

LETTER OF OFFER

This Document is important and requires your immediate attention

This Letter of Offer is sent to you as a shareholder(s)/Beneficial Owners of NEIL INDUSTRIES LIMITED. If you require any clarifications about the action to be taken, you may consult your Stock Broker or investment consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER

By

Mr. Arvind Kumar Mittal (hereinafter referred to as "**The Acquirer**")
Residing at : 2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Tel No: 91-9839085773,
Email Id: arvindmittal666@gmail.com

And

ALONG WITH PERSONS ACTING IN CONCERTS

Mrs. Deepa Mittal Residing at: 2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Tel No 91-9335025975, EmailId: deepamittal624@gmail.com	Mrs. Reshu Mittal Residing at: 2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Tel No 91-9335920499, Email Id: reshumittal1974@gmail.com	Arvind Kumar Mittal (HUF) Residing at: 2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Tel No: 91-9839085773. Email Id: arvindmittal666@gmail.com	Neeraj Kumar Mittal (HUF) Residing at: 2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. 2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Tel No: 91-9935533856 EmailId: neeraj_mittal1971@yahoo.co.in
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to the shareholders of

NEIL INDUSTRIES LIMITED ("Target Company" or "NEIL")



having its registered office at 88B, (Ground Floor), Lake View Road, Kolkata, West Bengal, India 700 029.

Tel No: (033) 40088545, Fax No. (033) 40088545, E-mail : neil@rediffmail.com.

For the acquisition of 39,10,640 (Thirty Nine Lac Ten Thousand and Six Forty only) fully paid-up equity shares of Rs.10/- each, representing 20.00% of the fully paid-up equity and voting share capital at a price of Rs. 31.79 per share ("**Offer Price**") (Rupees Thirty One and Paise Seventy Nine Only) per share, which is inclusive of interest of Rs. 10.82 per share for delay in making open offer, payable in cash ("**Offer**" or "**Open Offer**"), in accordance with regulation 20(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof ("**the Regulations**"), from the equity shareholders of the Target Company.

Please Note:

- This Offer is being made pursuant to and in compliance with Regulation 12 of the now repealed Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as "Regulations"). There was a MOU executed on 20.08.2009 between the acquirer and the then Board of Directors which had resulted in change in management rights and change in control of the company thereby triggering the open offer and accordingly the Public Announcement should have been made on 26.08.2009, i.e. within 4 working days. The Public Announcement under the present offer has been made on Monday, October 20, 2014. In terms of regulation 35(2) (b) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed. The obligations of the Acquirer along with PACs under Reg. 12 of the SEBI (SAST) Regulations 1997 to make Open Offers as stated above, is being complied with now.
- The Offer is subject to receiving the necessary approval(s), if any, from the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders. In case of acceptances from Non-Resident shareholders, the Acquirer and PACs would after the closure of the Offer, make the requisite applications to RBI to obtain its approval for transfer of such shares of NEIL to the Acquirer and PACs. There are no other statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the offer would be subject to all-statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.
- If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of closure of the Offer viz. 24.03.2015 or withdrawal of the Offer in terms of the Sebi (SAST) Regulation, 1997 the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement dated 20.10.2014, Corrigendum to the Public Announcement dated 21.10.2014, Corrigendum to the Public Announcement dated 09.03.2015 and Corrigendum to the Public Announcement dated 11.03.2015 had appeared. Such revised Offer Price would be payable for all the shares tendered any time during the Offer & accepted under the Offer.
- The Target Company has received listing approval from BSE on 05.02.2015.
- There is no competitive bid.**
 - 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 the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**
- Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same up to 30.03.2015 i.e. three working days prior to the closure of the Offer.
- The offer is not subject to a minimum level of acceptance by the shareholders of NEIL and thus it is not a conditional offer.
- The Procedure for acceptance is set out in Para 8 of this Letter of Offer. A Form of Acceptance and a Form of Withdrawal is enclosed with this Letter of Offer.
- The Registration of all the Intermediaries associated with the Offer, viz. Gretex Corporate Services Pvt Ltd, Manager to the Offer and Skyline Financial Services Private Limited, Registrar to the Offer are valid and no action has been initiated by SEBI or any other Government body against them.
- The Public Announcement Corrigendum to the Public Announcement dated 21.10.2014, Draft Letter of Offer, Corrigendum to the Public Announcement dated 09.03.2015 and Corrigendum to the Public Announcement dated 11.03.2015 and Letter of Offer (including Form of Acceptance cum Acknowledgement and Form of Withdrawal) would also be available at SEBI website www.sebi.gov.in.

	<p>MANAGER TO THE OFFER: GRETEX CORPORATE SERVICES PRIVATE LIMITED SEBI Registration No: INM000012177 (Contact Person: Mr. Vishnu Agarwal / Tanmoy Banerjee) 19B, B.B Ganguly Street, 2nd Floor, Kolkata – 700012, Tel: + 033-2236-9295, Fax : (033) 2236-9295 , Email: info@gretexgroup.com, Website: www.gretexcorporate.com</p>	 <p>TOWARDS EXCELLENCE</p>	<p>REGISTRAR TO THE OFFER: SKYLINE FINANCIAL SERVICES PRIVATE LIMITED SEBI Registration No: INR000003241 (Contact Person: Mr. Virender Rana) D-153A, First Floor, Okhla Industrial Area, Phase –I New Delhi-110 020 Tel.: +91 11 64732681 to 64732688 Fax: +91 11 26812682 Email: viren@skylinerta.com Website: www.skylinerta.com</p>
OFFER OPENS ON : 18.03.2015		OFFER CLOSSES ON : 06.04.2015	

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Original Date	Original Day	Revised Date	Revised Day
Date of publication of Public Announcement	20.10.2014	Monday	20.10.2014	Monday
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	31.10.2014	Friday	31.10.2014	Friday
Last Date for a Competitive Bid, if any	10.11.2014	Monday	10.11.2014	Monday
Date by which the Letter Of Offer will be Dispatched to the shareholders	21.11.2014	Friday	13.03.2015	Friday
Date of Opening of the Offer	01.12.2014	Monday	18.03.2015	Wednesday
Last date for revising the Offer Price/ Number of Shares	10.12.2014	Wednesday	24.03.2015	Tuesday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	17.12.2014	Wednesday	30.03.2015	Monday
Date of Closing of the Offer	20.12.2014	Saturday	06.04.2015	Monday
Date of communicating rejection/acceptance and payment of consideration for applications accepted.	03.01.2015	Saturday	21.04.2015	Tuesday

Risk Factors relating to the transaction, the proposed offer and probable risks involved in associating with the Acquirer and PACs: -

- The offer involves an offer to acquire 20.00% of the fully paid-up equity and voting share capital of NEIL from the eligible persons for the Offer. In the case of oversubscription in the offer, as per the Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted. Further, it has to be noted that there is no transaction at present in the shares of the Target Company or proposal to make any changes which has triggered the open offer. This Open Offer is made by the Acquirer and the PACs in order to comply with the Regulations, consequent to a MOU executed in the year 2009 which had triggered the Open Offer under Regulation 12 of the now repealed SEBI(SAST) Regulations 2009.
- In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer and PACs not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this LOF. Consequently, the payment of consideration to the public shareholders of NEIL whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer and PACs may be delayed. In case of the delay, due to non-receipt of the statutory approvals, as per Regulation 22(12) of SEBI(SAST) Regulations, 1997, SEBI, may, if satisfied that the non-receipt of approval was not due to the willful default or negligence or failure to diligently pursue on the part of the Acquirer and PACs, grant an extension for the purpose of completion of the Offer subject to the Acquirer and PACs paying interest to the shareholders, as may be specified by the SEBI. Further, shareholders should note that after the last date of withdrawal i.e. 30.03.2015, the shareholders who have lodged the shares would not be able to withdraw them even if the acceptance of the Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
- The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer and PACs under the Offer. The Acquirer and PACs may not be able to proceed with the Offer in the event the approvals are not received in terms of the Regulation 27 of the SEBI(SAST) Regulations, 1997. Delay, if any, in the receipt of these approvals may delay completion of the offer.
- Risks involved in associating with the Acquirer and PACs:**

The Acquirer and PACs intends to acquire from the existing shareholders of the target company, upto 39,10,640 fully paid-up Equity Shares of Rs.10/- each, representing 20.00% of the fully paid-up equity and voting share capital at a price of Rs. 31.79 per share (Rupees Thirty One and Paise Seventy Nine Only) per share, which is inclusive of interest of Rs. 10.82 per share for the delay in making offer, payable in cash. NEIL doesn't have any partly paid up shares as on date of this PA. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares.
- The Acquirer and PACs and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Public Announcement or this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and PACs and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.
- The risk factor set forth above pertains to the acquisition and the Offer and not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.
- The Risk Factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer.
- Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder's participation in the Offer and related transfer of Equity Shares of the Target Company to the Acquirers.

