

# PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF DRILLCO METAL CARBIDES LIMITED

Registered Office: 13/210, Building No. 6, Jogani Industrial Complex, Chunabhatti, Mumbai - 400 022, Maharashtra.

This Public Announcement ("Public Announcement/PA") is being issued by Dalmia Securities Private Limited ("Manager to the Offer" or "DSPL") on behalf of Mr. Rahul Timbadia (hereinafter referred to as "Acquirer") to the shareholders of Drillco Metal Carbides Limited ("Drillco" or "Target Company") pursuant to and in compliance with the provisions of Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 & subsequent amendments thereto (hereinafter referred to as "SEBI (SAST) Regulations"). This is not a competitive bid.

## 1. BACKGROUND OF THE OFFER

1.1 This offer to acquire 45% (or 9,87,469 equity shares) of the paid-up capital / voting rights of the Target Company is made in terms of Regulation 10 & 12 of SEBI (SAST) Regulations (hereinafter referred as the "Offer"). The Acquirer proposes to do a substantial acquisition of shares and take over the management control of the Target Company pursuant to the Share Purchase Agreement and this Offer. There are no other acquirers or other entities / person acting in concert for this Offer. Due to operation of regulation 2(1)(e) of SEBI (SAST) Regulations, Mr. Parth Timbadia, son of Mr. Rahul Timbadia may be treated as deemed person acting in concert (PAC) by virtue of holding position of director in the Target Company.

1.2 The Acquirer presently holds 3,18,300 (constituting 14.50 %) equity shares / voting rights in the Target Company. The said shares have been acquired from the promoter group of the Target Company, the details of acquisition of the said shares are given below:-

Sr. No.	Name of the sellers	Date of acquisition	No. of equity shares acquired	% of total paid up capital	Average acquisition price (Rs.)	Highest price paid during such acquisitions (Rs.)
1	Ms. Gayatri Khanna	January 7, 2010	1,38,100	6.29	2.50	2.50
2	Ms. Shalini Khanna	January 7, 2010	1,02,000	4.65	2.50	2.50
3	Mr. Sriram Narayan	January 7, 2010	78,200	3.56	2.50	2.50
	<b>Total</b>		<b>3,18,300</b>	<b>14.50</b>		

1.3 The Acquirer has entered into a Share Purchase Agreement (hereinafter referred to as "SPA" or "the Agreement") on January 09, 2010, with Mr. Ramesh Khanna, Mrs. Kavita Khanna and Mr. Sriram Narayan, the existing promoters' group of the Target Company, (hereinafter collectively referred as "Sellers"), to acquire 2,84,600 fully paid up shares of Rs. 10 (Rupees Ten only) each for cash at a price of Rs. 2.50 per share (hereinafter referred to as the "Negotiated Price") of the Target Company. The breakup of shares to be acquired under the SPA is given below:

Sr. No.	Name of the sellers	No. of equity share	% of total paid up capital	Consideration per share (Rs.)
1	Mr. Ramesh Khanna	1,33,500	6.08	2.50
2	Mrs. Kavita Khanna	1,31,600	6.00	2.50
3	Mr. Sriram Narayan	19,500	0.89	2.50
	<b>Total</b>	<b>2,84,600</b>	<b>12.97</b>	

1.4 By entering into SPA, the holding of the Acquirer will aggregate to 6,02,900 equity shares representing 27.47 % of the paid up capital/voting rights of the Target Company and has resulted in the triggering of SEBI (SAST) Regulations, 1997.

1.5 Some of the salient features of SPA are as under:-

After various discussions and analysis, the Acquirer and the Sellers have mutually agreed for a consideration of Rs. 2,50 (Rupees Two and Fifty Paise only) per share for equity shares of Rs 10/- each fully paid up.

The Acquirer shall acquire the above 2,84,600 shares only on completion of the Offer.

The SPA shall be subject to compliance with the provisions of the SEBI (SAST) Regulations. In case of non-compliance with any of the provisions of the SEBI (SAST) Regulations by the Acquirer or the Sellers, the SPA shall not be acted upon by either the Acquirer or the Sellers.

