

DETAILED PUBLIC STATEMENT TO THE SHAREHOLDERS OF PANAFIC INDUSTRIALS LIMITED IN TERMS OF REGULATION 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Registered Office: 4566-13, Jai Mata Market, Trinagar, New Delhi - 110035

OPEN OFFER FOR ACQUISITION OF 21,35,250 EQUITY SHARES FROM THE SHAREHOLDERS OF PANAFIC INDUSTRIALS LIMITED (HEREINAFTER REFERRED TO AS "TARGET COMPANY" OR "PIL") BY MR. RAJEEV KUMAR GUPTA AND MRS. SARITA GUPTA (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS") ("Offer").

This Detailed Public Statement ("DPS") is being issued by Sobhagya Capital Options Limited, the Manager to the Offer ("Manager to the Offer"/ "Manager"), on behalf of Mr. Rajeev Kumar Gupta and Mrs. Sarita Gupta ("Acquirers"), in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto, if any, ("SEBI (SAST) Regulations"/ "Regulations"), pursuant to the Public Announcement ("PA") filed on March 12, 2014 with the Delhi Stock Exchange Limited ("DSE") and the Securities and Exchange Board of India ("SEBI") and Panafic Industrials Limited (hereinafter referred to as "PIL" or "Target Company") in terms of Regulation 4 of the SEBI (SAST) Regulations.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER

(a) Information about the Acquirers:

(A) Details of Mr. Rajeev Kumar Gupta

- Nature of Entity: Individual
- Mr. Rajeev Kumar Gupta, aged about 42 years, son of Shri Ram Prasad Gupta, residing at Plot No-127, First Floor, Sector-5, Vaishali, Ghaziabad-201010, Mobile no.: 09873388877. Mr. Rajeev Kumar Gupta is a member of the Institute of Cost Accountants of India and doing practice as a Cost Accountant, he has experience spanning over 17 years in the field of finance.
- Mr. Rajeev Kumar Gupta does not belong to any group.
- Mr. Rajeev Kumar Gupta is not related to the Target Company, its Directors, key employees and Promoters in any manner whatsoever. However, Mr. Rajeev Kumar Gupta is existing shareholder of the Target Company and holds 95,000 Equity Shares representing 1.16% of the paid up share capital in the Target Company.
- Mr. Rajeev Kumar Gupta has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.
- Mr. Rahul Kumar (Membership No. 521099), Partner of M/s N. Kantan & Associates, Chartered Accountants, having Office at Office No. 159/1, 1st Floor, D-288/10, Wadhwa Complex, Near Laxmi Nagar Metro Station, Laxmi Nagar, Delhi-110092, Phone No: +91-11-43678535, Email Id: nishith@nkassociate.co.in has certified vide certificate dated March 12, 2014 that the net worth of Mr. Rajeev Kumar Gupta is Rs. 117.32 Lacs (Rupees One Crore Seventeen Lacs Thirteen Thousand Only).

(b) Details of Mrs. Sarita Gupta

- Nature of Entity: Individual
- Mrs. Sarita Gupta, aged about 41 years, Wife of Shri Anil Gupta, residing at D-158, Pushpanjali Enclave, Pitampura, Delhi-110034, Tel.: 09810009453. Mrs. Sarita Gupta is a Graduate with an experience spanning over 10 years in the field of administration.
- Mrs. Sarita Gupta does not belong to any group.
- Mrs. Sarita Gupta is not related to the Target Company, its Directors, key employees and Promoters in any manner whatsoever. However, Mrs. Sarita Gupta is existing shareholder of the Target Company and holds 77,500 Equity Shares representing 0.94% of the paid up share capital in the Target Company.
- Mrs. Sarita Gupta has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.
- Mr. Rohit Suri (Membership No. 091064), Partner of M/s Rohit Suri & Associates, Chartered Accountants, having Office at 7, Sharda Niketan, Pitam Pura, Delhi-110034, Phone No: +91-11-27012010, Email Id: r.rohitsuri@gmail.com has certified vide certificate dated March 12, 2014 that the net worth of Mrs. Sarita Gupta is Rs. 159.22 Lacs (Rupees One Crore Fifty Nine Lacs Twenty Two Thousand Only).