INDEX

Sl.No.	Subject	Page No.
1	Disclaimer Clause	3-4
2	Details of the Offer	4
3	Background of the Acquirer and PACs	5-7
4	Disclosure in terms of Regulation 21(2)	8
5	Background of the Target Company –NEIL	8-15
6	Offer Price and Financial Arrangements	15-16
7	Terms and Conditions of the Offer	16-17
8	Procedure for Acceptance and Settlement of the Offer	17-19
9	Documents for Inspection	19-20
10	Declaration by the Acquirer and PACs	20

DEFINITIONS/ABBREVIATIONS

Acquirer and PACs	Mr. Arvind Kumar Mittal (hereinafter referred to as " The Acquirer ") and Arvind Kumar Mittal (HUF), Neeraj Kumar Mittal (HUF), Mrs. Deepa Mittal, Mrs. Reshu Mittal (hereinafter referred to as " The PACs ")
Board	The Board of Directors of the Target Company
ECS	Electronic Clearing Service
FOA or Form of Acceptance	Form of Acceptance – cum - Acknowledgment accompanying this Letter of Offer
FOW or Form of Withdrawal	Form of Withdrawal accompanying this Letter of Offer
CSE	The Calcutta Stock Exchange Ltd (CSE)
CDSL	Central Depository Services (India) Limited
DLOF	DRAFT LETTER OF OFFER
Manager to the Offer	M/s Gretex Corporate Services Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
LOF	Letter of Offer
Offer Period	25.09.2014 to 21.04.2015
Offer Price	Rs. 31.79 per share (Rupees Thirty One and Paise Seventy Nine Only), which is inclusive of interest of Rs. 10.82 per share for delay in making open offer
Offer/Open Offer/ Public Offer	Cash Offer being made by the Acquirer and PACs to acquire 39,10,640(Thirty Nine Lacs Ten Thousand and Six Forty Only) fully paid-up equity shares of Rs.10/- each, representing 20.00 % of the fully paid-up equity and voting share capital at a price of Rs. 31.79 per share.
PA	Public Announcement dated 20.10.2014
Corrigendum to PA	Corrigendum to the Public Announcement dated 21.10.2014, Corrigendum to the Public Announcement dated 09.03.2015 & Corrigendum to the Public Announcement dated 11.03.2015.
Present Promoters/ Promoter Group	Mr. Arvind Kumar Mittal (hereinafter referred to as " The Acquirer ") and Arvind Kumar Mittal (HUF)
RBI	Reserve Bank of India
Registrar to the Offer	Skyline Financial Services Private Limited
Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent Amendments thereof. & Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent Amendments thereof
SEBI	Securities & Exchange Board of India
Specified date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of NEIL, to whom the Letter of Offer should be sent, i.e. 31.10.2014
Target Company / NEIL	NEIL INDUSTRIES LIMITED
UPSE	U.P. Stock Exchange Limited

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE EQUITY SHAREHOLDERS OF NEIL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER AND PACS OR THE COMPANY WHO'S SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER AND PACS IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND PACS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER GRETEX

CORPORATE SERVICES PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 28.10.2014 TO THE SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILLING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

2. DETAILS OF THE OFFER:

2.1. Background of the Offer:

- 2.1.1** This Offer is being made pursuant to and in compliance with Regulation 12 of the now repealed Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as "Regulations"). There was a MOU executed on 20.08.2009 between the acquirer and the then Board of Directors which had resulted in change in management rights and change in control of the company thereby triggering the open offer and accordingly the Public Announcement should have been made on 26.08.2009, i.e. within 4 working days. The Public Announcement under the present offer has been made on Monday, October 20, 2014. In terms of regulation 35(2) (b) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, the previous operation of the repealed regulations or anything duly done or suffered there under, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed. The obligations of the Acquirers under Reg. 12 of the SEBI (SAST) Regulations 1997 to make Open Offers as stated above, is being complied with now and therefore the Offer is being made with a delay.
- 2.1.2** Mr. Arvind Kumar Mittal (hereinafter referred to as "**The Acquirer**") and Arvind Kumar Mittal (HUF), Neeraj Kumar Mittal (HUF), Mrs. Deepa Mittal, Mrs. Reshu Mittal (hereinafter referred to as "**The PACs**") residing at 2A/220,, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India are making an open offer to the –Public Shareholders of Neil Industries Limited (hereinafter referred to as "**NEIL**" or "**Target Company**") to acquire 39,10,640 fully paid-up Equity Shares of Rs.10/- each, ("**the offer**") representing 20% of its paid up equity share and voting capital at a price of Rs.31.79/- per share in cash (**the Offer Price** of **Rs 20.97 per share plus interest @ 10% per annum** of Rs 10.82 and rounded downwards). This offer is being made with a delay after the current Acquirer had made an MOU on 20.08.2009 with the then Board of Directors of the Target company for change and transfer of management rights.
- 2.1.3** As on the date of this PA, the Acquirer and PACs holds 3,68,000 equity shares in NEIL representing 1.88% of the fully paid-up equity and voting share capital of NEIL. Apart from this holding, the Acquirer and PACs has not acquired any equity shares of the Target Company during twelve months preceding the date of the PA. As on the date of PA, the Acquirer Mr. Arvind Kumar Mittal is also the Managing Director of the Target Company. The MOU entered had necessitated the Open Offer in terms of Regulation 12 of the repealed SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997. The Public Announcement in respect of the same should have been made on Wednesday , August 26, 2009 However, the Open Offer was not made and the offer is being made with a delay , under the provisions of the repealed SEBI (SAST) Regulations 1997. The offer is subject to the provisions of the Companies Act 1956. Companies Act 2013, SEBI (SAST) Regulations 1997, and SEBI (SAST) Regulations 2011 and Listing Agreement of the Target Company with the Stock Exchanges and other applicable laws and regulations in force.
- 2.1.4** The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.
- 2.1.5** This is not a competitive bid.
- 2.1.6** As on the date of PA, Gretex Corporate Services Private Limited, the Manager to the Offer does not hold any equity share in the Target Company. Pursuant to Regulation 24(5A), The Manager to the Offer declares and undertakes not to deal in the equity shares of NEIL up to a period of fifteen days after closure of the Offer.
- 2.1.7** The Offer is not as a result of global acquisition resulting in indirect acquisition of Target Company.
- 2.1.8** The Acquirer and PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India, 1992 ("**SEBI Act**") or any other regulations made under the SEBI Act.

2.2. Details of the proposed Offer:

- 2.2.1.** The Public Announcement dated 20.10.2014 of the Offer was published in The Financial Express (English Daily) (All India Edition), Jansatta (Hindi daily) (All India Edition) and Kalantar (Bengali daily) on 20.10.2014 in compliance with Regulation 15(1) of SEBI (SAST) Regulations, 1997. A Corrigendum to the Public Announcement dated 21.10.2014 was also published on 22.10.2014 in The Financial Express (English Daily) (All India Edition), Jansatta (Hindi daily) (All India Edition) and Kalantar (Bengali daily). Subsequently Corrigendum to the Public Announcement dated 09.03.2015 and Corrigendum to the Public Announcement dated 11.03.2015 had appeared. The Public Announcement made on 20.10.2014 , Corrigendum to the PA dated 21.10.2014, Corrigendum to the Public Announcement dated 09.03.2015 and Corrigendum to the Public Announcement dated 11.03.2015 are available on the SEBI website at www.sebi.gov.in.
- 2.2.2.** Mr. Arvind Kumar Mittal (hereinafter referred to as "**The Acquirer**") and Arvind Kumar Mittal (HUF), Neeraj Kumar Mittal (HUF), Mrs. Deepa Mittal, Mrs. Reshu Mittal (hereinafter referred to as "**The PACs**") residing at 2A/220,, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India are making an open offer to the –Public Shareholders of Neil Industries Limited (hereinafter referred to as "**NEIL**" or "**Target Company**") to acquire 39,10,640 fully paid-up Equity Shares of Rs.10/- each, ("**the offer**") representing 20% of its paid up equity share and voting capital at a price of Rs.31.79/- per share (**the Offer Price** of **Rs 20.97 per share plus interest @ 10% per annum** of Rs 10.82). This offer is being made with a delay after the current Acquirer had made an MOU on 20.08.2009 with the then Board of Directors of the Target company for change and transfer of management rights.
- 2.2.3.** The shares will be acquired by the Acquirer and PACs, free from all liens, charges and encumbrances and together with all the rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.

