

# PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF ORISSA SPONGE IRON & STEEL LIMITED

**Registered Office:** OSIL House, Gangadhar Meher Marg, Bhubaneswar 751 024, Orissa.

## CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF ORISSA SPONGE IRON & STEEL LIMITED ("OSIL" / "TARGET COMPANY")

This Public Announcement ("PA") is being issued by Centrum Capital Limited ("CENTRUM" or the "Manager to the Offer") on behalf of Bhushan Power and Steel Limited (hereinafter referred to as "the Acquirers" or "BPSL") along with Titanic Steel Industries Limited ("person acting in concert") and Olympian Steel Industries Limited ("person acting in concert") pursuant to Regulation 10 and 12, in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("the Regulations"/ "SEBI (SAST) Regulations").

### 1. Background to the Offer

1.1 This voluntary open offer (herein after referred to as the "Offer" or "Open Offer") is being made by Acquirer in compliance with Regulation 10 & Regulation 12 of the Regulations.

1.2 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

### 2. The Offer

2.1 The Acquirers are hereby making the Open Offer to all the shareholders of OSIL to acquire from them up to 5,200,000 fully paid-up equity shares of OSIL of face value Rs.10/- each (representing 26% of the issued equity capital of OSIL) at a price of Rs. 300 (Rupees Three Hundred only) (herein after referred to as the "Offer Price") per fully paid-up equity share payable in cash in terms of Regulation 20 and 21 of the Regulations. The Offer is computed based on the issued equity capital of the Target Company.

2.2 The total issued, subscribed and paid up equity capital of the Target Company as on the date of PA is Rs. 200,000,000 consisting of 20,000,000 equity shares of face value Rs.10/- each.

2.3 As on the date of this PA, the Acquirers does not hold any equity shares of OSIL and they have not acquired any equity shares of OSIL during the 12 months preceding the date of this PA. One or more shareholder(s) of OSIL may meet the definition of a deemed person acting in concert under Regulation 2(1)(e)(2) of the Regulations. However, no person (other than TSIL and OSIL) is acting in concert with the Acquirers for the purpose of this Open Offer and the Acquirers have never acted in concert with any other person in respect of the acquisition of shares in the Target Company.

2.4 Upon completion of the Offer, assuming full acceptance the Acquirers will hold upto 26% of the issued and paid up equity share capital of the Target Company subject to the conditions specified in PA, Letter of Offer and Form of Acceptance-cum-Acknowledgement ("FOA").

2.5 This offer is being made to all the shareholders of the Target Company.

2.6 The Manager to the Offer does not hold any equity shares of the Target Company as on the date of this PA.

2.7 This is not a Competitive Bid.

2.8 The Offer is subject to the terms and condition set out herein and in the Letter of Offer ("LOO") that would be sent to the shareholders of OSIL.

2.9 This Offer is subject to receipt of the statutory and other approvals mentioned in Clause 7 of the PA. In terms of Regulation 27 of the Regulations, if any statutory approvals are refused, the Offer would stand withdrawn.

2.10 The Offer is in compliance with the Regulations and subsequent amendments thereof.

2.11 Based on information available in the public domain and to the best of the knowledge of the Acquirer the Target Company has issued 5,500,000 warrants the details of which are given in Clause 5. The Offer is not conditional upon any minimum level of acceptance i.e. the Acquirer will acquire all the equity shares of OSIL that are tendered in terms of the Offer up to 5,200,000 equity shares representing in the aggregate 26% of the issued equity capital, subject to the conditions specified in this PA, Letter of Offer and FOA. The Offer is computed based on the issued equity capital of the Target Company.

2.12 The consideration shall be paid in cash.

2.13 The Acquirer has made the Offer as a voluntary offer under the SEBI (SAST) Regulations. The Acquirer has relied on publicly available information for the purposes of disclosures made in relation to the Target Company. Accordingly, the Acquirer and the Board of Directors of the Acquirer have not independently verified the accuracy of any information in relation to the Target Company.

### 3. Offer Price

The shares of the Target Company are listed on the Bombay Stock Exchange ("BSE") and Bhubaneswar Stock Exchange. The Board of Directors of the Target Company has approved the listing of equity share on the National Stock Exchange. Further, shareholders of the Target Company at the Annual General Meeting of the Target Company have approved delisting of equity shares of Kolkata Stock Exchange. (Source annual report and Annual General Meeting 2007-08).

