

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF RAJDHANI LEASING AND INDUSTRIES LIMITED

(Registered Office: 16/93, Subhash Nagar, New Delhi-110027)

This Public Announcement ("PA") is being issued by the Manager to the Offer i.e. Corporate Professionals Capital Private Limited, on behalf of Acquirers, i.e. Mr. Sanjay Jain & Mr. Rajiv Jain (hereinafter collectively referred to as "**Acquirers**") pursuant to Regulation 10 & 12 as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "**SEBI (SAST) Regulations, 1997**") and subsequent amendments thereto.

1. THE OFFER

1.1 This Offer (the "**Offer**") is being made by Mr. Sanjay Jain & Mr. Rajiv Jain, Sons of Late Mr. S.P.Jain, residing at I- 42, Ashok Vihar, Ph- 1, New Delhi-110052 (hereinafter collectively referred to as "**Acquirers**", which expression shall unless it being repugnant to the subject or context mean and include their legal heirs, successors, receivers, administrators and permitted assigns) pursuant to Regulation 10 & 12 of SEBI (SAST) Regulations, 1997. There is no other person who is acting in concert with the Acquirers in respect of this Offer.

1.2 On March 03, 2010, the Acquirers have entered into a Share Purchase Agreement ("**SPA**") to acquire 2,93,400 (Two Lacs Ninety Three Thousand Four Hundred Only) fully paid up Equity Shares (the "**Sale Shares**") of Rs.10 each representing 18.69% of the total paid up equity share capital of **Rajdhani Leasing and Industries Limited ("RLIL")** from the promoters of "RLIL", namely Mr. D.N.Grover, D.N.Grover HUF, Mr. Ravi Grover and Mrs. Promila Grover, (hereinafter collectively referred to as the "**Sellers**"), at a price of Rs 11 (Rupees Eleven Only) ("**Negotiated Price**") per fully paid up equity share payable in Cash. The total consideration for the sale shares is Rs. 32,27,400 (Rupees Thirty Two Lacs Twenty Seven Thousand and Four Hundred Only) (Sale Consideration) to be discharged to the Sellers by the Acquirer as per the terms agreed upon and contained in the SPA.

As on the date of this Public Announcement, the Acquirers collectively holds 2,31,958 (Two Lacs Thirty One Thousand Nine Hundred Fifty Eight) Equity Shares representing 14.77% of the total paid up equity share capital of RLIL. Pursuant to the above acquisition of sale shares, the Acquirers will holds in aggregate 5,25,358 (Five Lacs Twenty Five Thousand Three Hundred and Fifty Eight) Equity Shares representing 33.46% of the total paid up equity share capital of RLIL, which has resulted into triggering of regulation 10 and 12 of SEBI (SAST) Regulations, 1997. The offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company.

1.3 The Acquirers intend to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of RLIL to acquire 3,14,000 (Three Lacs and Fourteen Thousand) Equity Shares of Rs. 10 each representing 20% of the total paid up equity share capital of RLIL at a price of Rs. 11.65 (Rupees Eleven and Sixty Five Paise) per fully paid up equity shares ("**Offer Price**"), payable in cash subject to the terms and conditions mentioned hereinafter, to those shareholders whose names appear on the register of members on Specified Date i.e March 25, 2010, Thursday.

1.4 The Equity Shares of the RLIL are presently listed on the Bombay Stock Exchange Limited, Mumbai (the "**BSE**"). The shares of the company have been delisted from the Delhi Stock Exchange Association Ltd ("DSE") w.e.f September 2, 2004 vide DSE letter no. DSE/LIST/R/12 dated September 2, 2004.

1.5 Based on the information available from the BSE (Source: www.bseindia.com), the securities of the RLIL are presently suspended from trading and therefore, there is Nil trading turnover during the preceeding six calendar months ending February 2010 at the BSE where the shares are listed.