- 2.2.4. The Offer is not subject to any minimum level of acceptances. The Acquirer and PACs will accept all equity shares of NEIL in terms of this Offer up to a maximum of 39,10,640 fully paid-up equity shares of Rs.10/- each, representing 20.00% of the fully paid-up equity and voting share capital of the Target Company.
- 2.2.5. Since the date of the PA to the date of this LOF, the Acquirer and PACs has not acquired any shares of NEIL.
- 2.2.6. The consideration will be paid in Cash. There is no differential price since entire consideration is payable in cash.
- 2.3. Object of the Offer:**
- 2.3.1 This offer has been made pursuant to Regulation 12 and other provisions of Chapter III and in compliance with the Regulations.
- 2.3.2 The Acquirer and PACs belongs to the Promoter & Promoter Group of the Target Company and has taken the control of the Target Company in financial year 2009, which had necessitated an Open Offer pursuant to and in terms of Regulation 12 of the SEBI (SAST) Regulations, 1997.
- 2.3.3 The prime object of the offer is to comply with Reg.12 of SEBI (SAST) Regulations 1997, consequent to a MOU executed which had resulted in change in control in the year 2009. In accordance with the Regulation 35 of the SEBI (SAST) Regulations, 2011, any obligation or liability acquired, accrued or incurred under SEBI (SAST) Regulations, 1997 shall remain unaffected as if the SEBI (SAST) Regulations, 1997 have never been repealed. Accordingly this Open Offer shall be undertaken and completed in accordance with the SEBI (SAST) Regulations, 1997.
- 2.3.4 The acquirer has not either, in the public announcement, and, or in the letter of offer, stated his intention to dispose of or otherwise encumber any assets of the target company except in the ordinary course of business of the target company, the acquirer, where he has acquired control over the target company, shall be debarred from disposing of or otherwise encumbering the assets of the target company for a period of two years from the date of closure of the public offer.

3. BACKGROUND OF THE ACQUIRER AND PACs:

- 3.1. Mr. Arvind Kumar Mittal is the Acquirer and Mrs, Deepa Mittal, Mrs Reshu Mittal, Arvind Kumar Mittal (HUF) and Neeraj Kumar Mittal(HUF) are the PACs in this Offer in terms of Regulation 2 (1) (e) of the SEBI (SAST) Regulations, 1997.

**3.2. The details of Acquirer and PACs are as mentioned below:
INFORMATION ABOUT THE ACQUIRER**

Name and Age of Acquirer	Father's Name	Residential Address and Contact Details	No. and % of Shares of Neil held as on the date of PA	Other Promoter entities and No. and % of Shares held	Experience	Position in the Target Company	Details of the CA, who certified the Net worth Certificate	Net Worth (Rs in Lakhs)	Compliance as per Chapter II SAST Regulation on 1997 and Chapter V of the SAST Regulation on 2011
Mr. Arvind Kumar Mittal, 42 years	Mr. Nirmal Kumar Mittal	2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Phone: 91-9839085773. Email Id: arvindmittal666@gmail.com	1,84,000 (0.94%)	NA	15 years experience in Finance Sector	Managing Director & Promoter	Mr. Neeraj Agarwal, Partner of M/s Neeraj & Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) having office at 7/109, Swaroop Nagar, Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in	Rs. 128.69 Lakhs dated 07 th March, 2015	Yes

INFORMATION ABOUT THE PACs

Name and Age of PACs	Fathers Name/ Husband Name	Residential Address and Contact Details	No. and % of Shares of Neil held as on the date of PA	Other Promoter entities and No. and % of Shares held	Experience	Position in the Target Company	Details of the CA, who certified the Net worth Certificate	Net Worth (Rs in Lakhs)	Compliance as per Chapter II and Chapter V of the SAST Regulation
Mrs. Deepa Mittal, 37 years	Mr. Arvind Kumar Mittal	2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Phone: 91-9335025975 Email Id: deepamittal624@gmail.com	Nil	Sulabh Engineers & Services Ltd 7,39,500 shares (0.74%)	NA	NA	Mr. Neeraj Agarwal, Partner of M/s Neeraj & Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) having office at 7/109, Swaroop Nagar, Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in	Rs. 1421.09 Lakhs dated 07 th March, 2015	Yes
Mrs Reshu Mittal, 40 years	Mr. Neeraj Kumar Mittal	2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Phone: 91-9335920499 Email Id: reshumittal1974@gmail.com	Nil	NA	NA	NA	Mr. Neeraj Agarwal, Partner of M/s Neeraj & Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) having office at 7/109, Swaroop Nagar, Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in	Rs. 19.70 Lakhs dated 07 th March, 2015.	Yes

Arvind Kumar Mittal (HUF) Karta: Mr. Arvind Kumar Mittal	NA	2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Phone: 91-9839085773. Email Id: arvindmittal666@gmail.com	1,84,000 (0.94%)	NA	NA	Promoter	Mr. Neeraj Agarwal, Partner of M/s Neeraj & Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) having office at 7/109, Swaroop Nagar, Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in	Rs. 75.82 Lakhs dated 07 th March, 2015.	Yes
Neeraj Kumar Mittal (HUF), Karta: Neeraj Kumar Mittal	NA	2A/220, Azad Nagar, Kanpur Nagar, 208002, Uttar Pradesh, India. Phone: 91-9935533856 Email Id: neeraj_mittal1971@yahoo.co.in	NA	NA	NA	NA	Mr. Neeraj Agarwal, Partner of M/s Neeraj & Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) having office at 7/109, Swaroop Nagar, Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in	Rs. 19.25 Lakhs dated 07 th March, 2015.	Yes

3.3. Relationship between the Acquirer and PACs:

Name of PACs	Nature of Relationship
Mrs. Deepa Mittal	Wife of Mr. Arvind Kumar Mittal
Mrs Reshu Mittal	Wife of Mr. Neeraj Kumar Mittal
Arvind Kumar Mittal(HUF)	Hindu Undivided Family (of which Mr Arvind Kumar Mittal is the Karta)
Neeraj Kumar Mittal(HUF),	Hindu Undivided Family (of which Mr Neeraj Kumar Mittal is the Karta)

3.4. The Acquirer and PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India, 1992 (“SEBI Act”) or any other regulations made under the SEBI Act.

3.5. Disclosures in terms of Regulations 16(ix) of the Regulations & Acquirer and PAC’s future plans for NEIL :

- 3.5.1 The Acquirer and PACs belongs to the Promoter & Promoter Group of the Target Company and has taken the control of the Target Company in financial year 2009-2010 which had necessitated an Open Offer pursuant to and in terms of Regulation 12 of the SEBI (SAST) Regulations, 1997.
- 3.5.2 The prime object of the offer is to comply with Reg.12 of SEBI (SAST) Regulations 1997, consequent to a MOU executed which had resulted in change in control in the year 1997.
- 3.5.3 In accordance with the regulation 35 of the SEBI (SAST) Regulations, 2011, any obligation or liability acquired, accrued or incurred under SEBI (SAST) Regulations, 1997 shall remain unaffected as if the SEBI (SAST) Regulations, 1997 have never been repealed. Accordingly this Open Offer shall be undertaken and completed in accordance with the SEBI (SAST) Regulations, 1997.
- 3.5.4 The acquirer has not either, in the public announcement, and, or in the letter of offer, stated his intention to dispose of or otherwise encumber any assets of the target company except in the ordinary course of business of the target company, the acquirer, where he has acquired control over the target company, shall be debarred from disposing of or otherwise encumbering the assets of the target company for a period of two years from the date of closure of the public offer.

4. DISCLOSURE OPTION IN TERMS OF REGULATION 21(2)

In the event, pursuant to this offer or otherwise, if the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer and PACs will, in accordance with Regulation 21(2) of the Regulations to facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the Stock Exchange within the specified time and in accordance with the prescribed procedure under clause 40A(viii) of the Listing Agreement and in compliance with the Regulations.

5. BACKGROUND OF THE TARGET COMPANY – NEIL INDUSTRIES LIMITED (“TARGET COMPANY” or “NEIL ”)

5.1 Brief History and Main Areas of Operations:

5.1.1 NEIL having its registered office at 88B, (Ground Floor), Lake View Road, Kolkata, West Bengal, India 700029 was originally incorporated as Neil Industries Limited on 25th March, 1983 with Registrar of Companies, West Bengal. Tel No: (033) 40088545, Fax No. (033) 40088545, E-mail : neilil@rediffmail.com, website: www.neil.co.in. The CIN of the Target Company is L51109WB1983PLC036091.

5.1.2 Neil is presently engaged in the business of Finance. Neil is registered with Reserve Bank of India as Non Banking Financial Company having Registration No. B.05.04372 dated 14th September, 2001. The Target Company has complied with the norms relating to Net Owned Fund and Principal Business Criteria. However, the Target Company has not submitted documents relating to change of management/directors and hence the RBI has supervisory concerns against it. In the mean time, in respect of RBI Queries dated 01st December, 2014, 22nd December, 2014 and 07th January 2015; target company has submitted necessary documents as required by RBI.