The Equity shares of OSIL are frequently traded on BSE within the meaning of explanation (j) to Regulation 20(5) of the Regulations. The Acquirers have neither acquired nor have been allotted any shares of the Target Company in the 12 months prior to the date of this PA.

3.1 The Offer Price of Rs. 300 (Rupees Three Hundred only) per share is justified in terms of Regulation 20 of SEBI (SAST) Regulations.

Particulars	Price
The average of the weekly high and low of closing prices of the shares of the Target Company on BSE for the 26 weeks preceding the date of the PA	Rs. 164.23
The average of the daily high and low prices of the shares of the Target Company on BSE for the two weeks preceding the date of the PA	Rs. 127.38

3.2 The Acquirers may purchase additional equity shares of the Target Company in accordance with the Regulations. In the event that the Acquirer purchases additional equity shares of the Target Company during the Offer period, such purchase shall be disclosed to the stock exchanges where the equity shares of the Target Company are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the Regulations.

3.3 In the event of any further acquisition of equity shares by the Acquirers upto 7 working days prior to the closure of the Offer 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, the Acquirer shall not acquire any equity shares of OSIL during the period of 7 working days, prior to the date of closure of the Offer.

### 4. Information about the Acquirer

4.1 BPSL was incorporated on February 22, 1999 in Jalandhar, India as a public limited company under company identification number U27100DL1999PLC108350.

4.2 The Acquirer has its registered office at 4th floor, Tolstoy house 15-17, Tolstoy Marg, Connaught Place, New Delhi-110 001 Tel: + 91 30451000 Fax: + 91 23712737.

4.3 The promoters of the Acquirer hold 90.48% of the issued share capital of the Acquirer and the balance is held by institutional investor(s).

4.4 The Acquirer is promoted by Mr. Sanjay Singal, Chairman and Managing Director of the company. Mr Singal, age above 48 years, has successfully implemented, modernized and expanded the steel project at Chandigarh, Kolkata, Derabassi, Orissa. Mr Singal, a visionary, believes in long term planning and has brought the company to a new height. He is pioneer in setting up the Integrated Steel and Power plant at Orissa. Mr Singal is responsible for the overall operations of the company and is instrumental in making strategic decisions and long term planning for the company.

4.5 The Acquirer is a company whose main objects consist of manufacturing, trading and exports of Iron & Steel Products and Generation and Distribution of Power.

4.6 The financial highlights of the Acquirer are given below:

All figures in Rs. crores except per share data

Particulars (year ended) March 31	March 31, 2008 <sup>®</sup> (audited)	March 31, 2007* (audited)	March 31, 2006# (audited)
Total Income	3,526.97	2,728.92	2,187.20
Profit After Tax	325.41	201.03	170.41
Equity Share Capital	136.05	136.05	110.88
Reserves and Surplus	1,460.24	1,135.30	578.95
Earning Per Share (Rs.)	23.92	14.80	16.30

<sup>®</sup> sourced from Annual Report of 2007-2008; \* sourced from Annual Report of 2006-2007; # sourced from Annual Report of 2005-2006

4.7 The shares of the Acquirer are not listed on any stock exchange(s).

4.8 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

### 4A Information about Persons acting in concert

**Titanic Steel Industries Limited ("TSIL")**  
TSIL was incorporated on February 15, 2005 in Jalandhar, India. TSIL has its registered office at Plot no 3, Industrial Area, Phase 1, Chandigarh 160002. TSIL is engaged in trading of iron and steel. TSIL does not hold any shares in the Target Company. TSIL is not listed on any stock exchanges and is not prohibited by SEBI from dealing in securities. The financial highlights are given below:

All figures in Rs. crore except per share data

Particulars (year ended) March 31*	March 31, 2008 (audited)
Total Income	5.60
Profit After Tax	0.008
Share Capital	33.48
Reserves and Surplus	52.00
Earning Per Share (Rs.)	0.01

\* Sourced from annual report 2007-08

None of the directors of TSIL are on the board of the Target Company.

### 4B Olympian Steel Industries Limited ("OSL")

OSL was incorporated on February 15, 2005 in Jalandhar, India. OSL has its registered office at Plot no 3, Industrial Area, Phase 1, Chandigarh 160002. OSL is engaged in trading of iron and steel. OSL does not hold any shares in the Target Company. OSL is not listed on any stock exchanges and is not prohibited by SEBI from dealing in securities. The financial highlights are given below:

All figures in Rs. crore except per share data

Particulars (year ended) March 31*	March 31, 2008 (audited)
Total Income	4.57
Profit After Tax	0.002
Share Capital	33.77
Reserves and Surplus	47.07
Earning Per Share (Rs.)	0.00

\* Sourced from annual report 2007-08

None of the directors of OSL are on the board of the Target Company.