1.6 Based on the above information, as the annualized trading turnover is less than 5% of the total number of the listed shares, therefore, Equity Shares are deemed to be infrequently traded on BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. In accordance with Regulation 20(5) of SEBI (SAST) Regulations, 1997, the Offer price of Rs 11.65 (Rupees Eleven and Sixty Five Paise) per fully paid up equity shares is worked out on the following parameters.

a	The Negotiated Price	Rs. 11.00
b	Price paid by the Acquirer by way of allotment in a public or rights or preferential issue during the 26-week period prior to the date of PA.	N/A

c	Other Financial Parameters	Based on the audited financial data for the period ended March 31, 2009	Unaudited data for 9 Months ended December 31, 2009*
	Return on Net Worth (%)	Nil	Nil
	Book Value per share (Rs.)	Rs.11.63	Rs.11.51
	Earning per share (Rs.)	Nil	Nil
	Price Earning Multiple	Nil	Nil

*As certified by Mr. Kapil Aggarwal (Membership No. 82908), Partner of B. Aggarwal & Co., Chartered Accountants, having office at 8/19, Ground Floor,Pusa Lane, W.E.A., Karol Bagh, New Delhi -110005, Tel: 41451520, Fax No:25761585 vide his certificate dated March 03, 2010.

Mr. Kapil Aggarwal (Membership No. 82908), Partner of B. Aggarwal & Co., Chartered Accountants, having office at 8/19, Ground Floor,Pusa Lane, W.E.A., Karol Bagh, New Delhi -110005, Tel: 41451520, Fax No: 25761585 vide his certificate dated March 03, 2010 has made a valuation of equity shares of RLIL in accordance with methods as prescribed under Regulation 20(5) of SEBI (SAST) Regulations, 1997 viz Book Value per share, Return on Networth, Earning per share and Price Earning Multiple vis a vis industry average on the basis of Audited financial statements for the Financial Year ending 31.03.2009 and on the basis of unaudited financial statement for the period April-December 2009 and valued the Equity Share of the company at Rs.11.63 (Rupees Eleven and Sixty Three Paise) per share and Rs.11.51 (Rupees Eleven and Fifty One Paise) per share respectively.

In view of the above, the offer price of Rs.11.65 (Rupees Eleven and Sixty Five Paise) is justified in terms of regulation 20(5) of SEBI (SAST) Regulations, 1997.

1.7 The Acquirers have not acquired any equity share of RLIL during the past 12 months prior to the date of this Public Announcement except 2,93,400 equity shares agreed to be acquired in terms of the SPA dated March 03, 2010 as per the details given in para 1.2 above. Pursuant to the above acquisition, the total holding of the Acquirers in the RLIL will come to 5,25,358 (Five Lac Twenty Five Thousand Three Hundred and Fifty Eight) equity shares representing 33.46% of the total paid up equity share capital of RLIL.

1.8 The acquirers have deposited more than 25% of the consideration payable under the open offer in the escrow account, the details of which are set out in Para 7.2 of this PA.

1.9 Neither the Acquirers, Sellers nor RLIL has been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.

1.10 The Offer is subject to the terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of RLIL.

1.11 The Offer is not subject to any minimum level of acceptance from the shareholders **i.e. it is not a Conditional Offer**. The Acquirers will accept the equity shares of RLIL those are tendered in valid form in terms of this offer upto a maximum of 3,14,000 (Three Lac and Fourteen Thousand) Equity Shares representing 20% of the total paid up equity share capital of the RLIL.

1.12 **This is not a Competitive Bid.**

1.13 In the event of any further acquisition of Equity Shares by the Acquirers, at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, they shall not be acquiring any Equity Shares of RLIL during the period of 7 working days, prior to the date of closure of the Offer.