5.1.3 As on the date of PA, The Authorised Share Capital of the Company is Rs. 2,000 Lakhs comprising of 2,00,00,000 Equity Shares of Rs. 10 each. As on the date of this PA the paid-up equity and voting share capital of NEIL is Rs.195,532,000 divided into 1,95,53,200 equity shares of Rs.10/- each fully paid-up. There are no partly paid-up shares.

5.1.4 The Company has established its connectivity with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

5.1.5 The share capital structure of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid up Equity Shares	1,95,53,200	100%
Partly Paid up Equity Shares	Nil	Nil
Total Paid up Equity Shares	1,95,53,200	100%
Total voting rights in the Target Company	1,95,53,200	100%

5.1.6 The build up of the Capital Structure of the Target Company as Certified and given by the management of the Target Company are detailed as below:

Date of allotment of shares	Shares issued		Cumulative Paid up Capital		Mode of allotment	Identity of allottees (promoters/others)	Status of compliance with SEBI SAST (Regulation) 1997/2011
	No.	% to total share capital	No.	% to total share capital			
25.03.1983	700	0.01%	700	0.01%	Cash	Subscriber to the MOA	N.A
13.11.1983	2,39,300	1.22%	2,40,000	1.23%	Cash	Public Issue	N.A
19.08.2009	46,48,300	23.77%	48,88,300	25.00%	Merger	Promoter & Non Promoter	Complied
31.07.2013	1,46,64,900	75.00%	1,95,53,200	100.00%	Bonus	Promoter & Non Promoter	Complied
Total	1,95,53,200	100.00%					

5.1.7 As on the date of PA, the Equity Shares of NEIL are listed at CSE and UPSE only. The Scrip Code of NEIL is 10024062 and N00033 on the CSE and UPSE respectively. Further, in the mean time, the Target Company had applied for direct listing of its equity shares in BSE and has received the listing approval on 05.02.2015.

5.1.8 There has been no delay in the filing of returns/disclosures under Regulation 6(2) and 6(4) for 1997 & 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 for the years 1998 to 2011 and Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 by the Target Company. But for the following dates copy of the compliances with UPSE are not available:

SL No	Actual Date of Compliance
1	02.07.2009

2	21.08.2009
3	16.10.2009

5.1.9 As on the date, there are no outstanding convertible instruments such as warrants/FCDs/PCDs etc. There are no partly paid up shares as on the date of the Submission of Letter of Offer.

5.1.10 NEIL has confirmed that it has:

- a) Paid up to date Listing Fees to UPSE and CSE.
- b) Complied with the Listing Agreement requirements of the Stock Exchange. No punitive actions have been taken against it by UPSE and CSE till date.

5.1.11 The present composition Board of Directors of NEIL as on the date of the PA is as follows:

Name of Directors	Date of Appt.	Qualification	Residential Address	Experience	No. & % of shares of NEIL held as on date of PA
Mr.Arvind Kumar Mittal	20/02/2010	Graduate	H.NO. 2A/220,, Azad Nagar,, Kanpur Nagar, 208002, Uttar Pradesh, INDIA	15 years experience in Finance Sector	1,84,000(0.94)
Mr. Rajesh Bajpai	14/02/2012	Graduate	46/26 CHAK NA., 46 Hatiya, Kanpur, 208001, Uttar Pradesh, INDIA	10 years experience in Finance Sector	NIL
Mr. Chandra Kant Dwivedi	30/10/2012	Graduate	46/26 Chak Na., 46 Hatiya, Kanpur, 208001, Uttar Pradesh, INDIA	38 years experience in Finance Sector	NIL
Mr.VivekAwasthi	30/09/2014	Chartered Accountant	128/348, K Block, Kidwai Nagar, Kanpur, 208011, Uttar Pradesh, INDIA	20 Years of experience in Accounts, Taxation ,Finance and Audit matters	NIL
Mrs. PinkiYadav	14/10/2014	H.S	15/137, Civil Lines, Kanpur, 208001, Uttar Pradesh, INDIA	10 years experience in administration and management.	NIL

Note: The information relating to the qualification of the Director has been obtained from the affidavit/undertaking provided by the Target Company. No documentary evidence/qualification certificate has been received by us.

5.1.12 There has been no merger / demerger or spin off involving NEIL during the last 3 years.

5.2 Financial Information:

The certified financial details of NEIL as on 30th September, 2014 along with as per the audited accounts for the last three financial years ended 31st March 2012, 31st March 2013 and 31st March, 2014 are as follows:

Profit & Loss Statement

(Rs. in Lacs)

For the Year Ended	6 months period ended 30 th September, 2014 (Unaudited & Certified)	31 st March 2014 (Audited)	31 st March 2013 (Audited)	31 st March, 2012 (Audited)
I. Income from Operations(net)	439.56	2127.28	5567.93	5,244.43
II. Other Income	0.05	7.95	0.25	292.49
III. Total Income (I+II)	439.61	2135.23	5568.18	5536.92
IV. Expenses				
Purchases of Stock in Trade	185.71	2069.10	4,900.50	5,691.54
Changes in Inventory	45.69	(51.56)	573.66	(215.97)
Employee Benefits Expenses	3.56	9.96	4.90	3.44
Depreciation & Amortisation Expense	3.19	4.47	5.26	6.50
Other Expenses	143.86	28.13	7.14	4.81
IV. Expenses	382.01	2060.11	5,491.46	5,490.32
V. Profit before Tax (IV-V)	57.60	75.12	76.72	46.60
VI. Tax Expense				
(1) Current Income Tax	18.50	32.25	24.25	15.79
(2) Deferred Tax	0.00	2.29	(0.27)	(1.01)
(3)(Excess)/ Short provision for Income tax in earlier years	0.00	1.04	-	0.73
Total Tax Expense	18.50	28.91	23.98	15.51
VII. Profit for the year (VI-VII)	39.10	46.20	52.74	31.09
VIII. Earnings per share				
(1) Basic	0.20	0.24	1.08	0.64
(2) Diluted	0.20	0.24	1.08	0.64

Balance Sheet (Rs. in Lacs)

Particular	6 months period ended 30 th September, 2014 (Unaudited & Certified)	31 st March 2014 (Audited)	31 st March 2013 (Audited)	31 st March, 2012 (Audited)
EQUITY AND LIABILITIES				
Shareholder`s funds				
(a) Share capital	1955.32	1955.32	488.83	488.83
(B) Reserve And Surplus	3074.70	3035.60	4,455.88	4403.14
Non-Current Liabilities				
(a) Long Term Borrowings	0.00	17.33	1,763.53	2187.28
(b) Long Term Provisions	11.89			
Current Liabilities				
(a) Short Term Borrowings	-	38.59	93.60	199.78
(b) Trade payables	248.88	432.63	431.03	154.92
(C) Other Current Liabilities	33.93	13.18	0.66	0.81
TOTAL	5324.72	5492.65	7,233.53	7,434.76
ASSETS				
Non- Current assets				
(a) Fixed assets				
(i) Tangible assets	27.64	18.37	15.05	20.32
(b) Non-current Investments	0.00	0.00	48.50	0.00
(c) Current investments	66.75	68.44	15.00	5.00
(d) Long-term loans and advances	4756.14	5032.47	6565.36	6187.54
(e) Deferred Tax Assets(Net)	3.78	3.78	1.49	1.22
Current Assets				
(a) Inventories	194.08	239.76	188.20	761.86
(b) Trade Receivables	231.40	33.43	332.55	421.44
(c) Cash and Bank Balances	8.92	60.18	24.50	8.63
(d) Short-term loans and Advances	36.01	36.21	42.88	28.75
TOTAL	5324.72	5492.65	7,233.53	7,434.76

Other Financial Data

For the Year Ended	6 months period ended 30 th September, 2014 (Unaudited Certified)	31 st March 2014 (Audited)	31 st March 2013 (Audited)	31 st March, 2012 (Audited)
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)	0.18	0.24	1.07	0.64
Return on Networth (%)	1.56	0.93	1.07	0.64
Book Value Per Share (Rs.)	25.72	25.52	101.15	99.4

Note:

- (i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/period
- (ii) Return on Net Worth = Profit after Tax /Net Worth
- (iii) Book Value per Share = Net Worth / No. of equity shares
- (iv) Source: Audited Annual Reports

Reason for fall/rise in Total Income, Expenditure and PAT in the relevant year if applicable: - Year wise reason for the fall in the Total Income, Expenditure & PAT is cited below: -