## 2. THE OFFER

2.1 The Offer is being made to all the shareholders of the Target Company (except the Acquirer and Sellers) to acquire upto 9,87,469 equity shares representing 45% of the total paid up equity share capital of the Target Company as on April 09, 2010, being the date which is fifteen days from the date of closure of the Offer. The Offer is being made at an offer price of Rs. 2.50 (Rupees Two and Fifty Paise only) per equity share ("Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter and in the Letter of Offer ("LoF" / "Letter of Offer") which will be dispatched to the shareholders in accordance with the SEBI (SAST) Regulations. The LoF will be sent to all the shareholders whose name appears on the register of members of the Target Company as on February 5, 2010 ("Specified Date").

2.2 The Offer is not conditional upon any minimum level of acceptance and the Acquirer will be obliged to acquire all the equity shares validly tendered in response to the Offer, subject to a maximum of 9,87,469 equity shares and subject to the terms and conditions mentioned in this PA and the LoF.

2.3 The fully paid up capital of the Target Company is Rs. 219.44 lacs consisting of 21,94,375 equity shares of face value of Rs. 10/- each. As on the date of this Public Announcement, there are no partly-paid-up equity shares of the Target Company.

2.4 DSPL, the Manager to the Offer, does not hold any equity shares in the Target Company as on the date of this PA.

2.5 This is not a competitive bid.

2.6 This PA is being released as per Regulation 15 of the SEBI (SAST) Regulations in Financial Express (English) in all editions, Jansalta (Hindi) all editions and Navshakti (Marathi) as the registered office of the Target Company is situated at Mumbai and the Equity Shares are listed on Bombay Stock Exchange Limited (BSE) having scrip code 505693 & Pune Stock Exchange Limited (PSE).

2.7 The highest price paid by the Acquirer for acquiring equity shares of the Target Company during the 12 months period prior to the date of the PA is Rs. 2.50 per equity share and the average price paid by the Acquirer for all such acquisitions during this period is Rs. 2.50 per equity share.

## 3. THE OFFER PRICE

3.1 The shares of the Target Company are listed at BSE having scrip code 505693 & PSE. The trading of shares is now suspended on BSE.

3.2 There has been no trading in the shares of the Target Company on BSE and PSE during 6 calendar months preceding the month in which this PA is made. The equity shares of the Target Company are infrequently traded on BSE or PSE within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations and hence Offer Price has been determined taking into account following parameters.

Sr. No.	Particulars	Price (Rs. per share)
1	Negotiated price under the SPA	2.50
2	Highest price paid by the Acquirer for acquisition including by way of allotment in a public or rights issue during the 26 weeks prior to the date of PA.	2.50
3	Other Parameters	Based on the audited Balance Sheet as on March 31, 2009.
	i Return on Net worth	Negative
	ii Book value	(14.09)
	iii Earnings per share	(0.11)
	The average industry P/E for the sector in which the Target Company operates	Not applicable since there is no operation

Mr. M. M. Chitale (Membership No. 14054), the partner of M/s Mukund M. Chitale & Co. having its office at 204/205, Agrawal Shyamkamal-A, Vile Parle (E) Mumbai-400 057 vide certificate dated January 09, 2010, has stated that based on the decision of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, the fair value of the equity shares of the Target Company is Rs. 1.72 (Rupee One and Seventy Two Paise only) per share.

3.3 In the opinion of Acquirer and Manager to the Offer, the Offer Price of Rs. 2.50 (Rupees Two and Fifty Paise only) for each fully paid up equity shares is justified in terms of Regulation 20(5) of the SEBI (SAST) Regulation 1997.

3.4 If the Acquirer acquires equity shares after the date of Public Announcement upto 7 (Seven) working days prior to the closure of the offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer.

3.5 There is no non-compete agreement entered into between the Acquirer and the Sellers and accordingly, no non-compete fee is being paid which should have any bearing on the Offer Price.

