Note: The Company has changed its accounting year from June 30 to March 31 w.e.f. last year. Hence, year ended March 31, 2009 figures are of 9 months i.e., July 01, 2008 to March 31, 2009)

- 4 Reasons for the Offer and Future Plans about the Target
- 4.1 The Offer to the shareholders of the Target is made in accordance with Regulation 11(2A) of the Regulations for consolidating the Promoter Group holding in the Target while ensuring that the public shareholding in the Target does not fall below 25%, the minimum level of public shareholding required to be maintained under the Listing Agreements entered into by the Target with BSE and NSE.
- 4.2 The main business activity of the Target is investment and in order to justify greater commitment and support, the Acquirer (part of the Promoter Group of the Target) wishes to consolidate and enhance its stake in the Target to the extent that the holding of the Promoter Group does not exceed 75.00%.
- 4.3 The Acquirer and the PG presently do not have any plans to dispose off or otherwise encumber any assets of the Target in the following two years from the date of closure of the Offer, except in the ordinary course of business. Further, in the following two years, the Acquirer and the PG undertake not to dispose off or otherwise encumber any assets of the Target (except in the ordinary course of business), without the prior approval of the shareholders. The Target's future policy for disposal of its existing business or assets after the aforesaid period of two years, if any, will be decided by its Board of Directors in accordance with the applicable laws and regulations.
- 5 Statutory and Other Approvals Required
- The Offer is subject to the receipt of the following statutory and regulatory approval(s) and clearances required by the Acquirer to acquire Shares tendered pursuant to the Offer:
- 5.1 The Offer is subject to receiving the necessary approvals, if any, from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the subsequent amendments thereto, for acquiring equity Shares, if tendered by non-resident shareholders.
- 5.2 As on the date of this PA, to the best of the knowledge of the Acquirer, no other statutory or regulatory approval(s) are required to implement this Offer or acquire the Shares tendered pursuant to this Offer, other than those contemplated above. However, the Offer will be subject to all statutory approval(s) that may be applicable. If any other statutory approvals become applicable, the Offer would be subject to such statutory approval(s). The Acquirer will have a right not to proceed with the Offer in terms of Regulation 27 of the SEBI (SAST) Regulations in the event that any of the statutory approval(s) contemplated above are refused.
- 5.3 Subject to the receipt of statutory and other approval(s), the Acquirer shall complete all procedures relating to the Offer including payment of consideration within a period of 15 days from the Offer Closing Date to those shareholders whose Shares certificates and/or other documents are found valid and in order and are approved for acquisition by the Acquirer. In case of delay due to the non-receipt of statutory approval(s), SEBI may, as per Regulation 22(12) of the Regulations, if satisfied that the non-receipt of approval(s) was not due to the willful default or negligence of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approval(s), grant an extension for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay to the shareholders interest as may be specified by SEBI for any delay beyond 15 days.