1.14 The Manager to the Open Offer i.e. Corporate Professionals Capital Private Limited does not hold any shares in RLIL as on the date of PA. It declares and undertake that it shall not deal in the shares of the RLIL during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

2. INFORMATION ABOUT THE ACQUIRERS

2.1. Mr. Sanjay Jain

2.1.1 Mr. Sanjay Jain, S/o Late Mr. S.P. Jain, is an Indian national residing at I- 42, Ashok Vihar, Phase-I, New Delhi -110052, Tel No. 011-66198000/45018000, Fax No 011-2574110/2/3.

2.1.2 Mr. Sanjay Jain has graduated with a Bachelor of Engineering (Mechanical) degree from Indian Institute of Technology, Roorkee. He has over 15 Years of experience in managing various business including sandalwood, sandalwood oil and personal care products.

2.1.3 Mr. Khem Chand, Partner of Agarwal Kamal Kumar & Associates, Chartered Accountant, Membership No. 502488 having office at 13-B, 2nd Floor, Netaji Subhash Marg, Darya Ganj, New Delhi-110002. Tel.No. (011) 23284459 has certified vide his certificate dated March 03, 2010 that the Net Worth of Mr. Sanjay Jain as on December 31, 2009 is Rs. 46,73,91,728/- (Rupees Forty Six Crore Seventy Three Lacs Ninety One Thousand Seven Hundred and Twenty Eight Only) and that he has sufficient means to fulfill his part of obligations under this Offer.

2.1.4 As on the date of Public Announcement, Mr. Sanjay Jain holds 1,09,750 (One Lac Nine Thousand Seven Hundred and Fifty) Equity shares constituting 6.99% of the total paid up equity share capital RLIL.

2.1.5 Mr. Sanjay Jain holds directorships in Surya Vinayak Industries Limited, Allied Perfumers Pvt. Ltd., SVIL Mines Limited, Surya Vinayak Hospitalities Limited, Surya Vinayak Wellness Limited and Surya Vinayak Agro Industries Limited, none of which are listed on any stock exchange.

2.1.6 Mr. Sanjay Jain has promoted Surya Vinayak Industries Limited, Allied Perfumers Pvt. Ltd., SVIL Mines Limited, Surya Vinayak Hospitalities Limited, Surya Vinayak Wellness Limited and Surya Vinayak Agro Industries Limited, none of which are listed on any stock exchange.

2.2. Mr. Rajiv Jain

2.2.1 Mr. Rajiv Jain, S/o Late Mr. S.P. Jain, is an Indian national residing at I- 42, Ashok Vihar, Phase-I, New Delhi -110052. Tel.No. 011-66198000/45018000, Fax No 011-2574110/2/3.

2.2.2 Mr. Rajiv Jain is a graduate with a Bachelor of Commerce degree from Delhi University, Delhi. He has over 12 Years of experience in industries such as marble mining, Sandal based perfumery and aromatic compounds, trading in various commodities and related products.

2.2.3 Mr. Khem Chand, Partner of Agarwal Kamal Kumar & Associates, Chartered Accountant, Membership No. 502488 having office at 13-B, 2nd Floor, Netaji Subhash Marg, Darya Ganj, New Delhi-110002. Tel.No. (011) 23284459 has certified vide his certificate dated March 03, 2010 that the Net Worth of Mr. Rajiv Jain as on December 31, 2009 is Rs. 32,08,27,567/- (Rupees Thirty Two Crore Eight Lacs Twenty Seven Thousand Five Hundred and Sixty Seven Only) and that he has sufficient means to fulfill his part of obligations under this Offer.

2.2.4 As on the date of Public Announcement, Mr. Rajiv Jain holds 1,22,208 (One Lac Twenty Two Thousand Two Hundred and Eight Only) Equity shares constituting 7.78% of the total paid up equity share capital of RLIL.

2.2.5 The Acquirers, Mr. Sanjay Jain & Mr. Rajiv Jain are brothers.

2.2.6 Mr. Rajiv Jain holds directorship in Surya Vinayak Industries Limited, Allied Perfumers Pvt. Ltd., SVIL Mines Limited, Surya Vinayak Hospitalities Limited, Surya Vinayak Wellness Limited and Surya Vinayak Agro Industries Limited, none of which are listed on any stock exchange.