1. Reason for change in Total Income, Expenditure and PAT for the 6 months period ended 30th September 2014 over year ended 31st March 2014:
Total Income for the period ended 30thSeptember ,2014 is Rs. 439.61Lacs as compared to Rs.2135.23Lacs for the year ended 31st March 2014. The total expenditure for the period ended 30th September ,2014 is Rs. 382.01Lacs as compared to Rs. 2060.11 Lacs for the year ended 31st March 2014. Profit after Tax for the period ended 30th September ,2014 is 39.10 as compared to Rs. 46.20 Lacs for the year ended 31st March 2014.
2. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March 2014 over year ended 31st March 2013: -

Total Income for the year ended 31st March 2014 was 2135.23 Lacs as compared to Rs. 5568.18 Lacs for the year ended 31st March 2013. The decrease in total income was mainly due to decrease in income from operations amounting to Rs. 2127.28Lacs for the year ended 31st March 2014 as compared to Rs. 5567.93 lacs for the year ended 31st March 2013. The total expenditure decreased to Rs. 2060.11Lacs for the year ended 31st March 2014 from Rs. 5,491.46 Lacs for the year ended 31st March 2013 mainly on account of decrease in purchase to Rs. 2069.10 Lacs for the year ended 31st March 2014 from Rs. 4,900.50 Lacs for the Year ended 31st March 2013. There was a the profit for the year ended 31st March 2014 of Rs. 46.20Lacs as compared to a net profit of Rs. 52.74 Lacs for the year ended 31st March 2013.
3. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March 2013 over year ended 31st March 2012: -
Total Income for the year ended 31st March 2013 was 5568.18Lacs as compared to Rs. 5536.92Lacs for the year ended 31st March 2012. The increase in total income was mainly due to increase in income from operations amounting to Rs. 5567.93 Lacs for the year ended 31st March 2013 as compared to Rs. 5,244.43 lacs for the year ended 31st March 2012. The total expenditure increased to Rs. 5,491.46 Lacs for the year ended 31st March 2013 from Rs. 5,490.32 Lacs for the year ended 31st March 2012 mainly on account of increase in Employee benefit expenses to Rs. 4.90 Lacs for the year ended 31st March 2013 from Rs. 3.44 Lacs for the Year ended 31st March 2012 and increase in other expenses to Rs. 7.14 Lacsfor the year ended 31st March 2013 from Rs. 4.81 for the year ended 31st March 2012. There was a the profit for the year ended 31st March 2013 of Rs. 52.74 Lacs as compared to a net profit of Rs. 31.09Lacs for the year ended 31st March 2012.

5.3 Pre and Post-Offer Shareholding Pattern of NEIL (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:

Shareholders' Category	Shares/voting rights of the Acquirer & PACs when open offer has been triggered under the SEBI (SAST) Regulation, 1997		Shareholding /voting rights as on the date of PA		Shares/voting rights to be acquired in open Offer (assuming full acceptances)		Share holding /voting rights after Acquisition and Offer (B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group								
a) Parties to Agreement	-	-	-	-	-	-	-	-
TOTAL (a)	-	-	-	-	-	-	-	-
(b)Acquirer and PACs:					39,10,640	20.00	39,10,640	20.00
Mr. Arvind Kumar Mittal	46,000	0.94	1,84,000	0.94			1,84,000	0.94
Mrs. Deepa Mittal	46,000	0.94	-	-			-	-
Mrs. Reshu Mittal	1,150	0.02	-	-			-	-
Arvind Kumar Mittal(HUF)	46,000	0.94	1,84,000	0.94			1,84,000	0.94
Neeraj Kumar Mittal(HUF)	1,150	0.02	-	-			-	-
TOTAL (b)	1,40,300	2.86	3,68,000	1.88	39,10,640	20.00	42,78,640	21.88
TOTAL (1) (a+b)	1,40,300	2.86	3,68,000	1.88	39,10,640	20.00	42,78,640	21.88
2. Public Share Holding								
(i)Institutions								
a) FIs/MFs/FIIs/Banks/Ins Co.	-	-	-	-				
b) Insurance Company	-	-	-	-				
c) Others	-	-	-	-				
Total (i) (a+b+c)	-	-	-	-				
(ii)Non institutions								
a) Bodies Corporate:	-	-	23,15,316	11.84	}		1,52,74,560	78.12
b) Individuals	-	-	1,49,48,002	76.45				
c) Others	-	-	19,21,882	9.83				
Total (ii) (a+b+c)	-	-	1,91,85,200	98.12	(39,10,640)	(20.00)		
Total (2) (i+ii)	-	-	1,91,85,200	98.12				
GRANDTOTAL (1+2)	1,40,300	2.86	1,95,53,200	100.00	-	-	1,95,53,200	100.00

Notes :

- As on the date of filing of LOF, the number of shareholders in Neil in public category is 582.
- No Equity Shares are subject to lock in.
- Face value of Equity Shares of Target Company is Rs. 10/- each.
- The Acquirer and PACs have not acquired any shares from the date of PA till the date of this LOF.
- On 31.07.2013 pursuant to Bonus Issue in the ratio of 3: 1, the paid up capital of the company has been increased from 48,88,300 shares to 1,95,53,200.

There was no trading in the shares of NEIL as on 20.10.2014.i.e. the date of Public Announcement at UPSE and CSE.(since the trading facility is not available in both the Stock Exchanges)

5.4 The details of the buildup of the Promoter shareholding in the Target Company are as follows;(By Erstwhile Promoters):For the Period: 20.02.1997 to 19.08.2009:

Shareholdings			Purchase / Inter se Transfer/ transmission made during the year	Sale / Inter se /Transfer/ transmission made during the year	Mode of allotment / acquisition/ sale	Shareholdings			Status of compliance with SEBI (SAST) Regulations, other regulations under SEBI Act, 1992 & statutory requirements as applicable
As on	No. of Shares	%				As on	No. of Shares	%	
20.02.1997	1,75,350	73.06%	-	-	-	31.03.1997	1,75,350	73.06%	NA
01.04.1997	1,75,350	73.06%	-	-	-	31.03.1998	1,75,350	73.06%	NA
01.04.1998	1,75,350	73.06%	-	-	-	31.03.1999	1,75,350	73.06%	NA
01.04.1999	1,75,350	73.06%	-	-	-	31.03.2000	1,75,350	73.06%	NA
01.04.2000	1,75,350	73.06%	-	-	-	31.03.2001	1,75,350	73.06%	NA
01.04.2001	1,75,350	73.06%	-	-	-	31.03.2002	1,75,350	73.06%	NA
01.04.2002	1,75,350	73.06%	-	-	-	31.03.2003	1,75,350	73.06%	NA
01.04.2003	1,75,350	73.06%	-	-	-	31.03.2004	1,75,350	73.06%	NA
01.04.2004	1,75,350	73.06%	-	-	-	31.03.2005	1,75,350	73.06%	NA
01.04.2005	1,75,350	73.06%	-	-	-	31.03.2006	1,75,350	73.06%	NA
01.04.2006	1,75,350	73.06%	-	-	-	31.03.2007	1,75,350	73.06%	NA
01.04.2007	1,75,350	73.06%	-	-	-	31.03.2008	1,75,350	73.06%	NA
01.04.2008	1,75,350	73.06%	-	-	-	31.03.2009	1,75,350	73.06%	NA
01.04.2009	1,75,350	73.06%		1,75,350	Off Market [^]	01.07.2009	0	0.00%	Yes

The details of the buildup of the Promoter shareholding in the Target Company are as follows ; (ByPresent Promoters):\$ For the Period: 20.08.2009 to Current Date:

20.08.2009	1,40,300	2.87%			Merger ^{^^}	31.03.2010	140300	2.87%	NA
01.04.2010	1,40,300	2.87%	-	-	-	31.03.2011	140300	2.87%	NA
01.04.2011	1,40,300	2.87%	-	-	-	31.03.2012	1,40,300	2.87%	NA
01.04.2012	1,40,300	2.87%	-	-	-	31.03.2013	1,40,300	2.87%	NA
01.04.2013	1,40,300	2.87%		1150	Off Market *	11.07.2013	1,39,150	2.85%	Complied
01.04.2013	1,40,300	2.87%	4,17,450	-	Bonus Issue **	31.07.2013	5,56,600	2.86%	NA
31.07.2013	5,56,600	2.86%	-	-	-	31.03.2014	5,56,600	2.86%	NA
01.04.2014	5,56,600	2.86%	-	1,88,600	Off Market #	20.10.2014	3,68,000	1.88%	Complied

[^] Mr.Jay Kumar Surana & Manju Kumar Surana sold 1,75,350 Shares (73.06%) through Off Market.