- 5.4 However, if the delay occurs on account of the willful default or negligence of 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 Regulations.
- 5.5 The Acquirer has taken No Objection Certificate from their lead bankers for this Offer.
- 6 Financial Arrangements for the Offer
- The Acquirer has adequate liquid funds available to meet the financial requirements of the Offer in terms of the Regulations and to meet its obligations in full under the Offer and for the purpose no borrowing from any banks and/or financial institutions is envisaged.
- 6.1 The total funds requirement for the Offer is Rs. 153,135,975/- (Rupees Fifteen Crores Thirty One Lacs Thirty Five Thousand Nine Hundred Seventy Five Only), assuming full acceptances of the Offer.
- 6.2 M/s. Gupta Vigg & Co. (Mr. Vinod Khanna, Partner, Membership No. 081585), having its office at K- 101, Kismat Complex, G. T. Road, Miller Ganj, Ludhiana- 141003, Punjab; Tel. No.: +91 161 2532297, the statutory auditors for the Acquirer, have, vide their certificate dated February 12, 2010, certified that the Acquirer has sufficient ready liquid funds available to fulfill its obligations arising out of the Offer.
- 6.4 The Acquirer has vide a certificate dated February 12, 2010, given an undertaking to the Manager to the Offer to meet its financial obligations under the Offer.
- 6.5 By way of security for performance of the Acquirer's obligations under the Regulations, the Acquirer has created an Escrow Account ("OWML- NCFSL Open Offer Escrow Account") with the Punjab National Bank (Capital Market Service Branch, 5- Sansad Marg, New Delhi- 110001), and has deposited a sum of Rs. 77,000,000 (Rupees Seven Crores Seventy Lacs only) in the said Escrow Account- Cash, being in excess of 50% of the Offer Size as per Regulation 28(2) of the Regulations.
- 6.6 SCOL, as Manager to the Offer, has been duly authorized by the Acquirer to realize the value of the Escrow Account in terms of the provisions of the Regulations.
- 6.7 The Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations as firm financial arrangements are in place to fulfill the obligations under the Regulations.
- 7 Disclosure in terms of Regulations 21(2)
- 7.1 Pursuant to the Offer, the provisions of Regulation 21(2) of the Regulations are not attracted.
- 8 Further Terms of the Offer
- 8.1 The Letter of Offer together with a Form of Acceptance-cum-Acknowledgement and Form of Withdrawal will be mailed on or before Tuesday, March 30, 2010 to all shareholders of the Target whose names appear in the Register of Members of the Target and the beneficial owners of the Shares, whose names appear on the Beneficial records of the respective depositories, in each case at the close of business hours on March 01, 2010, (the "Specified Date").
- 8.2 The Offer shall open on Friday, April 09, 2010 (the "Offer Opening Date") and will remain open until Wednesday, April 28, 2010 (the "Offer Closing Date").
- 8.3 Shareholders holding Shares in physical form: Shareholders holding shares in physical form and who wish to accept this Offer and tender their Shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and duly signed transfer deed(s) to the Registrar to the Offer, Alankit Assignments Limited, (Address: Alankit House, 2E/ 21, Jhandewalan Extension, New Delhi- 110055; Tel. No.: +91 11 42541234, 23541234; Fax No.: +91 11 42541967; E-mail id: ncfslopenoffer@alankit.com; Contact Person: Mr. Mahesh Jairath) (hereinafter referred to as the "Registrar to the Offer") either by hand delivery on weekdays or by registered post, on or before the Offer Closing Date, i.e. no later than Wednesday, April 28, 2010 so as to reach the Registrar to the

