PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF **AMULYA LEASING AND FINANCE LIMITED**

Registered Office: G - 10, Pushkar Enclave, Top Floor, Paschim Vihar, New Delhi, India 110063

This Public Announcement ("PA") is being issued by the Manager to the Offer i.e., Corporate Professionals Capital Private Limited, on behalf of the Acquirer, i.e. Mr. Sameer Gupta (hereinafter referred to as the "Acquirer") pursuant to Regulations 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.

- 1.1. This voluntary offer (the "Offer") is being made by Mr Sameer Gupta, S/o Late Mr. S K Gupta, resident of 106, Hargobind Enclave Vikas Marg. Delhi - 110092 (hereinafter referred to as the "Acquirer", which expression shall, unless repugnant to the contex or meaning thereof, include its successors and permitted assigns) to acquire an aggregate of 10,00,340 (Ten Lacs Three Hundred and Forty) Equity shares constituting 20% of the total Issued and Subscribed Equity Share Capital of Amulya Leasing and Finance Limited ("ALFL" or the "Target Company"), a public limited company incorporated under the Companies Act, 1956 (the "Companies Act") and having its registered office at G - 10, Pushkar Enclave, Top Floor, Paschim Vihar, New Delhi India 110063.
- .2. On 26-04-2010, the Acquirer (already holding Nil shares) has acquired 1,95,600 Equity Shares (short delivery of 5700 Equity Shares) constituting 3.91% of the total Issued and Subscribed. Equity Share Capital of ALFI from open market. On 05-05-2010, the Acquirer has further acquired 5,00,000 Equity shares constituting 9.99% of the total Issued and Subscribed Equity Share Capital of ALFL from open market. In respect of the above acquisition, the Acquirer has duly complied with regulation 7 of SEBI (SAST) Regulations, 1997.

 $As on the date of Public Announcement, the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the date of Public Announcement of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the date of Public Announcement of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the date of Public Announcement of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the date of Public Announcement of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds and aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ Equity shares constituting 13.91\% \ of the acquirer holds an aggregate of 6,95,600 \ equity shares constituting 13.91\%$ the total Issued and Subscribed Equity Share Capital of ALFL.

- .3 The acquirer has not entered into any agreement for acquisition of or acquired any shares from the promoters of the Target
- .4 The Acquirer intends to make this voluntary Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of the Target Company to acquire 10,00,340 Equity shares of Rs. 10/- each representing 20% of the total Issued and Subscribed Equity Share Capital of ALFL at a price of Rs. 28 (Rupees Twenty Eight only) 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. 04.06.2010.
- .5 The Equity shares of "ALFL" are at present listed at the Delhi Stock Exchange (DSE) and Bombay Stock Exchange Limited,
- 1.6 The annualized trading turnover during the preceeding six calendar months ending April 2010 on the Bombay Stock Exchange

| Name of the Stock Exchange | | | Annualised trading turnover (% of the total listed shares) | |
|-------------------------------|--------|---------|--|--|
| BSE | 922900 | 5001700 | 1845800 (36.90%) | |

Based on the above information, as the annualized trading turnover is more than 5% of the total number of the listed shares, the Equity shares are deemed to be frequently traded on BSE as per the data available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. In accordance with Regulation 20(4) of SEBI (SAST) Regulations, 1997, the Offer price of Rs 28 (Rupees Twenty Eight only) per fully paid up Equity shares is worked out on the following parameters

| a. | The Negotiated Price | N.A | | |
|----|--|------------|--|--|
| b. | Price paid by the Acquirer for Acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26-week period prior to the date of PA. | | | |
| C. | Higher of (i) to (ii) below: | | | |
| | Share price data of ALFL on BSE, where it is most frequently traded, is as under: | | | |
| | The average of the weekly High and Low of the closing prices of the shares of ALFL during 26 weeks period preceding the date of Public announcement i.e. May 20/05/2010. | Rs 14.95/- | | |
| | The average of the daily High and Low of the prices of the shares of ALFL during 2 weeks period preceding the date of Public announcement i.e. May 20/05/2010. | Rs 21.53/- | | |

In view of the above, the offer price of Rs. 28 is justified in terms of regulations 20(4) of the SEBI (SAST) Regulations, 1997. The Acquirer has acquired an aggregate of 6,95,600 Equity shares constituting 13.91% of the total Issued and Subscribed Equity Share Capital of ALFL during the past 12 months prior to the date of this Public Announcement as per the details given in para 1.2 above

.9 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 ALFL which are tendered in valid form in terms of this offer upto a maximum of 10,00,340 Equity Shares, representing 20% of the total Issued and Subscribed Equity Share Capital of the Target Company