### 5. Information about the Target Company

(All data relating to the Target Company has been obtained from information available in the public domain and neither the Acquirer nor the Manager to the Offer has independently verified the same.)

5.1 OSIL was incorporated on April 9, 1979 under company identification number L271020R1979PLC000819 and was promoted in the joint sector by the Industrial Promotion & Investment Corporation of Orissa and Torsteel Research Foundation and its associates.

5.2 The registered office of the Target Company is at OSIL House, Gangadhar Meher Marg, Bhubaneswar 751 024, Orissa.

5.3 The Target Company manufactures sponge iron and has a project consultancy division which provides technical consultancy and project engineering services to sponge iron plants.

5.4 The promoters of the Target Company hold 41.51% of equity capital of the Target Company as per shareholding pattern filed with BSE on January 15, 2009.

5.4 The present subscribed and paid-up share capital of OSIL as at the date of this PA comprises of 20,000,000 fully paid-up Equity Shares of face value Rs. 10/- each.

5.5 The financial highlights of OSIL are given below:

All figures in Rs. crores except per share data

Particulars (year ended) March 31	March 31, 2008 <sup>®</sup> (audited)	March 31, 2007* (audited)	March 31, 2006# (audited)
Total Income	122.80	84.14	121.06
Profit After Tax	(3.73)	(2.29)	1.84
Equity Share Capital	20.00	14.50	13.00
Reserves and Surplus	112.99	24.26	30.01
Earning Per Share (Rs.)	(2.33)	(15.81)	1.53

<sup>®</sup> sourced from filings made with BSE and annual reports of the Target Company

5.8 The Target Company has issued 5,500,000 warrants which may be converted into same number of equity shares subject to compliance with relevant guidelines issued by SEBI. The Offer is computed based on the issued equity capital of the Target Company. The shareholders of the Target Company has approved issuance of 7,000,000.

5.9 Based on the information available in public domain we believe, the Target Company has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992.

### 6. Reason for Acquisition and Offer

6.1 This Offer to the shareholders of Target Company is made pursuant to regulation 10 and 12 of the Regulations. The Acquirer has related business activities and believes that it can derive significant synergy with business of the Target Company. It further believes that it will be able to add value to the business of Target Company in terms of experience, financial strength and technology.

6.2 To the extent required and to optimize the value to all shareholders, the Acquirer may, subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, rationalization and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. The Board of Directors of Target Company will take appropriate decisions in these matters. The Acquirer does not have any plan to dispose off or otherwise encumber any asset of the Target Company in the next two years except in the ordinary course of business of Target Company and except to the extent mentioned above. The Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of Target Company except with the prior approval of the shareholders of Target Company, to the extent required by the then applicable law.

### 7. Statutory/Other Approvals Required for the Offer

7.1 The Offer is subject to the Acquirer obtaining all approvals under foreign exchange laws including approval from Reserve Bank of India and the Foreign Investment Promotion Board, if any, for acquiring shares in the Offer.

7.2 The Acquirer will make the above application at an appropriate time.

7.3 Except as mentioned hereinabove in paragraph 7.1, to the best of the knowledge of the Acquirer there are no other statutory approvals required for the purpose of this Offer. The Offer would be subject to all statutory approvals that may become applicable at a later date.

7.4 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer.

7.5 In case of delay, due to non-receipt of statutory approvals, as per Regulation 22(12) of the Regulations, SEBI may, if satisfied that the non-receipt of the approvals was not due to willful default or negligence, grant an extension for the purpose of completion of the Offer provided the Acquirer agree to pay interest to the shareholders beyond 15 days.

7.6 If the Acquirer fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be forfeited in the manner provided in regulation 28 (12) (e) of the Regulations.

7.7 The Acquirer reserves the right to withdraw the Offer in the event of the requisite statutory approvals being refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original Public Announcement is being made.

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

### 8. Disclosure in Terms of Regulation 21(2)

The Offer will not result in public shareholding being reduced to a level below the limit specified in the Listing agreement with the stock exchange for the purpose of listing on continuous basis.

### 9. Funding Arrangement for the Offer

9.1 The Acquirer has made firm financial arrangements for financing the acquisition of equity shares under the Offer, in terms of regulation 16 (iv) of the Regulations. The maximum fund requirement for the acquisition of 5,200,000 fully paid-up Equity Shares of Target Company of face value Rs. 10/- each at the Offer price of Rs. 300 per equity share assuming full acceptance of the shares tendered would be Rs. 156 crores. The source of funds would be internal accruals/ liquid assets.