Offer on or before the close of business hours, i.e. no later than 5.30 p.m. in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance-cum-Acknowledgement.

- 8.4 Shareholders holding shares in dematerialised form: Beneficial Owners who wish to accept this Offer and tender their Shares will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar to the Offer in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement, along with a photocopy of the delivery instruction slips in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, in favour of "Alankit- OWML- NCFSL- Open Offer Escrow Account" duly acknowledged by their respective depository participant (the "DP").
- The Registrar to the Offer has opened a special depository account with National Securities Depository Limited ("NSDL") called "Alankit- OWML- NCFSL- Open Offer Escrow Account". The Beneficial Owners are requested to fill the following details in the delivery instruction slips for the purpose of crediting their equity shares in the special depository account:

Depository Participant ("DP") Name:		Alankit Assignment Limited
DP Id.:	IN300118	
Client Id.:	11356252	
Account Name:	Alankit- OWML- NCFSL- Open Offer Escrow Account	
Depository:	NSDL	

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall have to use an inter-depository delivery instruction slips for crediting their equity shares in the special depository account with NSDL.

- 8.5 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialised is completed well in time so that the credit in the special depository account is received on or before the Offer Closing Date (i.e., no later than Wednesday, April 28, 2010), else their application would be rejected.
- 8.6 As mentioned above, the Shareholders who wish to avail of and accept the Offer can deliver the Form of Acceptance-cum-Acknowledgement along with all the relevant documents at the collection centre specified below in accordance with the procedure as set out in the Letter of Offer on or before the Offer Closing Date, i.e., no later than Wednesday, April 28, 2010. The centre mentioned herein below would be open as follows:

Timings: Monday to Saturday: 10.00 a.m. to 5.30 p.m. (except Public Holidays)

Contact Person	Address	Tel. No.	Fax. No.	Mode of Delivery
Mr. Mahesh Jairath	Alankit House, 2E/ 21, Jhandewalan Extension, New Delhi- 110055	+91 11 42541234, 23541234	+91 11 23552001	Registered Post/ Hand Delivery

- 8.7 All owners (registered or unregistered) of shares are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Shares held, number of Shares offered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their shares so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e., no later than Wednesday, April 28, 2010. No indemnity is required from the unregistered owners.
- 8.8 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, distinctive numbers, folio number, number of Shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e., no later than Wednesday, April 28, 2010, or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, number of Shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction slips in "Off-market" mode or counterfoil of the delivery instruction slips in "Off-market" mode, duly acknowledged by the DP in favour of "Alankit- OWML- NCFSL- Open Offer Escrow Account, so as to reach the Registrar to the Offer, on or before the Offer Closing Date, i.e., no later than Wednesday, April 28, 2010.
- 8.9 Shareholders can also download the Letter of Offer and Form of Acceptance-cum-Acknowledgement placed on the SEBI website (www.sebi.gov.in) and send in their acceptance by filling the same.
- 8.10 Applications in respect of Shares of the Target that are a subject matter of litigation wherein the shareholders of the Target may be prohibited from transferring the Shares during the pendency of such litigation are liable to be rejected if the directions/ orders permitting transfer of these Shares are not received along with the Shares tendered under the Offer. The Letter of Offer, in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 8.11 In accordance with Regulation 22(5A) of the Regulations, shareholders who have accepted the offer by tendering the requisite documents in terms of this PA and Letter of Offer, can withdraw the same up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at the collection centre mentioned above as per the mode of delivery indicated therein on or before Friday, April 23, 2010.
- The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.
 - In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
 - In respect of physical shares: names, address, distinctive numbers, folio number, number of Shares tendered.
 - In respect of dematerialised shares: name, address, number of Shares tendered, DP name, DP ID, beneficiary account number, photocopy of the delivery instruction slips in "Off-market" mode duly acknowledged by the D. P.
 - Shareholders can also download the Form of Withdrawal placed on the SEBI website (www.sebi.gov.in) and send in their withdrawal by filling the same.

- 8.12 The Registrar to the Offer will hold in trust the Shares/ Share certificates, Shares lying in credit of the special depository account and the transfer form(s), until the Acquirer completes its obligations under the Offer in accordance with the Regulations.
- 8.13 If the aggregate of the valid responses to the Offer exceeds the Offer size of 2,041,813 Shares, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations.
- 8.14 Unaccepted Share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' /unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Unaccepted Shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.
- 8.15 Compliance with tax and other regulatory requirements:
- 8.15.1 While tendering Shares under the Offer, Non-resident Indians (NRIs), Overseas Corporate Bodies (OCBs) and other non-resident shareholders will be required to submit the RBI's approval (specific or general) that they would have obtained for acquiring the Shares of the Target. In the event that the previous RBI approval(s) (if any) are not submitted, the Acquirer reserves the right to reject such tendered Shares.
- 8.15.2 While tendering their Shares under the Offer, NRIs, OCBs and other non-resident shareholders will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from the Income Tax Authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.
- 8.15.3 As per the provisions of Section 196D (2) of the Income Tax Act, 1961, no deduction of tax at source will be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, 1961 to a Foreign Institutional Investor as defined in Section 115AD of the Income Tax Act, 1961. However, the interest payment for delay in payment of consideration, if any, will not be governed by this provision. For interest payments, if any, NRIs, OCBs and other non-resident shareholders will be required to submit a No