- 1.10 The Offer is not a Competitive Bid.
- 1.11 In the event of any further acquisition of Equity Shares by the Acquirer, 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 ALFL during the period of 7 working days, prior to the date of closure of the Offer.
- 12 The Manager to the Open Offer i.e. Corporate Professionals Capital Private Limited does not hold any shares in the Target Company as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the dateof closure of Open Offer

INFORMATION ABOUT THE ACQUIRER

Mr. Sameer Gupta (ACQUIRER)

- Mr. Sameer Gupta, S/o Late Mr. S K Gupta, is an Indian national residing at 106, Hargobind Enclave, Vikas Marg, Delhi-
- 2.2 Mr. Sameer Gupta, aged 33 years, is a Commerce Graduate from SRCC and has experience of more than 12 years in the various segments of the tube industry and has wide knowledge of manufacturing and trading of pipes, tubes and other allied products. Due to his extensive knowledge, business skills, managerial experience and capabilities Apollo Pipes Private Limited has achieved a remarkable place in PVC pipes in a very short span of time.
- 2.3 Mr. P K Jain, Partner of VAPS & Co., Chartered Accountants, Membership No. 82515 having office at C-42, South Extn. $Part-II, New \, Delhi-110049, Tel \, No. \, (011) \, 41645051, \\ Fax, \, (011) \, 41644896, \\ E-mail \, Id: vaps @ airtelmail.in, has certified vide his a continuous cont$ certificate dated May 19, 2010 that the Net Worth of Mr. Sameer Gupta as on March 31, 2010 is Rs. 5,13,98,647.00/- (Rupees Five Crores Thirteen Lacs Ninety Eight Thousand Six Hundred and Forty Seven Only) and that he has sufficient means to fulfill his part of obligations under this Offer.
- As on the date of Public Announcement, Mr. Sameer Gupta holds 6.95.600 (Six Lacs Ninety Five Thousand and Six Hundred) Equity shares constituting 13.91% of the total Issued and Subscribed Equity Share Capital of ALFL.
- 2.5 Mr. Sameer Gupta holds directorships in Bihar Tubes Limited which is listed on DSE, UPSE, KSE, ASE and has permission to trade at BSE indonext, and Apollo Pipes Limited, Apollo Metalex (P) Ltd. (wholly owned subsidiary of Bihar Tubes Limited) Shri Lakshmi Metal Udyog Limited (wholly owned subsidiary of Bihar Tubes Limited) and APL Infrastructure (P) Ltd, none of
- 2.6 Mr.Sameer Gupta has promoted Bihar Tubes Limited which is listed on DSE, UPSE, KSE, ASE and has permission to trade at BSE indonext, and Apollo Pipes Limited, Apollo Metalex (P) Ltd. (wholly owned subsidiary of Bihar Tubes Limited), Shri Lakshmi Metal Udyog Limited (wholly owned subsidiary of Bihar Tubes Limited) and APL Infrastructure (P) Ltd, none of which is listed on any stock exchange

NFORMATION ABOUT THE TARGET COMPANY

- ALFL was incorporated as a Public limited company under the name and style of Amulya Leasing & Finance Limited under the Companies Act, 1956 with Registrar of Companies, Delhi & Haryana vide its certificate of incorporation dated 9th December 1985 and presently the company is doing business under the same name. On 7th March 1986, the company received the certificate of Commencement of Business. Subsequently, with effect from 1st March 2005; the registered office of the company was changed from the 5/6, Jai Dev Park Rohtak Road, New Delhi -110026 to Top Floor, G-10, Pushkar Enclave, Paschim Vihar, New Delhi - 110063. The Company at present has its registered office at Top Floor, G-10, Pushkar Enclave, Paschim Vihar,
- 3.2 The Authorized Equity Share Capital of ALFL as on date is Rs. 5,55,00,000 (Rupees Five Crores Fifty Five Lacs Only) divided into 55,50,000 (Fifty Five Lacs Fifty Thousand) Equity Shares of Rs 10/- each & the Issued and Subscribed Equity Share capital is Rs. 5,00,17,000 (Rupess Five Crores and Seventeen Thousand) divided into 50,01,700 (Fifty Lacs One Thousand and Seven Hundred) Equity Shares of Rs. 10/- each.
- 3.3 There are 1,47,000 partly paid up shares as on the date of this public announcement on which an amount of Rs. 5,03,500 is unpaid/calls-in-arrears. The shareholders holding partly paid up shares are eligible to participate in this Open Offer only after payment of unpaid amount/calls-in-arrears alongwith interest, if any.
- 3.4 ALFL is presently engaged in the business of dealing in Securities, buying, selling, transfring, hypothecating and holding in shares, debentures, bonds and all type of securities.
- 3.5 The Equity Shares of ALFL are listed at Delhi Stock Exchange (DSE) and BombayStock Exchange, Mumbai (BSE) only.
- 3.6 The Board of Directors of the Target Company as on date of Public Announcement comprises of Mr. Vikas Goel, Mr. Pradeep Kumar Goel, Brij Bhushan Gupta, Mr. Anil Kumar Goel and Mr. Rakesh Kumar.
- 3.7 The brief financials of ALFL are given as under:

(Amount in Rs. Lacs) **Particulars** Based on the audited financial Based on the unaudited financial data for the Nine Months ended data for the year ended March 31, 2009 December 31, 2009 Total Income 888.84 Profit After Tax (1.78)143.49 2.87 Earnings Per Share (EPS) (in Rs.) (0.04)Book Value Per Share (in Rs.) 8.41 11.80 420.74 590.21

* As Certified by Mr. Ratnesh Mahajan (Membership No.085484), Partner of R Mahajan & Associates, Chartered Accountants, having office at 402 Jain Building, 18/12, W.E.A. Karol Bagh, New Delhi - 110005, Tel: 42503546, 47, Fax: 42503548 vide their certificate dated May 19, 2010.

24.31

(0.42)

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth/number of Equity shares 8.14 Applications in respect of Equity shares that are the subject matter of litigation wherein the shareholder(s) may be issued; EPS= profit after tax /number of Equity shares issued.

REASON FOR THE ACQUISITION/OFFER

Return on Networth (in %)

- The Offer to the Public shareholders of ALFL is for acquiring 20% of the total Issued and Subscribed Equity Share Capital | 9 of ALFL. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied 9.1 with effective management control over the Target Company.
- This Offer is being made pursuant to Regulation 10 & 12 of the SEBI (SAST) Regulations 1997.
- The Acquirer at present has no intention to change the existing line of business of ALFL.

Disclosure under Regulation 16(ix)

The Acquirer at present has no intention to sell, dispose of or otherwise encumber any significant assets of ALFL in the 9.2 succeeding two years, except in the ordinary course of business of ALFL. ALFL'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 ALFL

STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

- The Offer is subject to approval of Reserve Bank of India under Foreign Exchange Management Act, 1999, for acquisition of shareholders from NRI shareholders, if any
- As on the date of Public Announcement, to the best of knowledge of the Acquirer, the approvals from Banks/Financia Institutions is not required for this Offer.
- As on the date of Public Announcement, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer
- 5.4 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion
- 5.5 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to,
- i.e. SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further, in case the delay occurs on account of wilful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

CONTINUOUS LISTING OF SHARES INTERMS OF LISTING AGREEMENT

The Offer (assuming full acceptance) would not result in public shareholding in the Target Company being reduced below the $minimum \ level\ required\ as\ per\ the\ Listing\ Agreement\ with\ the\ Stock\ Exchange\ for\ the\ purpose\ of\ listing\ on\ continuous\ basis.$ The Acquirer in terms of the provisions of Clause 40A of the Listing Agreement will maintain the level of Public shareholding to the level specified for continuous listing in the Listing Agreement entered with the Stock Exchange

FINANCIAL ARRANGEMENTS

- The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangemen for the financial resources required to complete the Offer in full, in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through owned funds.
- Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 2,80,09,520 (Rupees Two Crores Eighty Lacs Nine Thousand Five Hundred and Twenty only). As per Regulation 28 of SEBI (SAST) Regulations, 1997 the Acquirer has deposited cash of an amount of Rs 70,50,000 (Rupees Seventy Lacs Fifty Thousand Only) being in aggregate excess of 25% of the maximum purchase consideration payable under this Offer in compliance with SEBI (SAST) Regulations, 1997. The cash has been deposited in the CPCPL -ALFL- Open Offer Escrow Account opened with HDFC Bank Limited.
- Mr. P K Jain, (Membership No. 82515) partner of VAPS & Co., Chartered Accountants having office at C-42, South Extn. Part-II, New Delhi -110049, Tel No. (011) 41645051, Fax, (011)41644896, E-mail ld: vaps@airtelmail.in, has certified vide his certificate dated May 19, 2010 that Mr. Sameer Gupta has sufficient means to fulfill its part of obligations under the open offer.
- The Manager to the Offer, M/s Corporate Professionals Capital Private Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