9.2 In accordance with regulation 28 of the Regulations, The Acquirer has deposited Rs. 10 crore with HDFC Bank, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Mumbai- 400001 ("the Escrow Bank") in an escrow account (the "BSP-L - Escrow Account") under the terms of the Escrow agreement dated February 6, 2009 entered into between the Acquirer, the Manager to the Offer and the Escrow Bank and bank guarantee of Rs. 25 crore has been furnished by Punjab National Bank, Delhi on behalf of the Acquirer. The said amount in aggregate is in excess of the minimum prescribed amount as per the Regulations. The Manager to the Offer has been empowered to operate the escrow account in terms of the Regulations.

9.3 The Manager to the Offer, on basis of the funds deposited in the cash escrow account mentioned above, has satisfied itself that the Acquirer has adequate and firm financial arrangements to implement the Offer in accordance with the Regulations.

### 10. Other Terms of the Offer

10.1 The Offer will be made to the shareholders of Target Company and the Letter of Offer together with the FOA will be mailed to those shareholders of Target Company whose names appear on the register of members of Target Company and the beneficial owners of the shares whose names appear on the beneficial records of the respective depositories, at the close of business hours of February 27, 2009 (the "Specified Date").

Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to terms and conditions set out herein and in the Letter of Offer that may be sent to the shareholders of OSIL as on the Specified Date.

10.2 The Acquirer has appointed Link Intime India Pvt Ltd (formerly Intime Spectrum Registry Limited) as Registrars to the Offer.

10.3 Link Intime India Pvt Ltd (formerly Intime Spectrum Registry Limited) has set up the following centres to collect the acceptances being tendered in this Offer.

Sr. No.	Collection centre	Contact Person	Address of collection centre	Tel. No	Fax No.	E-mail ID	Mode of Delivery
1.	Mumbai	Vivek Limaye	Link Intime India Pvt. Ltd. 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai - 400 001	022-22694127		vivek.limaye@linkintime.co.in	Hand delivery
2.	Ahmedabad	Hitesh Patel	Link Intime India Pvt. Ltd. 211 Sudarshan Complex, Near Mithakhali Under-bridge, Navrangpura, Ahmedabad - 380 009	079-26465179	079-26465179 (Telefax)	ahmedabad@linkintime.co.in	Hand delivery
3.	Bangalore	Chandra-sekhar	Link Intime India Pvt. Ltd. 543/A, 7TH Main, 3rd Cross, Hanumanthanagar, Bangalore - 560 019	080-26509004	080-26509004 (Telefax)	bangalore@linkintime.co.in	Hand delivery
4.	Baroda	Jaydeep Mehta	Link Intime India Pvt. Ltd. First Floor, Jaldhara Complex, Nr. Manisha Society, Old Padara Road, Vadodara -390015	0265-2250241/3249857	0265-2250246 (Telefax)	vadodara@linkintime.co.in	Hand delivery
5.	Kolkata	S.P.Guha	Link Intime India Pvt. Ltd. 59C, Chowringhee Road 3rd Floor, Kolkata - 700020	033-22890539/40	033-22890539/40 (Telefax)	kolkata@linkintime.co.in	Hand delivery
6.	New Delhi	Swapan Naskar	Link Intime India Pvt. Ltd. A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi - 110028	011-41410592/9394	011-41410591	delhi@linkintime.co.in	Hand delivery
7.	Pune	P.N Albal	Link Intime India Pvt. Ltd. Block No 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Pail Road, Pune 411 001.	020-26051629/0084	020-26063503 (Telefax)	pune@linkintime.co.in	Hand delivery
8.	Chennai	Mrs. Solly Soy	C/o SGS Corporate Solutions India Pvt. Ltd. Indira Devi Complex, II Floor, No 20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai- 600 017	044-28152672/044-42070906	044-28152672 (Telefax)	chennai@sgs-cs.com	Hand delivery

The documents can be tendered at the above centres between 10.00 am to 1.00 pm and 2.00 pm to 4.30 pm from Monday to Friday. The centres will be closed on Saturday, Sundays and public holidays.

10.4 All owners of equity shares demat/physical, registered/unregistered (other than Acquirer) are eligible to participate in the Offer anytime before closure of the Offer. All registered owners can send duly completed FOA, filled and

signed in accordance with the instructions contained in the LOF (Letter of Offer) and FOA, to the Registrars to the Offer, Link Intime India Pvt Ltd (formerly Intime Spectrum Registry Limited), at the collection centres mentioned in 10.3, before the closure of the Offer i.e. April 23, 2009. No indemnity shall be required from the unregistered shareholders.