## 4. INFORMATION ABOUT THE ACQUIRER

4.1 Mr. Rahul Timbadia residing at Sandeep, Plot No. 52, 3rd Floor, Jai Hind Society, 10th Road, JVPD Scheme, Vileparle (West) Mumbai 400049. He is a science graduate from Jai Hind College, Law graduate from Jitendra Chauhan College and Diploma in Etomology through BNHS. He is the Chairman & Managing Director of La Tim Life Style & Resorts Limited. This company is in the business of agriculture, construction, farmhouse and hotels/resorts. He was also an active Director of Bombay Iron Merchant Association for a period of 9 years.

4.2 Mr Ravi Seth , Chartered Accountant (Membership No 16808) proprietor of M/s Ravi Seth & Co having office at 4, Adarsh, 86, S.V. Road, Santacruz (West) Mumbai - 400 054, has certified vide their certificate dated January 11, 2010 that the net worth of the Acquirer as on January 11, 2010 is Rs. 8,08,23,800/- (Rupees Eight Crores Eighty Lacs Twenty Three Thousand Eight Hundred only).

4.3 La Tim Lifestyle & Resorts Limited, a company in which Mr. Rahul Timbadia and his family members hold 89 % of equity shares, has given unsecured loan of Rs. 131 Lacs to the Target Company. La Tim Investment & Finance Company, a proprietorship concern of Mr. Rahul Timbadia has given unsecured loan of Rs.87 Lacs to the Target Company.

4.4 Mr. Parth Timbadia, son (relative) of Mr. Rahul Timbadia, is a director in the Target Company. Mr. Rahul Timbadia and Mr. Parth Timbadia have recused themselves and will not participate in any matter concerning or relating the Offer including any preparatory steps leading up to the Offer in terms of Regulation 22(9) of the SEBI (SAST) Regulations. The Acquirer has nominated Mrs. Usha Manish Ghelani wife of Mr. Manish Ghelani, residing at J 101, Vrushali Ship Society, New Link Road, Borivali (West), Mumbai-4000 92 as Constituted Attorney in Law, to complete the Offer formalities herein under SEBI (SAST) Regulations and do all such other things, acts and deed as may be necessary, incidental or consequential upon exercise of the powers herein delegated to her.

## 5. INFORMATION ABOUT THE TARGET COMPANY

5.1 The Target Company was incorporated on November 28, 1974 as Drillco Metal Carbides Private Limited. The Company was converted into public limited company on August 22, 1975 and accordingly the name was changed to Drillco Metal Carbides Limited.

5.2 The Target Company was incorporated with an object of carrying business of manufacturing, buying, selling and dealing in tungsten carbide products. However, the operations of the Target Company standstill since August 2001.

5.3 As on date of public announcement the authorized share capital of the Target Company is Rs. 2,50,00,000/- (Rupees. Two Crore Fifty Lacs Only) comprising of 25,00,000 equity shares of Rs. 10/- each. As on date of public announcement, issued and paid capital of the Target Company is Rs. 2,19,43,750/- (Rupees Two Crore Nineteen Lacs Forty Three Thousands Seven Hundred and Fifty only) comprising of 21,94,375 equity shares of Rs. 10/- each with full voting rights.

5.4 Out of the above equity paid capital of 21,94,375 shares, 15,63,575 shares are listed with BSE and PSE. The trading of shares in the Target Company has been suspended in BSE due to some non compliance/ delay in compliances. The balance 6,30,800 equity shares are yet to be listed with BSE & PSE. All the equity shares are in physical form.