^{^^} During the financial year 09-10, Octagon Commodities Private Limited, Iceberg Comtrade Private Limited., Indigo Vinimay Private Ltd and Tanisha Marketing Private Limited ("Transferor Companies") were merged into the Target Company. The scheme of merger was approved by the Hon'ble High court of Calcutta vide their order dated 28.04.2009 and pursuant to the merger the Target Company issued and allotted 4,648,300 shares to the shareholders of the Transferor Companies on 19.08.2009. Post Merger the paid up capital of the Target Company increased to 48, 88,300 equity shares.

There was a MOU executed on 20.08.2009 between the acquirer and the then Board of Directors which had resulted in change in management rights and change in control of the company thereby triggering the open offer. Pursuant to this MOU, the Acquirer along with PACs took the control of the Target Company.

*On 11.07.2013, Reshu Mittal sold 1150 (0.02%) Shares through Off Market.

*On 31.07.2013 pursuant to Bonus Issue in the ratio of 3: 1, the paid up capital of the company has been increased from 48,88,300 shares to 1,95,53,200.

#On 12th September,2014, Mrs Deepa Mittal & Neeraj Kumar Mittal(HUF), sold 92,000 Shares (0.47%) and 4,600 Shares(0.02%) respectively through Off Market

#On 15th September,2014, Mrs Deepa Mittal sold 92,000 Shares (0.47%) through Off Market.

##Presently Mr. Arvind Kumar Mittal and Arvind Kumar Mittal(HUF) belongs to the Promoter and Promoter group of the Target Company.

N.A means Not Applicable

5.5 SEBI may initiate action against the the Promoters of the Target Company for the violation of Regulation 12 read with 14(3) of SEBI(SAST) Regulation,1997at a later date.

**5.6 Corporate Governance and Pending Litigations:
Corporate Governance**

The Target Company has confirmed that it is in compliance with the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchange

Pending Litigations:

We state that as per the Annual Report of NEIL for the financial year ended 31.03.2014 there are no pending Litigations / Claims against the Target Company contingent in nature.

5.7 Compliance Officer:

Mr. Vaibhav Agnihotri residing at 55/19, Kahoo Kothi, Kanpur, 208001, Uttar Pradesh, India is acting as Compliance Officer of the Company, Telefax : (033) (033) 40088545, E-mail : neilil@rediffmail.com

OFFER PRICE & FINANCIAL ARRANGEMENTS:

6.1. Justification of Offer Price:

6.1.1. As on date of the PA, and on the date that the PA should have been given i.e August 26, 2009 the Equity Shares of the NEIL are listed at UPSE and CSE only. The shares of the Target Company are not traded under permitted category on any other stock exchanges.

6.1.2. The Annualised trading turnover during the preceding six calendar months prior to the month in which the PA should have been made (i.e during the months February 2009 to July 2009) is given hereunder:

Name of Stock Exchange	Total no of shares traded during the 6 calendar months prior to the month in which PA was made	Total No. of listed Shares	Annualised Trading Turnover (in terms of % to total listed shares)
UPSE	NIL	48,88,300	NA
CSE	NIL	48,88,300	NA

6.1.3. The Annualised trading turnover during the preceding six calendar months prior to the months in which PA is actually made(i.e during the months April 2014 to September 2014) is given hereunder:

Name of Stock Exchange	Total no of shares traded during the 6 calendar months prior to the month in which PA was made	Total No. of listed Shares	Annualised Trading Turnover (in terms of % to total listed shares)
UPSE	NIL	1,95,53,200	NA
CSE	NIL	1,95,53,200	NA

6.1.4. As per available information, the equity shares of the Target Company are infrequently traded in terms of explanation (i) to Regulation 20(5) of the Regulations and therefore the Offer Price has been determined taking into account the following parameters: -

The negotiated price under the Agreement	N.A
Highest price paid by the Acquirer for acquisitions including by way of allotment in a public or rights issue or preferential issue, if any during the twenty six weeks period prior to the date of the Public Announcement	N.A
Average of the weekly high and low of the closing prices of the equity shares of NEIL as quoted on the BSE during the 26 weeks preceding the date of PA	N.A
Average of the weekly high and low of the prices of the equity shares of	N.A

NEIL as quoted on the BSE during the 2 weeks preceding the date of PA		
Other Parameters	Based on Audited Accounts for the year ended 31.03.2009	Based on Audited Accounts for the year ended 31.03.2014
Return on Net worth (%)	0.0002	0.93
Book Value per share (Rs.)	98.77	25.52
Earning per Share (Rs.)	0.02	0.24
Industry Average P/E Multiple for Finance & Investments *	15.7	21.4
Offer price P/E Multiple**	1590	132.46

*(Source: Capital Market Journal Vol XXIX/26, Feb 16 –Mar 01, 2015, Industry Finance & Investments)

****Offer price/EPS**

Mr. Jay Shanker Gupta, Proprietor of M/s. Jay & Co. (Membership No. 059535) Firm Registration No : 323927E, Chartered Accountants having its office at 22, Muktaram Babu Street, 1st Floor, Kolkata , West Bengal, 700007 Telefax : (033) 2269-6087, E-mail : jayshankergupta@gmail.com vide certificate dated 13.10.2014 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, 1995 (83 Com case 30), the fair value of the equity shares of Target Company is Rs. 20.97 per share.

The offer price for the open offer has been revised from Rs 31/- per share **(the " Offer Price" of Rs 20.97 per share plus interest @ 10% per annum of Rs 10.22)** to Rs.31.79/-per share **(the " Offer Price" of Rs 20.97 per share plus interest @ 10% per annum of Rs 10.82)**

Hence the Offer Price has been arrived at Rs. 20.97/- per share. Further in addition to Offer Price of Rs. 20.97/-, an interest of Rs. 10.82/- per share (calculated @ 10% p.a. on Rs. 20.97/- for the period 20th August, 2009 i.e., the Trigger Date to 20th October,2014 the date of this Public Announcement i.e., has been added to the Offer Price.

In view of the above, the final offer price of Rs. 31.79/- per share is justified in terms of Regulation 20(5) and other applicable provisions of the SEBI (SAST) 1997.

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

6.1.6. The Acquirer and PACs would be responsible for ensuring compliance with the Regulations for the consequences arising out of the acquisition of shares, if any, made after the date of Public Announcement i.e. 20.10.2014 terms of Regulation 20(7) of the Regulations.

6.1.7. It is ensured that the Offer Price shall not be less than the highest price paid by the Acquirer and PACs for any acquisition of shares of the Target Company from the date of Public Announcement upto 7 working days prior to the closure of the offer viz. 06.04.2015

6.2. Financial arrangements:

6.2.1 The Acquirer and PACs have adequate financial resources and have made firm financial arrangement for the implementation of the Offer in full out of their own sources / networth and no borrowings from Banks/ FIs or Foreign sources is envisaged. Mr. Neeraj Agarwal, Partner of M/s Neeraj & Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) having office at 7/109,SwaroopNagar,Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in vide certificate dated 07th March,2015 has certified that sufficient resources are available with the Acquirer and PACs for fulfilling the obligations under this "Offer" in full.

6.2.2. The maximum consideration payable by the Acquirer and PACs to acquire 39,10,640 fully paid-up equity shares at the Offer Price of Rs. 31.79/- (Rupees Thirty One and Paise Seventy Nine Only) per equity share, assuming full acceptance of the offer would be Rs. Rs. 12,43,19,246/- (Rupees Twelve Crores Forty Three Lacs Nineteen Thousand Two Hundred Forty Six only).

6.2.3. In accordance with Regulation 28, the Acquirer and PACs have opened an Escrow account under the name and style of "**Neil Industries Limited - Open Offer Escrow Account**" with Corporation Bank (hereinafter referred to as "**Escrow Banker**") Kanpur-Swaroop Nagar Branch No. 7/111 A Swaroop Nagar Kanpur - 208 002 & initially deposited therein Rs 3,04,00,000/- being more than 25% of the total consideration payable to shareholders under the Offer. Pursuant to increase in offer price, additional amount of Rs 7,00,000/- in the Escrow Account has been deposited. The aggregate of the additional amount and the amount of Rs 3,04,00,000/-(Rupees Three Crore Four Lacs only) originally deposited by the Acquirer in the Escrow Account, is more than 10% of the revised maximum consideration payable by the Acquirer under this Offer (assuming full acceptance of this Offer); The total revised aggregate amount is higher than the minimum prescribed escrow amount of 25% for the first Rs 100 Crore (Rupees One Hundred Crore only) of the revised maximum consideration payable under this Offer (assuming full acceptance) in accordance with Regulation 28 of the Takeover Regulations.

6.2.4. The Manager to the Offer, Gretex Corporate Services Private Limited, Kolkata has been duly authorised by the Acquirer to operate & realize the value of Escrow Account in terms of the Regulations.