10.5 The Manager to the Offer, on behalf of Acquirer, has opened a special depository account with following details:

DP Name	Centrum Broking Private Limited
DP ID	12012200
Client ID	120122000042169
Account Name	"Centrum Capital Limited - Orissa Sponge Iron & Steel Limited Open Offer - Escrow"
Depository	CDSL

10.6 The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the close of business hours on April 23, 2009.

FOA in respect of dematerialized equity shares not credited to the above special depository account before the closure of Offer is liable to be rejected. Beneficial owners are therefore requested to tender the delivery instructions at least 2 working days prior to the date of closure of the Offer.

Shareholders having their beneficiary account in National Securities Depository Ltd. ("NSDL") have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the above mentioned special depository account.

10.7 The shareholders tendering equity shares of Target Company in the dematerialised form, will be required to send the FOA along with counterfoil/photocopy of the delivery instructions (in "Off-market" mode) in favour of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar either by hand delivery or by registered post on or before the closure of the Offer.

FOR SHAREHOLDERS OF TARGET COMPANY HOLDING PHYSICAL CERTIFICATES AND WHO WISH TO ACCEPT THE OFFER AND TENDER THEIR SHARES WILL BE REQUIRED TO SEND THE FOA TOGETHER WITH THE SHARE CERTIFICATE (S) AND TRANSFER DEED(S) TO THE REGISTRARS.

10.8 In case of non-receipt of the LOO/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to the Registrar to the Offer, Link Intime India Pvt Ltd (formerly Intime Spectrum Registry Limited), at any of the collection centers clearly marking the envelope "OCI - OSIL - Open Offer - Escrow Account" or make an application on a plain paper duly signed and stating Name/Address/No. of shares offered/DP Name/DP ID together with the counterfoil/photocopy of the delivery instructions in "off market" in favor of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP").

Unregistered owners holding shares in physical form can send their application in writing on plain paper, duly signed and stating Name/Address/No. of shares offered/Share Certificate No. (s)/Distinctive (No.) s/Folio (No.) s together with the original Share Certificate(s), valid transfer deeds as received from the broker (Columns meant for transferee / buyer should be kept blank) to the Registrars to the Offer.

10.9 In case any person has lodged shares of Target Company for transfer and the transfer has not yet been effected, the concerned person may apply on plain paper giving details as stated above along with a transfer deed duly signed (Columns meant for transferee / buyer should be kept blank) and the acknowledgement of the lodgment of shares of transfer. Such person should also instruct OSIL and its Registrar and Transfer agents to send the transferred share certificate(s) directly to the collection center as mentioned in 10.3. The applicant should ensure that the certificate(s) reach the designated collection center before the closure of the Offer.

In case any person has lodged shares of Target Company for dematerialization and the dematerialization has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by shareholder's DP. The shareholder should ensure the credit of shares in favor of the special depository account mentioned above, before the closure of the Offer. A copy of the delivery instructions acknowledged by the DP should also be forwarded along with the FOA and other documents.

10.10 If the number of shares tendered by the shareholders are more than the Offer size, the acquisition from each shareholder will be as per regulation 21 (6) on a proportional 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.

10.11 The Registrars will hold in trust the share certificates, transfer deeds, shares lying in credit of the special depository account, FOA on behalf of the shareholders of Target Company who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the Regulations.

10.12 Equity shares tendered by the shareholders of Target Company in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.

Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of Target Company may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered under the Offer prior to the date of closure of the Offer.

10.13 As per the provisions of Section 196D(2) of the Income Tax Act, 1961, and as amended (the "Income Tax Act"), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor ("FI") as defined in section 115 AD of the Income Tax Act. However, while tendering their equity shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non-resident shareholders will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders. Non Resident shareholders should also submit copy of the permission received from Reserve Bank of India for acquisition of the shares of Target Company. In case of its non-submission, Acquirer reserves their right to reject the shares tendered in the Offer.

10.14 The Acquirer will purchase the shares from the shareholders of Target Company who have validly tendered the shares in the Offer (i.e. equity shares and/or other documents are in order in terms of the Offer) and remit the consideration in respect thereof within 15 days from Offer closure by crossed account payee cheques/demand drafts. Consideration in excess of Rs. 1,500/-, unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders'/