2.2.7 Mr. Rajiv Jain has promoted Surya Vinayak Industries Limited, Allied Perfumers Pvt. Ltd., SVIL Mines Limited, Surya Vinayak Hospitalities Limited, Surya Vinayak Wellness Limited and Surya Vinayak Agro Industries Limited, none of which are listed on any stock exchange.

3. INFORMATION ABOUT THE TARGET COMPANY.

3.1 RLIL was incorporated on 8th November 1985 with the Registrar of Companies NCT of Delhi & Haryana as a Public Limited Company under the name of Rajdhani Leasing Limited and obtained the certificate of commencement of business on 11th November 1985. Vide fresh certificate of incorporation dated 16th October, 1986 issued by the Registrar of Companies NCT

of Delhi & Haryana, the name of the Company was changed to Rajdhani Leasing and Industries Limited. Further, w.e.f. 25th October, 2008, the registered office of RLIL has been shifted from L-59, 2nd Floor, Connaught Circus, New Delhi – 110 001 to 16/93, Subhash Nagar, New Delhi-110027.

3.2. RLIL is registered as a Non-Banking Financial Company ("NBFC") (Non-Deposit Accepting) with Reserve Bank of India (RBI) as per Certificate of Registration bearing No.B-14.01352 dated 18th December 2004 issued under Section 45JA of the Reserve Bank of India Act, 1934. However, vide letter dated December 09, 2009, the board of directors of RLIL have filed the application for de-registration as NBFC.

3.3. The main objects of the Target Company are to carry on the business of leasing & hire purchase company and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and official plants, equipments, machinery, vehicles, buildings and real estate, required for manufacturing, processing, transportation and trading businesses and other commercial and service business. As on the date of this PA, RLIL is not carrying on any business activity.

3.4. As on the date of Public Announcement, RLIL has an Authorised share capital of Rs 2,00,00,000 (Rupees Two Crores) divided into 20,00,000 (Twenty Lacs) equity shares of Rs 10/- each. The total issued, subscribed and paid up capital of the RLIL is Rs 1,57,00,000 (Rupees One Crore and Fifty Seven Lacs) divided into 15,70,000 (Fifteen Lacs and Seventy Thousand) Equity Shares of the face value of Rs. 10/- each.

3.5. There are no partly paid up share as on the date of this public announcement.

3.6. The Equity Shares of the RLIL are currently listed on the Bombay Stock Exchange Limited, Mumbai (the "**BSE**"). The shares of the Company have been delisted from the Delhi Stock Exchange Association Ltd ("DSE") w.e.f September 2, 2004 vide DSE letter no. DSE/LIST/R/12 dated September 2, 2004.

3.7. The Board of Directors of the RLIL as on date of Public Announcement comprises of Mr. Harish Gupta, Mr. Jagadeesh Babu, Mr. Rakesh Kumar Bhalotra, Mr. Ravinder Kumar Batra and Mr. Dharendra Nandlal Chaturvedi.

3.8. The Key financials for the RLIL are as under :

Profit & Loss Statement	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year Ended 31.03.2009 (Audited)	Year Ended December 31, 2009* (Unaudited)
Total Income (Rs. In Lacs)	17.82	Nil	1.21	Nil
Paid Up Capital (Rs. In Lacs)	157.00	157.00	157.00	157.00
Profit after Tax (Rs. In Lacs)	(3.12)	(4.08)	(0.10)	(1.99)
Net worth (Rs. In Lacs)	186.78	182.70	182.61	180.83
Earning Per Share(Rs.)	Nil	Nil	Nil	Nil
Return On Networth (%)	Nil	Nil	Nil	Nil
Book Value Per Share (Rs.)	11.90	11.64	11.63	11.51

*As certified by Mr. Kapil Aggarwal (Membership No. 82908), Partner of B. Aggarwal & Co., Chartered Accountants, having office at 8/19, Ground Floor,Pusa Lane, W.E.A., Karol Bagh, New Delhi -110005, Tel: 41451520, Fax No:25761585 vide his certificate dated March 03, 2010.