6.2.5. Based on the aforesaid financial arrangements and based on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 1997. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER:

7.1. The Letter of Offer ("**LOF**") together with Form of Acceptance cum Acknowledgement shall be mailed to those equity shareholders of NEIL (other than the Acquirer and PACs) whose names appear on the Register of Members of NEIL and to those beneficial owners of the Equity shares of NEIL, whose names appear as beneficiaries on the records of the respective Depository Participant ("**DP**"), at the close of business hours on 31/10/2014 ("**Specified Date**"). The LOF along with Form of Acceptance

("FoA") and Form of Withdrawal ("FoW") would also be available at SEBI's website: www.sebi.gov.in from the date on which Offer opens. Eligible persons to the offer may download these forms for their use.

- 7.2. Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares, will be required to send their (i) duly signed Form of Acceptance, (ii) original share certificate(s), (iii) duly signed and executed transfer deed(s) and other documents to the Registrar to the Offer, in accordance with the instructions specified in the LOF.
- 7.3. All owners (registered or unregistered) of the shares of NEIL (except parties to the Agreement) are eligible to participate in the Offer. Unregistered shareholders / Owner of shares who have sent shares for transfer can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, No. of shares held, No. of shares offered, Distinctive Nos., Folio No., together with Original share certificate(s), valid share transfer deeds and a copy of contract notes issued by the broker through whom they have acquired their shares. No indemnity is required from unregistered shareholders.
- 7.4. Accidental omission to dispatch this LOF or the non-receipt or delayed receipt of this LOF will not invalidate the Offer in anyway.
- 7.5. Subject to the conditions governing this Offer, as mentioned in the LOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.
- 7.6. **Locked-in Shares:**
There are no locked-in shares in NEIL .
- 7.7. **Eligibility for accepting the Offer:**

The Offer is made to all the public shareholders whose names appeared in the register of shareholders on 31.10.2014 and also to those PERSONS who own shares any time prior to the closure of offer, but are not registered with shareholders.

7.8. Statutory Approvals and conditions of the Offer:

- 7.8.1 The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders, if any.
- 7.8.2 As on the date of this PA, there are no other statutory approvals and / or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.
- 7.8.3 In case of delay in receipt of statutory approvals, SEBI has power to grant extension of time to Acquirer and PACs for payment of consideration to shareholders, subject to the Acquirer and PACs agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will become applicable.
- 7.8.4 No approval is required from bank or financial Institutions for the aforesaid Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

- 8.1. The Shareholder(s) of NEIL who qualify and who wish to avail of this Offer will have to send their shares to the Registrar to the Offer as mentioned in the Form of Acceptance at the following address:

Name	M/S. SKYLINE FINANCIAL SERVICES PVT LTD .
Address	D-153 a, 1 st Floor, Okhala Industrial Estate, Phase-I, New Delhi-110020
Tel No/Fax	91 11 64732681 to 64732688 , +91 11 26812682
Contact Person	Mr. Virender Rana
Website	www.skylinerta.com

Acceptances may be sent by Registered Post or by hand so as to reach the Registrar to the Offer on or before the Closing 06.04.2015. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10.00 a.m.to 4.00 p.m.	Hand Delivery
Saturday	10.00 a.m to 2.00 p.m.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

- 8.2. Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent.

8.2.1. For Equity Shares held in physical form:

(i) Registered shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s).
- Original Share Certificates
- Valid share transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with NEIL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this LOF.

(ii) **Unregistered owners should enclose:**

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein.
- Original share Certificate(s)
- Broker contract note.
- Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

8.2.2. For equity shares held in Demat Form:

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depositories.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by DP in favour of the special depository account (please see below) before the close of the business hours on 06.04.2015

8.3 The Registrar to the Offer, M/S. Skyline Financial Services Pvt Ltd has opened a special depository account with B R Jalan Securities Private Limited (Registered with CDSL). The details of the special depository account are as follows: -

DP Name	B R Jalan Securities Private Limited
DP ID	12018902
Client ID	00033850
Account name	"SKYLINE-NEILIND-OPEN OFFER - ESCROW DEMAT ACCOUNT"
Depository	CDSL

- 8.4** Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant in favour of the Special Depository Account, to the Registrar to the Offer, in accordance with the instructions to be specified in the LOF.
- 8.5** For each delivery instruction, the beneficial owner should submit a separate Form of acceptance. In the case of Demat shares, the shareholders are advised to ensure that their shares are credited in favour of special depository account, before the closure of the Offer. The Form of acceptance of such Demat shares not credited in favour of the Special Depository Account before the closure of the Offer is liable to be rejected.
- 8.6** The Share Certificate(s), Share Transfer Form, Form of Acceptance, Form of Withdrawal and other documents, if any should be sent only to the Registrar to the Offer, as mentioned above. They should not be sent to the Manager to the Offer or the Acquirer and PACs or the Target Company.
- 8.7** In case of non-receipt of Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating the Name & address of the first holder, Name(s) & address(es) of joint holders(s) if any, Regd. Folio No., Share Certificate No., Distinctive Nos., No of Shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. 06.04.2015 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer on a plain paper stating the Name, Address, No. of shares held, No. of Shares offered, DP Name, DP ID No., Beneficiary account number and a photocopy of the delivery instruction in "**Off Market**" mode, duly acknowledged by the DP, in favour of special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer i.e. 06.04.2015.
- 8.8** 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 prohibited 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. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 8.9** While tendering the equity shares under the Offer, NRIs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer and PACs reserve the right to reject such equity shares tendered. While tendering shares under the Offer, NRI/ 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 and PACs under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, the Acquirer and PACs will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.
- 8.10** As per the provisions of Section 196D (2) of 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 of the Income Tax Act payable to a Foreign Institutional Investor ('FII') as defined in Section 115AD of the Income Tax Act.
- 8.11** The Acquirer and PACs shall complete all procedures relating to the Offer including payment of consideration to the shareholders by 21.04.2015. In case of delay due to non-receipt of the statutory approvals within time, SEBI has a power to

grant extension of time to the Acquirer and PACs for payment of consideration to shareholders subject to the Acquirer and PACs agreeing to pay interest to the shareholders for delay in payment of consideration beyond 21.04.2015.

- 8.12** Payment of consideration will be made by crossed account payee cheques /demand drafts / pay orders / through ECS mode of payment and will be sent by registered post, to those shareholders / unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirer and PACs in part or in full except in case of joint holders, cheques / demand drafts/ pay orders/ECS Credit, in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques / demand drafts / pay orders. In order to get payment through ECS mode shareholders are requested to provide their Bank Details like Account Number, Name of the Bank and its address, IFSC Code of Bank etc.
- 8.13** In case the shares tendered in the Offer by the shareholders of NEIL are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of regulation 21(6) of the Regulations on a proportionate basis.
- 8.14** Unaccepted share certificates, transfer forms & 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 Demat Form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owners.
- 8.15** The Registrar to the Offer will hold in trust the Share Certificates, shares lying in credit of the Special Depository Account, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form/s on behalf of the shareholders of NEIL who have accepted the Offer, till the Cheques/Drafts for the consideration and/or the unaccepted shares/share certificates are despatched/returned.
- 8.16** In case any person has lodged shares of NEIL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 8.6 above together with the acknowledgement of lodgment of shares for transfer. Such persons should also instruct NEIL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.
- 8.17** In case any person has tendered his physical shares in NEIL for dematerialization & such dematerialization has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialization request form acknowledged by shareholders DP. Such shareholders should ensure the credit of the shares to the special depository account on or before the Offer closing date.
- 8.18** In case the shareholder has already sold his Shares, he may kindly forward this Offer document to the transferee or to the broker through whom the shares were sold.
- 8.19** In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered upto three working days prior to the date of closure of the Offer by submitting the documents as specified below, so as to reach the Registrar to the Offer on or before 30.03.2015. The withdrawal can be exercised by submitting Form of Withdrawal enclosed with Letter of Offer. In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making plain paper application along with the following details:
- In case of physical shares: Name, address, distinctive numbers, folio nos., number of shares tendered / withdrawn.
 - In case of dematerialised shares: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account.
- 8.20** The Acquirer and PACs undertake to pay interest pursuant to Regulation 22(12) to the shareholders for the delay, if any, in payment of consideration.
- 8.21** The shares withdrawn by the shareholders, if any would be returned by registered post, in case of physical shares.

9. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, M/s. Gretex Corporate Services Private Limited at 19B, B.B. Ganguly Street, 2nd Floor, Kolkata-700012 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from 18.03.2015 to 06.04.2015.