(c) Other Information about Acquirers

- There is no agreement amongst the Acquirers and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons/entities propose to participate in the acquisition.
- There are no Persons Acting in Concert within the meaning of Regulation 2(1)(c)(1) of the Regulations in relation to this Offer. However, due to the applicability of Regulation 2(1)(c)(2) of the Regulations, there could be certain entities deemed to be Persons Acting in Concert with the Acquirers.
- Mr. Rajeev Kumar Gupta and Mrs. Sarita Gupta are not related to each other.

(B) Details of Sellers:

- Details of the Sellers are as follows:

Sr. No.	Name & Address of the Sellers	Nature of Entity	Listed/ Unlisted	Shareholding (no. of Equity Shares) of the Sellers in the Target Company	% of paid up and Voting Capital in the Target Company
1.	Ashwani Kumar Salwan 4566/13, Jai Mata Market, Tri Nagar, Delhi- 110035	Individual	Not Applicable	10550	0.13
2.	Pawan Bholusaria 26/11, Shakti Nagar, New Delhi-110007	Individual	Not Applicable	3000	0.04
3.	Ravinder Singh E-91, Shashtri Nagar, Delhi-110052	Individual	Not Applicable	200	0.00
Total				13750	0.17

- As per the latest Shareholding Pattern under clause 35 of the Standard Listing Agreement, filed by the Target Company with the DSE, the Sellers are the current Promoters of the Target Company. There are no other Promoters or Promoters Group of the Target Company.
- The Sellers are not part of any group.
- The Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act.

(C) Panafic Industrials Limited ("Target Company"/ "PIL"):

- Panafic Industrials Limited (bearing CIN L45202DL1985PLC019746) was incorporated on January 01, 1985 under the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. The Target Company had obtained Certificate for Commencement of Business on January 16, 1985 from the Registrar of Companies, NCT of Delhi & Haryana.
- Presently, the registered office of the Target Company is situated at 4566-13, Jai Mata Market, Trinagar, New Delhi - 110035.
- As on the date of this DPS, the main object of the Target Company is to finance Industrial Enterprises by way of making loans or advances and to carry on the business of trading, leasing, and hire purchase of all types of industrial and office plant, equipment, machinery, buildings, computers and all types of consumer, commercial or industrial items.
- The Target Company is registered with Reserve Bank of India as Non-Banking Finance Company. Reserve Bank of India has granted registration vide its registration no. B. 14.03057 dated 07.03.2005 with a condition that that the Target Company shall not accept public deposits.
- As on date of this DPS, the authorized share capital of the Target Company is Rs. 10,00,00,000/- (Rupees Ten Crore only), comprising of 1,00,00,000 Equity Shares of Rs 10/- each. As on the date of DPS, the Paid-up Equity Share Capital of the Target Company is Rs. 8,21,25,000/- (Rupees Eight Crores Twenty One Lacs Twenty Five Thousand Only) divided into 82,12,500 Equity Shares of Rs. 10/- each.
- The entire present paid up Equity Share Capital of the Target Company is currently listed on the Delhi Stock Exchange Limited (Scrip Code: 4702).
- Based on the information available, the Equity Shares of the Target Company are not frequently traded on DSE (within the meaning of definition of "frequently traded shares" under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).
- The financial information of the Target Company as per the audited accounts for the last three financial years ended March 31, 2011, March 31, 2012, March 31, 2013 and unaudited & certified financials for the 9 months period ended December 31, 2013 are as follows:

(Figures In "Rupees Lacs.")

Particulars	9 Months period ending (Un-audited)		Year ended (Audited)	
	December 31, 2013	March 31, 2013	March 31, 2012	March 31, 2011
Total Revenue	22.29	384.98	1163.81	612.37
Net Income (PAT)	2.61	8.45	(2.99)	1.71
Earnings Per share (EPS) (Rs.)	0.35	1.14	(0.41)	0.23
Net worth/ Shareholders Funds	118.85	114.82	106.36	109.36

(Source- As certified by Mr. Rohit Suri (Membership No. 091064), Partner of M/s Rohit Suri & Associates, Chartered Accountants, having Office at 7, Sharda Niketan, Pitam Pura, Delhi- 110034, Phone No: +91-11-27012010, Email Id: r.rohitsuri@gmail.com vide certificate dated March 12, 2014)

(D) Details of the Offer:

- The Acquirers are making an Offer to acquire up to 21,35,250 equity shares of face value Rs. 10 each representing 26% of the paid up capital of the Target Company.
- This Offer is being made to all the Equity Shareholders of the Target Company (other than the parties to the Share Purchase Agreement dated March 12, 2014 as given in Paragraph II (b) below).
- The Offer is being made at a price of Rs. 10/- (Rupees Ten Only) per fully paid up Equity Share, payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer, that will be sent to the shareholders of the Target Company.
- The payment to be made to the public shareholders shall be in cash only.
- The offer would be subject to the receipt of statutory and other approvals as mentioned in Section VI of this DPS. In terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, if the statutory approvals are not received or are refused, the offer would stand withdrawn.
- This Offer is not conditional upon any minimum level of acceptance by the Equity Shareholders of the Target Company. The Acquirers will acquire all the Equity Shares of the Target Company that are validly tendered as per terms of the Offer up to a maximum of 21,35,250 Equity Shares of face value Rs. 10 each representing 26% of the paid up capital of the Target Company.
- This is not a competitive offer. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.
- There are no conditions stipulated in the Share Purchase Agreement between the Sellers and the Acquirers, the meeting of which would be outside the reasonable control of the Acquirers and in view of which the offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.
- The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- The Manager to the Offer, Sobhagya Capital Options Limited does not hold any Equity Shares in the Target Company as at the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

- As on the date of this DPS, the Acquirers have no plans to alienate any significant assets of the Target Company for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

- Upon completion of the Offer, assuming full acceptances, the Acquirers will collectively hold 23,21,500 Shares of the Target Company, representing a total of 28.27% of the Voting Share Capital of the Target Company. Accordingly, the Offer (assuming full acceptances) would not result in public shareholding in Target Company being reduced below the minimum level, as per requirements set forth under the Standard Listing Agreement entered into by the Target Company with the Stock Exchange, for the purpose of listing on continuous basis.

II. BACKGROUND TO THE OFFER

- The Acquirers have entered into Share Purchase Agreement ("SPA") on March 12, 2014 with Mr. Ashwani Kumar Salwan, Mr. Pawan Bholusaria and Mr. Ravinder Singh (Collectively referred to as the "Sellers") the current Promoters of the Target Company, with the objective of taking complete Management Control of the Target Company along with acquisition of the entire present shareholding of the existing Promoters i.e. 13,750 (Thirteen Thousand Seven Hundred Fifty Only) fully paid up Equity Shares of the Target Company, representing 0.17% of total paid up capital of the Target Company, presently held by the Sellers, at a price of Rs. 10/- (Rupees Ten only) per fully paid Equity Share for cash consideration. **This mandatory Offer is being made by the Acquirers in compliance with Regulation 4 of the Regulations, consequent to the agreement for change in control and management of the Target Company contemplated under the SPA.**

III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed shareholding of the Acquirers in Target Company and the details of their acquisition are as follows:

Details	Rajeev Kumar Gupta		Sarita Gupta		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	95000	1.16	77500	0.94	172500	2.10
Shares acquired between the PA date and the DPS date	NIL	NIL	NIL	NIL	NIL	NIL
Shares to be acquired in the open offer (assuming full acceptance)		2135250 (26%)			2135250	26
Shares to be acquired through SPA		13750 (0.17%)			13750	0.17
Post Offer shareholding (On diluted basis, as on 10th working day after closing of tendering period)		2321500 (28.27%)			2321500	28.27

As on the date of the DPS, the Acquirers hold 1,72,500 Equity Shares in the Target Company.

IV. OFFER PRICE:

- The Equity Shares of the Target Company are currently listed on the Delhi Stock Exchange Limited.
- The total trading turnover in the Equity Shares of the Target Company on the stock exchange based on trading volume during the twelve calendar months prior to the month of Public Announcement (March 01, 2013 to February 28, 2014) is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the Twelve months prior to the month of PA	Total No. of Equity Shares listed	Total Trading Turnover (as % of total Equity Shares listed)
DSE	Not Available	8212500	Not Available

- Based on the above information, Equity Shares of Target Company are not frequently traded on DSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price has been determined taking into account the parameters as set out under Regulation 8(2) of SEBI (SAST) Regulations, as under:

1	Negotiated Price under the SPA	Rs. 10 per Share
2	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA @	Rs. 10 per Share
3	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA @	Rs. 10 per Share
4	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
5	Other financial Parameters	Year ended March 31, 2013*
a.	Return on Net Worth (%)	7.94
b.	Book value per share (Rs.)	15.46
c.	Earnings per Share (Rs.)	1.14

@ Acquisition Price of Equity Shares acquired by way of Preferential Allotment.