OTHERTERMS OF THE OFFER The Offer is not subject to any minimum level of acceptances from shareholders

value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

- Letter of Offer (hereinafter referred to as "LOO") will be dispatched to all the Equity shareholders of ALFL, except the Acquirer, whose names appear in its Register of Members on 04/06/2010, the Specified Date
- The Registrar to the Offer, **Beetal Financial & Computer Services Private Limited**, has opened a special depository account with Central Depository Services (India) Limited ("CDSL") for receiving Equity Shares during the offer from eligible shareholders who hold Equity shares in demat form.
- All shareholders of the Target Company, other than the Acquirer, who own Equity shares at any time before the Closure of the Open Offer, are eligible to participate in the Offer.
- 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. 21/07/2010. 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., 21/07/2010, 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 "AMULYA LEASING & FINANCE LTD. - OPEN OFFER ESCROW A/C-OPERATED BY BEETAL" ("Depository Escrow Account") filled in as per the instructions given below:

| DP Name | : | SAM GLOBAL SECURITIES LIMITED |
|------------|---|--|
| DP ID | : | 12019101 |
| Client ID | : | 01551206 |
| Depository | : | Central Depository Services (India) Limited ("CDSL") |

Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") have to use inter-depository 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 ALFL), 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. 21/07/2010. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

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. 21/07/2010. 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 shares in physical and dematerialised form.

Date : 19th May. 2010 Place: New Delhi

| Address of the Collection Centre | Contact Person | Phone/Fax / Email |
|--|------------------|---|
| BEETAL Financial & Computer Services Pvt. Ltd., BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062 | Mr. Punit Mittal | Phone: 011 2996 1281 / 82 / 83, Fax: 011 2996 1284 E- Mail: beetal@rediffmail.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 o before 5.00 PM upto the date of Closure of the Offer, i.e. 21/07/2010, else the application would be rejected.
- 8.11 In terms of Regulation 22 (5A), shareholders shall 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 21/07/2010. 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.
- 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 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT
- 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 ALFL is 1{one} Equity Share.
- Shareholders who have offered their Equity Shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, and 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.
- The Registrar to the Offer will hold in trust the Equity Shares / Share Certificates, shares lying in credit of the Specia Depository Account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of ALFL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / shares certificates are dispatched / returned
- The Acquirer reserves their right to reject the shares tendered in the Offer
- TIME SCHEDULE OF THE OFFER

| ACTIVITY | DATE AND DAY |
|--|-----------------------|
| Public Announcement Date | 20/05/2010, Thursday |
| Specified Date (For the purpose of determining the names of shareholders to whom Letter of Offer would be send) | 04/06/2010, Friday |
| Last date for a competitive bid | 10/06/2010, Thursday |
| Date by which Letter of Offer will be dispatched to the shareholders | 28/06/2010, Monday |
| Offer Opening Date | 02/07/2010, Friday |
| Last date for revising the offer price/number of shares | 11/07/2010, Sunday |
| Last date for withdrawal by shareholders | 15/07/2010, Thursday |
| Offer Closing Date | 21/07/2010, Wednesday |
| Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be dispatched | 05/08/2010, Thursday |

11. GENERAL CONDITIONS

- The Acquirer has duly empowered M/s Corporate Professionals Capital Private Limited, Manager to the Offer, to realise the 11.1 Shareholders of ALFL 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. 21/07/2010 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 Registra to the Offer or credited to the Special Depository Escrow Account.
 - 11.3 The intimation of returned shares to the Shareholders will be sent at the address as per the records of ALFL/Depository as the case may be.
 - 11.4 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirers till the last day of revision viz. at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared Such revised Offer would be payable for all the successful shares tendered anytime during the Offer.
 - 11.5 "If there is competitive bid:

The public offers under all the subsisting bids shall close on the same date.

As the offer price can not 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'

- Based on the information available from the Acquirer, and the Target Company, Acquirer, and the Target company have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992 or under any other Regulation under the SEBI Act, 1992.
- 1.7 The Pubic Announcement would also be available at SEBI's website, www.sebi.gov.in

1.9 Wherever necessary the financial figures are rounded off to nearest lac or crore

- 11.8 Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirers have appointed M/s Corporate Professionals Capital Private Limited as Manager to the Offer and M/s Beetal Financial & Computer Services Pvt.
- Professionals Capital Private Limited. 11.11 The Acquirers accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made

11.10 This Public Announcement is being issued on behalf of the Acquirers by the Manager to the Offer, M/s Corporate

MANAGER TO THE OFFER **Corporate** Professionals

Corporate Professionals Capital

Private Limited SEBI Reg. No. INM000011435

D-28. South Extn. Part 1. New Delhi - 110049 E-mail: mb@indiacp.com Contact Person: Mr. Manoj Kumar Ph.: 91-11-40622228,Fax: 91-11-40622201 Fmail: manoi@indiacp.com

BEETAL FINANCIAL & COMPUTER SERVICES PVT. LIMITED

REGISTRAR TO THE OFFER

Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukh Das

Mandir, New Delhi-110062 Tel. Nos.: 29961281-82, Fax No.: 29961284 E. Mail: beetal@rediffmail.com Contact Person: Mr. Punit Mittal

SEBI Rgn. No.: INR000000262

ISSUED ON BEHALF OF THE ACQUIRER BY MANAGER TO THE OFFER