5.5 The accounts of the Target Company for the period ended March 31, 2009 has been audited by M/s C.S Madkaikar, Statutory Auditors of the Target Company. Brief audited financial particulars of the Target Company for the financial year ended March 31, 2009 are as under:-

(Rs. In Lakhs)	
Total Income	-
Profit/(Loss) before tax	(2.48)
Profit/(Loss) after tax	(2.48)
Equity share capital	219.44
Reserves and surplus (accumulated losses)	(358.46)
Reserves and surplus excluding revaluation reserve (accumulated losses)	(528.58)
Net worth ( excluding revaluation reserve)	(309.14)
Borrowings	234.26
Net fixed assets	227.53
Current assets, loans & advances	79.78
Current liabilities & provisions	213.63
<b>Financial ratios</b>	
Earnings (losses) per share of Rs. 10/- each	(0.11)
Book value per share (Rs)	(14.09)
Return on net worth (%)	Negative
Number of equity shares outstanding (fv Rs. 10/- each)	21,94,375

## 6. REASONS FOR THE ACQUISITION, RATIONALE FOR THE OFFER AND THE FUTURE PLANS ABOUT THE TARGET COMPANY

6.1 The Offer is being made in accordance with Regulation 10 and Regulation 12 of the SEBI (SAST), Regulations, 1997 as a result of substantial acquisition of shares and voting rights along with change in the control of the Target Company.

6.2 The Open Offer to the public shareholders of the Target Company is made for acquiring 45% of the total equity share capital/resultant voting rights of the Target Company. After completing the proposed Open Offer, the Acquirer will achieve substantial acquisition of equity shares and voting rights of the Target Company.

6.3 The Acquirer is contemplating to pursue the business activities of the Target Company after considering the present business/ market scenario. The Acquirer proposes to diversify the business activities of the Target Company in related/unrelated areas depending upon market conditions and available opportunities subject to the approval of the board of directors and, wherever applicable, approval of the shareholders at the general meeting in terms of relevant provisions of the Companies Act, 1956.

6.4 As on the date of PA, the Acquirer do 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 and with the prior approval of the shareholders of the Target Company to the extent required by applicable law.

6.5 The Acquirer may be entitled to be appointed as director on the board of directors of the Target Company after a period of twenty one days from the date of this Public Announcement pursuant to Regulation 22(7) of the SEBI (SAST), Regulations, 1997.

6.6 The Acquirer shall, on completion of the Offer, influence the Target Company to approach BSE and to take adequate steps to get the suspension of trading of its shares revoked from BSE.

## 7. STATUTORY APPROVALS AND CONDITIONS OF THE OFFER

7.1 This Offer is subject to receipt of approval from the RBI in terms of the RBI's Master Circular No. 02/2009-10 dated July 1, 2009 for the acquisition of equity shares tendered in this Offer by non-resident shareholders, if any, who are or may become shareholders during the course of this Offer. The Acquirer will be filing an application to the RBI to obtain such approval, if required. To the best of the knowledge of the Acquirer, no other statutory approval is required for the purpose of acquisition of equity shares by the Acquirer under the Offer as on the date of this Public Announcement. The Offer would be subject to such statutory approvals as may become applicable prior to completion of the Offer. In terms of Regulation 27 of SEBI (SAST) Regulations, the Acquirer will have a right not to proceed with the Offer in the event any statutory approvals that may be applicable are refused.

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

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

## 8. OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21(3)

Pursuant to listing norms applicable to the Target Company, it is required to ensure that the public shareholding does not fall below the minimum level 25% of equity share capital. Assuming full acceptance of the Offer, the public shareholding of the Target Company would not fall below 25% of equity share capital, hence provisions of Regulation 21 (2) will not be applicable. Moreover the Acquirer undertakes to comply with the stipulations of the listing agreement and they intend to keep the company listed.

## 9. FINANCIAL ARRANGEMENT

9.1 Assuming full acceptance under the Offer, the maximum consideration payable by the Acquirer under the Offer would be Rs. 24,68,673 (Rupees Twenty Four Lacs Sixty Eight Thousand Six Hundred and Seventy Three only) ("Maximum Consideration").

9.2 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has deposited an amount of Rs. 25 Lacs (Rupees Twenty Five Lacs only) being in excess of 100% of the Maximum Consideration, in an escrow account ("Escrow Account") with IDBI Bank Limited, IDBI Tower Centre, WTC Complex, Cuffe Parade Mumbai-400 005 ("Escrow Banker"). The Manager to the Offer has been authorized to operate the above Escrow Account to the exclusion of all others and to instruct the Escrow Banker to issue cheques/pay orders/demand drafts/ECS credits if required, and has been empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations. In case of revision in the Offer Price, the Acquirer has agreed to deposit additional amount in the Escrow Account so as to ensure compliance with Regulation 28 of SEBI (SAST) Regulations.