* Source- Annual Report

Mr. Rohit Suri (Membership No. 091064) Partner of M/s Rohit Suri & Associates, Chartered Accountants, having office at 7, Sharda Niketan, Pitam Pura, Delhi- 110034, Ph: +91-11-27012010 has certified vide certificate dated March 18, 2014 the Fair Value of Equity Shares of the Target Company.

The relevant extracts of the report is stated as under:-
"In the case of Hindustan Lever Employees' Union versus Hindustan Lever Limited (1995), the Hon'ble Supreme Court upheld the use of the following three bases of valuation: (i) the yield method; (ii) the net asset value method; and (iii) the market value method. In case of Panafic Industrials Limited:

- Net Asset Value (NAV): The Net Asset Value based on Audited Financial Statements ended March 31, 2013 is Rs. 15.46/- per Equity Share.
- Profit Earning Capacity Value (PECV): For calculating the Value based on Profit Earning Capacity, average profit after tax based on the Audited Financial Statements for the financial years ended March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 have been considered. The average profit after tax as per audited annual accounts is Rs. 197,821.68. Based on that, EPS of the Company comes out to Rs. 0.27 per equity share. The Profit Earning Capacity Value (PECV) of the company comes to Rs. 1.33 per share after considering a capitalization rate of 20.00%, since the Company is carrying on the business of Investment and Finance and hence, we have categorized it as a trading company and used a capitalization rate of 20.00%.
- Market based value: Since the Company is listed on Delhi Stock Exchange and the trading in securities is not being carried in Delhi Stock Exchange. So in absence of market quotations, determination of market value of the shares of the Company by this method can't be possible. Therefore the Market Price method is an inappropriate method for valuation in the present case.
- Considering the Supreme Court's Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30) wherein the Apex Court has opined that under certain circumstances the fair value of a Company could be assessed based on weights, we have assigned the following weights for the purpose of computing the Fair Market Value:-

Particulars	Price per shares	Weight	Amount (In Rs Per Equity Share)
NAV Method	15.46	1	15.46
PECV Method	1.33	1	1.33
Market Price Method	Nil	Nil	Nil
Fair Value per Equity Share			8.40

We are of the opinion that based on the information as referred to hereinabove, the Value of Equity Shares of Panafic Industrials Limited in terms of the Hon'ble Supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30), is Rs. 8.40 per Equity Share. *

- In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 10/- per Equity Share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
- The relevant price parameters have not been adjusted for any corporate actions.
- As on date there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- If there is any revision in the Offer Price on account of future purchases/competing offers, it will be done only at any time prior to the commencement of the last three working days before the date of commencement of the tendering period and would be notified to shareholders of the Target Company by way of announcement in all the newspapers in which this detailed public statement pursuant to the public announcement is being made.

V. FINANCIAL ARRANGEMENTS

- The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of upto 21,35,250 (Twenty One Lacs Thirty Five Thousand Two Hundred and Fifty Only) Equity Shares at a price of Rs. 10/- (Rupees Ten only) per Equity Share is Rs. 2,13,52,500 (Rupees Two Crores Thirteen Lac Fifty Two Thousand Five Hundred Only) ("Maximum Consideration").
- The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full, out of their own sources/network and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. Rohit Suri (Membership No. 091064), Partner of M/s Rohit Suri & Associates, Chartered Accountants, having Office at 7, Sharda Niketan, Pitam Pura, Delhi- 110034, Phone No: +91-11-27012010, Email Id: r.rohitsuri@gmail.com vide certificate dated March 12, 2014 has certified that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.
- In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account in the name of "Escrow Account-Panafic Industrials Limited - Open Offer" bearing number 200999266443, with Indus Bank Limited, J-2/21, Rajouri Garden, New Delhi - 110027 (herein after referred to as the "Escrow Banker") and deposited therein an amount of Rs. 53,50,000/- (Rupees Fifty Three Lacs Fifty Thousand Only), in cash, being more than 25% of the Maximum Consideration payable under the Offer.
- The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