Formula: -Return on Net Worth= (Profit after Tax/Net Worth) *100; Book value of shares= (Net Worth / number of Equity Shares issued); EPS= (Profit after Tax /Number of Equity Shares issued).

4. REASONS FOR THE OFFER AND FUTURE PLANS

4.1. The Acquirers are interested in taking over the management and control of RLIL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason & rationale for the offer.

4.2. The offer to the shareholders of RLIL is being made in accordance with Regulation 10 & 12 of the SEBI (SAST) Regulations, 1997.

4.3. The acquirer proposes to change the line of activity and desires to carry on the business of personal care products and services, in which the acquirer has the experience.

4.4. DISCLOSURE UNDER REGULATION 16(X)

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

5. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER

5.1. As on the date of Public Announcement, to the best of Acquirers knowledge, no approval from any Bank/ Financial Institution is required for the purposes of the Offer.

5.2. To the best of the knowledge of the Acquirers, as on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals.

5.3. The Acquirers in terms of Regulation 27 of SEBI (SAST) Regulations, 1997 will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused.

5.4. In case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of RLIL, subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST), Regulations, 1997 as applicable on the reference date. Further, if the delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulation, 1997 as applicable on the reference date will also become applicable.

6. DISCLOSURE UNDER REGULATIONS 21(2)

6.1. The Offer (assuming full acceptance) would not result in public shareholding in RLIL being reduced below the minimum level required as per the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis.

7. FINANCIAL ARRANGEMENTS

7.1. The Acquirers have adequate resources to meet the financial requirements of the Open Offer. The Acquirers have made firm arrangement for the financial resources required to complete the Open Offer in accordance with the SEBI (SAST) Regulations, 1997.

7.2. Assuming full acceptance, the total requirement of funds for the open Offer would be Rs. 36,58,100 (Rupees Thirty Six Lacs Fifty Eight Thousand and One Hundred Only). The Acquirers have already made firm arrangements for the financial resources required to implement the Open Offer in full. As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have **opened an Escrow Account with** HDFC Bank Limited, New Delhi and have deposited cash of an amount of Rs.9,20,000/- (Rupees Nine Lacs and Twenty Thousand Only) being in excess of 25% of the amount required for the Open Offer.

7.3 Mr. Khem Chand, Partner of Agarwal Kamal Kumar & Associates, Chartered Accountant, Membership No. 502488 having office at 13-B, 2nd Floor, Netaji Subhash Marg, Darya Ganj, New Delhi-110002. Tel.No. (011) 23284459 has certified vide his certificate dated March 03, 2010 that the Net Worth of Mr. Sanjay Jain as on December 31, 2009 is Rs. 46,73,91,728/- (Rupees Forty Six Crore Seventy Three Lacs Ninety One Thousand Seven Hundred and Twenty Eight Only) and that he has sufficient means to fulfill his part of obligations under this Offer.

7.4 Mr. Khem Chand, Partner of Agarwal Kamal Kumar & Associates, Chartered Accountant, Membership No. 502488 having office at 13-B, 2nd Floor, Netaji Subhash Marg, Darya Ganj, New Delhi-110002. Tel.No. (011) 23284459 has certified vide his certificate dated March 03, 2010 that the Net Worth of Mr. Rajiv Jain as on December 31, 2009 is Rs. 32,08,27,567/- (Rupees Thirty Two Crore Eight Lacs Twenty Seven Thousand Five Hundred and Sixty Seven Only) and that he has sufficient means to fulfill his part of obligations under this Offer.

7.5 The Manager to the Offer, M/s Corporate Professionals Capital Private Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.