9.3 The Acquirer has adequate resources to meet the financial requirements of the Offer. The same is certified by Mr. Ravi Seth, Chartered Accountant (Membership No 16808) proprietor of Ravi Seth & Co having office at 4, Adarsh, 86, S.V. Road Santacruz (West) Mumbai -400 054 vide certificate dated January 12, 2010.

9.4 In view of the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

## 10. OTHER TERMS OF THE OFFER

10.1 There are no shares of the Target Company in demat form, all the shares are held in physical form. The Target Company has not made any arrangements for the shareholders to hold the shares in demat form.

10.2 All shareholders (registered or unregistered) of the Target Company who own equity shares prior to the closure of the Offer, except the Acquirer and Sellers are eligible to participate in the Offer anytime before the date of closure of the Offer.

10.3 The Letter of Offer together with the Form of Acceptance cum Acknowledgement ("FOA"), the Form of Withdrawal ("FOW") and Transfer Deed ("TD") will be mailed to all the shareholders of the Target Company, except the Acquirer and Sellers, whose names appear on the Register of Members of the Target Company at the close of business hours on the Specified Date.

10.4 Accidental omission to dispatch of Letter of Offer to any member entitled to this Offer or non-receipt of the Letter of Offer by any member entitled to participate in this Offer shall not invalidate the Offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein and in the Letter of Offer.

10.5 The Acquirer has appointed **Satellite Corporate Services Private Limited** as Registrar to the Offer. Shareholders who wish to accept the Offer and tender their equity shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer together with their certificate(s) in respect of equity shares, TD's, duly filled, FOA and such other documents as may be specified in the Letter of Offer to the Registrar to the Offer either by hand delivery or by registered post/courier (between 10.00 am to 5.00 pm on all working days), on or before the date of closure of the Offer in accordance with the instructions specified in the Letter of Offer and in the FOA. **All communications to the Registrar to the Offer shall be sent to B-302, Sony Apt, Opp. St. Judge High School, off Andheri Kuria Road, Jarimar, Sakinaka, Mumbai-400072. Tel. No: 022-28520461/62; Fax No: 022-28511809; E-mail: service@satellitecorporate.com, contact person: Mr. Michael Monteiro.** The documents can be tendered at the above centre between 10.00 am to 1.00 pm and 2.00 pm to 5.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday. The centre will be closed on Sundays and Public holidays.

10.6 All registered shareholders who wish to tender their equity shares will be required to send duly completed FOA filled and signed in accordance with the instructions specified in the Letter of Offer and FOA, to the Registrar to the Offer at the centre mentioned above on or before the date of closure of the Offer.

10.7 Shareholders of the Target Company who wish to accept the Offer and tender their equity shares will be required to send the FOA together with the original certificate(s) in respect of equity shares and transfer deed(s) to the Registrars.

10.8 In case of non-receipt of the Letter of Offer/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrar to the Offer at the collection centre clearly marking the envelope "Drillco Open Offer" or make an application on plain paper duly signed and stating their name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio number, along with the original physical share certificate to the Registrar to the Offer, before the date of closure of the Offer.

10.9 Unregistered owners holding equity shares may send their application in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s) and valid transfer deed(s) as received from the Broker (columns meant for transferee / buyer should be kept blank) to the Registrar to the Offer. Unregistered owners will also be required to submit documents to prove their title to the shares in respect of which they are accepting the Offer such as original broker's contract note and/or transfer deed(s) executed by the registered holder of the shares. No indemnity is required from the unregistered owners.

10.10 In case any person has lodged shares of the Target Company for transfer and the transfer has not yet been effected, the concerned person may apply in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the copies of share certificate(s), valid transfer deed(s) duly signed (columns meant for transferee / buyer should be kept blank) and the acknowledgement of the lodgment of shares for transfer. Such person should also instruct the Target Company and its Registrars & Transfer Agents to send the transferred share certificate(s) directly to the Registrars to the Offer as mentioned above before the date of closure of the Offer.