- i)** Memorandum & Articles of Association of NEIL INDUSTRIES LIMITED along with Certificate of Incorporation.
- ii)** Audited Annual Reports for the year ended 31st March 2012, 31st March 2013, 31st March 2014 of M/s NEIL Industries Ltd. and for the 6 months period ended 30th September 2014.
- iii)** Certificate dated 10.10.2014 from Mr. Neeraj Agarwal, Partner of M/s Neeraj& Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) Chartered Accountants having office at 7/109,Swaroop Nagar, Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in, certifying the Net worth of Acquirer and PACs.
- iv)** Certificate dated 07.03.2015 from Mr. Neeraj Agarwal, Partner of M/s Neeraj& Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) Chartered Accountants having office at 7/109,Swaroop Nagar,Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in, certifying the Net worth of Acquirer and PACs.
- v)** Certificate dated 10.10.2014 from Mr. NeerajAgarwal, Partner of M/s Neeraj& Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) Chartered Accountants having office at 7/109,Swaroop Nagar,Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in that sufficient resources are available with the Acquirer and PACs for fulfilling the obligations under this "Offer" in full.
- vi)** Certificate dated 07.03.2015 from Mr. NeerajAgarwal, Partner of M/s Neeraj& Associates, Chartered Accountants, (Firm Registration No: 004922C and Membership No: 073738) Chartered Accountants having office at 7/109,Swaroop Nagar,Kanpur, Contact No: 91-9935111439, Email id: neeraj.agarwal05@yahoo.in that sufficient resources are available with the Acquirer and PACs for fulfilling the obligations under this "Offer" in full.

- vii) Certificate dated 13.10.2014 from Mr. Jayshanker gupta, Proprietor of M/s. Jay & Co. (Membership No. 059535) Firm Registration No : 323927E, Chartered Accountants having its office at 22, Muktaram Babu Street, 1st Floor, Kolkata , West Bengal, 700007 Telefax : (033) 2269-6087, E-mail : jayshankergupta@gmail.com relating to the fair value of the equity shares of the Target Company as per Regulation 20(5) of the Regulations.
- viii) Letter from Corporation Bank dated 17th October, 2014 and 10th January,2015 confirming the cash deposit kept in the Escrow Account.
- ix) The copy of Escrow agreement entered into between the Acquirer and PACs, Corporation Bank, Kanpur-Swaroop Nagar Branch No. 7/111 A Swaroop Nagar Kanpur - 208 002 ('Escrow Banker') and the Manager for opening of Escrow Account
- x) Copy of the Public Announcement dated 20.10.2014, Corrigendum to the Public Announcement dated 21.10.2014, Corrigendum to the Public Announcement dated 09.03.2015 and Corrigendum to the Public Announcement dated 11.03.2015
- xi) Copy of the Memorandum of Understanding between the Acquirer and PACs & the Manager to the Offer, dated 25.09.2014.
- xii) Copy of the MOU dated 20.08.2009, which resulted into trigger the Open Offer.
- xiii) Copy of MOU dated 14.10.2014 between Acquirer along with PACs and RTA.
- xiv) Copy of Listing Approval dated 05.02.2015.
- xv) Copy of SEBI letter no. CFD/DCR2/RK/OW/6739/2015 dated 05th March,2015 issued in terms of proviso to the regulation 18(2) of the regulations.

10. DECLARATION BY THE ACQUIRER AND PACS:

The Acquirer and PACs and its directors accept full responsibility for the information contained in this letter of Offer and also for their obligations as laid down in Regulation No 22(6) of the Regulations.

On Behalf of: Acquirer & PACs

Sd/-

Mr. Arvind Kumar Mittal

Place: Kolkata

Date: 11/03/2015

Attached: Form of Acceptance cum Acknowledgement & Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
M/s.Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhala Industrial Estate,
Phase-I, New Delhi- 110 020

Date:

OFFER	
Opens on	March 18, 2015
Closes on	April 06, 2015
Last date of Withdrawal	March 30, 2015

Dear Sir,

Subject: Open Offer by Mr. Arvind Kumar Mittal (hereinafter referred to as "The ACQUIRER") together with Arvind Kumar Mittal (HUF), Neeraj Kumar Mittal (HUF), Mrs. Deepa Mittal, Mrs. Reshu Mittal (hereinafter referred to as "THE PACs") to the shareholders of Neil Industries Limited ("Target Company" or "NEIL") to acquire from them upto 3910640 equity shares of Rs. 10/- each representing 20% of the equity and voting share capital of NEIL @ Rs. 31.79/-per fully paid-up equity share.

I/We refer to the Letter of Offer dated 11.03.2015 for acquiring the equity shares held by us in NEIL INDUSTRIES LIMITED.

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES IN PHYSICAL FORM

I/We accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).	No. of shares
Total number of equity shares				

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer and PACs(s) gives the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer and PACs will pay the purchase consideration only after verification of the documents and signatures.

SHARES IN DEMATERIALIZED FORM

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my/our Shares as detailed below:

DP Name	DP ID	Client ID	No. of Shares	ISIN No.
Total number of shares				

I/We have done an off market transaction for crediting the Shares to the special account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.

I/We note and understand that the Shares would reside in the depository account opened for the purpose of this Offer until the time the Acquirer and PACs accepts the Shares and makes the payment of purchase consideration as mentioned in the Letter of Offer.

I/We confirm that the equity shares of NEIL INDUSTRIES LIMITED, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer and PACs to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer and PACs to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorise the Acquirer and PACs and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirer and PACs to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer and PACs to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer and PACs are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,

Signed and Delivered

	Full Names (s) of the holders	Address	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Place:

Date:

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I/we permit the Acquirer and PACs or the Manager to the Offer to make the payment of Consideration through Electronic Clearing Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify) : _____

Name of the Bank Branch: _____

Account Number: _____ IFSC Code of Bank-----

----- **Tear along this line** -----

Acknowledgement slip

Ledger Folio No. _____ DP ID _____ Client ID _____

Received from _____ an application for sale of _____ Equity Share(s) of NEIL INDUSTRIES LIMITED together with _____ share certificate(s) bearing Certificate Numbers _____ and _____ transfer deed(s)/ photocopy of "Off-market" delivery instruction duly acknowledged by the DP.

Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt

Signature of the official

FORM OF WITHDRAWAL
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

From:
 Name:
 Address:

OFFER	
Opens on	March 18,2015
Closes on	April 06,2015
Last date of Withdrawal	March 30,2015

Tel. No.
 Fax No.
 E-mail:

To,
M/s. Skyline Financial Services Pvt Ltd .
 D-153A, 1st Floor, Okhala Industrial Estate,
 Phase-I, New Delhi- 110 020
 Dear Sir,

Subject: Open Offer by Mr. Arvind Kumar Mittal (hereinafter referred to as "The ACQUIRER") together with Arvind Kumar Mittal (HUF), Neeraj Kumar Mittal (HUF), Mrs. Deepa Mittal, Mrs. Reshu Mittal (hereinafter referred to as "THE PACs") to the shareholders of Neil Industries Limited ("Target Company" or "NEIL") to acquire from them upto 3910640 equity shares of Rs. 10/- each representing 20% of the equity and voting share capital of NEIL @ Rs. 31.79/-per fully paid-up equity share.

We refer to the Letter of Offer dated 11.03.2015 for acquiring the equity shares held by me/us in NEIL INDUSTRIES LIMITED. We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/We further authorize the Acquirer and PACs to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk. We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirer and PACs /Manager to the Offer/ Registrar to the Offer.

We note that this Form of Withdrawal should reach the Registrar to the Offer before the last date of withdrawal i.e 30.03.2015. We note that the Acquirer and PACs /Manager to the Offer/ Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialized form in the DP Account due to inaccurate / incomplete particulars / instructions.

We also note and understand that the Acquirer and PACs will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the depositories from time to time.

SHARE HELD IN PHYSICAL FORM

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Shares
			From	To	
Total number of shares					

SHARES HELD IN DEMAT FORM

We have tendered the shares in the offer which was done in an off market transaction for crediting the shares to the **"SKYLINE-NEILIND-OPEN OFFER - ESCROW DEMAT ACCOUNT"** as per the following particulars:

DP ID : 12018902
 DP Name : B R Jalan Securities Private Limited
 Client ID : 00033850

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I/We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialised shares, I/We confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,
 Signed and Delivered

	Full Names (s) of the holders	Address	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all shareholders must sign. A corporate body must sign under its official name. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance cum Acknowledgement. Applicants are requested to clearly mark the envelope with the words "NEIL INDUSTRIES LIMITED Open Offer" while sending the documents to the registrar to the offer. All future correspondence, if any, should be sent to the registrar to the offer, **Skyline Financial Services Pvt Ltd.** (unit: NEIL INDUSTRIES LIMITED), at their aforesaid address.

Place: _____ Date: _____
 ----- TEAR HERE -----

ACKNOWLEDGEMENT RECEIPT

Received Form of Withdrawal from Mr./ Mrs./Ms. -----
 Folio No. ----- DP ID ----- Client ID NO. -----Number of shares
 tendered -----Number of share withdrawn -----

Stamp of Registrar

Signature of official

Date of Receipt