VI. STATUTORY AND OTHER APPROVALS

- As on the date of this DPS, there are no statutory approvals required to acquire the Equity Shares tendered pursuant to this Offer. If any statutory approvals are required or become applicable, the Offer will be subject to the receipt of such statutory approvals also. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. This Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Offer.
- There are no conditions stipulated in the SPA between the Sellers and the Acquirers, the meeting of which would be outside the reasonable control of the Acquirers and in view of which the offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.
- In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period, if directed by SEBI in terms of Regulation 18(1) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Nature of Activity	Day and Date
Date of the Public Announcement	Wednesday, March 12, 2014
Last date of publication of the Detailed Public Statement	Thursday, March 20, 2014
Last date of filing of Draft Letter of Offer with SEBI	Thursday, March 27, 2014
Last date for a Competing Offer	Monday, April 15, 2014
Identified Date*	Tuesday, April 29, 2014
Last Date by which Letter of Offer will be dispatched to the Shareholders	Tuesday, May 06, 2014
Last Date for revising the Offer Price/Offer Size	Tuesday, May 06, 2014
Last date by which an independent committee of the Board of Target Company shall give its recommendation	Wednesday, May 07, 2014
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper	Thursday, May 08, 2014
Date of commencement of tendering period (Offer Opening Date)	Monday, May 12, 2014
Date of expiry of tendering period (Offer Closing Date)	Monday, May 26, 2014
Date by which all requirements including payment of consideration would be completed	Monday, June 09, 2014

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

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- All owners of Equity Shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirer and Sellers) anytime before closure of the Offer.
- Letters of Offer (hereinafter referred to as "LOO") will be dispatched to all the Equity Shareholders of Target Company, whose names appear in its Register of Members on Tuesday, May 06, 2014 the Identified Date, except the Acquirer and Sellers.
- Shareholders who hold Equity Shares of the Target Company in physical form and wish to tender their Equity Share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), Transfer Deed (s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, May 26, 2014.
- The Registrar to the Offer, M/s Skyline Financial Services Private Limited has opened a Depository Escrow Account with National Securities Depository Limited ("NSDL") for receiving Equity Shares during the offer from eligible shareholders who hold Equity Shares in demat form.
- Shareholders holding Equity Shares in 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 so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, May 26, 2014, 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 "SKYLINE-PIL-OPEN OFFER- ESCROW DEMAT ACCOUNT" (Depository Escrow Account) filed in as per the instructions given below:

DP Name	K K SECURITIES LIMITED
DP ID	IN300468
Client ID	10088005
Depository	National Securities Depository Ltd. (NSDL)

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL.

- In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the Equity Shares who have sent the Equity Shares to the Target 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 share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with Target Company), 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, shall need to be provided, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, May 26, 2014. Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect.
- In case of shareholders who have not received the LOO and holding Equity Shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity 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 VIII (V) above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, May 26, 2014. Such Equity Shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.
- The following collection centre would be accepting the documents by Hand Delivery /Regd. Post/Courier as specified above, both in case of Equity Shares in physical and dematerialized form.

Collection Centre	Contact Person	Telephone/Email/Fax
Skyline Financial Services Private Limited Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020	Mr. Virender Rana	Tel No: +91 11-64732681-8 Fax No: +91 11-26812683 E-mail: virenr@skylinert.com

Shareholders who have sent their Equity Shares for dematerialization need to ensure that the process of getting Equity Shares dematerialized is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, May 26, 2014, else the application would be rejected.

- 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 Target Company is 1 (One) Equity Share for shares held in demat mode and 100 (Hundred) Equity Share for shares held in physical mode.
- The Letter of Offer along with 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 said website.
- No indemnity is needed from unregistered shareholders.
- The Registrars to the Offer will hold in trust the Equity Shares and Share Certificate(s), Equity Shares lying in credit of the Depository Escrow Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/ drafts for the consideration and/or the unaccepted Equity Shares/Share Certificates are dispatched/returned.
- Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected, if directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
- The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS), wherever applicable. Such payments through account payee cheques/demand drafts or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be made by registered post at the registered shareholders'/unregistered owners' sole risk to the sole