10.11 Equity shares tendered by shareholders of the Target Company in the Offer which are not free from lien, charges and encumbrances of any kind whatsoever shall be rejected.

10.12 Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer prior to the date of Closure of the Offer.

10.13 In the event that the equity shares tendered in the Offer by shareholders are more than equity shares to be acquired under the Offer, the acquisition of equity shares from each shareholder will be as per the provisions of Regulation 21 (6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 1 (One) share.

10.14 While tendering equity shares under the Offer, NRIs / OCBS / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. In case of previous RBI approvals not being submitted, the Acquirer reserves the right to reject the equity shares. While tendering shares under the Offer, NRIs / OCBS / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

10.15 The consideration received by the shareholders for equity shares accepted in the Offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further, the securities transaction tax will not be applicable on equity shares accepted in this Offer.

10.16 The Registrar to the Offer will hold in trust the equity shares / equity share certificates, FOA, if any, and the transfer forms on behalf of the shareholders of the Target Company who have accepted the Offer, till the Acquirer complete the Offer obligations in accordance with the SEBI (SAST) Regulations.

10.17 Certificates in respect of unaccepted equity shares, 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.

10.18 Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of the Offer would be approved and accepted by the Acquirer. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the shareholders by registered post at the shareholders' sole risk. In case of joint holder(s), the cheque/demand draft will be drawn in the name of the first holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

10.19 Payment of consideration for the applications accepted in the Offer, shall be made within 15 days from the date of the closure of the offer. The payment to the shareholders whose share have been accepted will be paid by Cheque/demand draft /pay order crossed "Account payee" only in favour of first holder of equity shares (and sent by registered post) within 15 days from the date of closure of Offer.

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

Sl. No.	ACTIVITY	DATE	DAY
1	Date of Public Announcement	Wednesday	January 13, 2010
2	Specified Date*	Friday	February 5, 2010
3	Last date for announcement of a competitive bid	Wednesday	February 3, 2010
4	Date by which Letter of Offer will be posted to shareholders	Wednesday	February 24, 2010
5	Date of Opening of the Offer	Friday	March 5, 2010
6	Last date for revising the offer price / number of Shares	Monday	March 15, 2010
7	Last date for withdrawing acceptance from the Offer	Friday	March 19, 2010
8	Date of Closure of the Offer	Thursday	March 25, 2010
9	Date of communicating rejection / acceptance and payment of consideration for applications accepted.	Thursday	April 8, 2010

\* Specified Date is the date for determining the names of the shareholders to whom the Letter of Offer would be sent, being all the shareholders of the Target Company (except the Acquirer and the Sellers), whose names appear on the register of members of the Target Company at the close of business hours on February 5, 2010.

## 11. PROCEDURE FOR WITHDRAWAL OF APPLICATION

11.1 In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the date of closure of Offer.

11.2 Shareholders who wish to withdraw their shares from the Offer will be required to send the FOW duly completed & signed along with the requisite documents.

11.3 In case of non receipt of FOW, the withdrawal can be exercised by making an application on plain paper along with following details :-

- Name, Address, Distinctive numbers, Folio number, Number of Equity Shares tendered and to be withdrawn.

- A copy of the acknowledgment received from the Registrar to the Offer upon tendering of the Equity Shares, so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before closure of the Offer.

## 12. GENERAL

12.1 If there is any upward revision in the Offer Price till the last date of revision in terms of Regulation 26 of the SEBI (SAST) Regulations i.e. March 15, 2010 or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which this Public Announcement is being made. In case of an upward revision in the Offer Price, the revised Offer Price would be payable to all the shareholders who have tendered their equity shares any time during the Offer and have been accepted under the Offer.

## 12.2. If there is competitive bid:

I. The offer under all the subsisting bids shall close on the same date.

II. As the Offer Price cannot be revised during 7 working days prior to the closing date of the Offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.

12.3 The