8. Other Terms of the Offer

8.1 The Offer is not subject to any minimum level of acceptances from shareholders.

8.2 Letters of Offer (hereinafter referred to as "**LOO**") will be dispatched to all the equity shareholders of RLIL, whose names appear in its Register of Members on March 25, 2010, Thursday, the Specified Date, except to the parties to the Share Purchase Agreement.

8.3 The Registrar to the Offer, **M/s Alankit Assignment Limited** has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

8.4 All shareholders of the RLIL, other than the Acquirers and the Sellers, who own equity shares at any time before the Closure of the Open Offer, are eligible to participate in the Offer.

8.5 Beneficial owners and **shareholders holding equity shares in the physical form**, will be required to send their share certificates, Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. May 18, 2010, Tuesday.

8.6 Beneficial owners and **shareholders holding shares in the dematerialized form**, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e., May 18, 2010, Tuesday, along with a photocopy of the delivery instructions in "Off market" mode or counterfoil of the delivery instructions in "**Off-market**" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "**Alankit -RLIL-Securities Escrow Account**" ("**Depository Escrow Account**") filled in as per the instructions given below:

DP Name:	Alankit Assignment Limited
DP ID:	IN300118
Client ID:	11360999
Depository:	National Securities Depository Limited ("NSDL"). Shareholders having their beneficiary account in Central Depository Services (India) Limited "CDSL" have to use interdepository delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

8.7. In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all

the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with RLIL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e May 18, 2010, Tuesday. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.8. In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 8.6 above, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. May 18, 2010, Tuesday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.9. The following collection centre would be accepting the documents by Hand Delivery /Regd Post/Courier as specified above, both in case of shares in physical and dematerialised form.

Address of the Collection Centre	Contact Person	Phone/Fax / Email
Alankit Assignment Limited Alankit House, 2E/21,Jhandewalan Extn; New Delhi-110055	Mr. Mahesh Jairath	Ph.: 011-42541234, 23541234, Fax: 011-42541967 Email: ncsls.openoffer@alankit.com

8.10. Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.00 PM upto the date of Closure of the Offer, i.e. May 18, 2010, Tuesday else the application would be rejected.

8.11. In terms of Regulation 22 (5A), shareholders have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer upto three working days prior to the date of Closure of the Offer, i.e May 18, 2010, Tuesday. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

8.12. The Letter of Offer alongwith the Form of Acceptance cum acknowledgement/ withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

8.13. No indemnity is needed from unregistered shareholders.

8.14. Applications in respect of equity shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1. Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the share holders 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 or the entire holding if it is less than the marketable lot. The marketable lot of RLIL is 1(one)Equity Share.

9.2. Shareholders who have offered their equity shares would be informed about acceptance or rejection of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, will be paid by Demand Draft only in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the 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. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be send to the shareholders.

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

9.4. The Acquirer reserves its right to reject the shares tendered in the Offer.

10. TIME SCHEDULE OF THE OFFER

A schedule of major activities in respect of the Offer is given below:

S.No	Activity	Date & Day
1	Date of Public Announcement	March 05, 2010, Friday
2.	Specified date (For the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	March 25, 2010, Thursday
3.	Last date for announcement of a competitive Bid	March 26, 2010, Friday
4.	Date by which Letter of Offer will be dispatched to Shareholders.	April 14, 2010, Wednesday
5.	Date of Opening of the Offer	April 29, 2010, Thursday
6.	Last date for revising the offer price / number of Shares	May 7, 2010, Friday
7.	Last date for withdrawing acceptance from the Offer	May 13, 2010 , Thursday
8.	Date of Closure of the Offer	May 18, 2010, Tuesday
9.	Date of communicating rejection / acceptance and payment of consideration for applications accepted.	June 02, 2010, Wednesday

11. GENERAL CONDITIONS

11.1. Shareholders of RLIL, who accept 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 closing of the offer i.e. May 18, 2010, Tuesday in terms of regulation 22(5A) of SEBI (SAST) Regulations 1997.

11.2. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

11.3. The intimation of returned shares to the Shareholders