December 3, 2012

BRFL
Bombay Rayon Fashions Ltd.

Notice of Offer for Sale of equity shares by Promoter through stock exchange mechanism

Pursuant to Clause 5(b) of the Circular No. **CIR/MRD/DP/** 18 /2012 dated July 18, 2012 issued by the Securities & Exchange Board of India ("**SEBI**" and such circular "**SEBI Circular"**), we wish to inform you that the We Bombay Rayon Fashions Limited, (the "**Seller**"), proposes to sell 54,29,722 equity shares representing of the face value of Rs 10 each of STI India Limited (the "**Company**" and such shares as "**Sale Shares**") aggregating to 18.72% of the total paid up share capital of the Company on December 5, 2012 through an offer for sale on the separate window provided for this purpose by BSE Limited under Notice No. 20120727-26 dated July 27, 2012 issued by the BSE Limited

The information required to be announced under Clause 5(b) of the Circular is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1.	Name of the Seller (Promoter/Promoter Group)	Bombay Rayon Fashions Limited
2.	Name of the company whose shares are proposed to be sold and ISIN	STI India Limited ISIN - INE090C01019
3.	Name of the stock exchange where orders shall be placed	BSE Limited ("**BSE**")
4.	Name of the designated stock exchange	BSE
5.	Date and time of the opening of the Sale	The Sale shall take place at the separate window of BSE and shall commence on December 5, 2012, at 9:15 AM
6.	Date and time of closing of the Sale	The Sale shall take place at the separate window of BSE and shall close on December 5, 2012, at 3:30 PM

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7.	Allocation methodology	The allocation shall be on "price priority" basis at multiple clearing prices the (Clearing Prices") in accordance with SEBI Circular. A minimum of 25% of the equity shares in the Sale shall be reserved for mutual funds registered with the Securities and Exchange Board of India under the SEBI (Mutual Funds) Regulations, 1996 and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, subject to receipt of valid bids/orders above the Floor Price on the price priority method at multiple clearing prices basis. In the event of any under subscription by mutual funds and insurance companies as mentioned aforesaid, the unsubscribed portion shall be available to the other bidders. No single bidder other than mutual funds registered with the Securities and Exchange Board of India under the SEBI (Mutual Funds) Regulations, 1996 and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 shall be allocated more than 25% of the shares in the Sale.
8.	Total number of equity shares being offered in the Sale	54,29,722 (Fifty Four Lacs Twenty Nine Thousand Seven Hundred Twenty Two) equity shares of the Company with a face value of Rs 10 each ("**Sale Shares**")
9.	Maximum number of shares the Seller may choose to sell over and above made at point 8 above	Nil
10.	Name of the broker on behalf of the Seller	**Anand Rathi Share and Stock Brokers Limited**
11.	Date and time of declaration of Floor Price (if Seller chooses to disclose it to the market)	The Seller shall declare the Floor price *for* the Sale on December 4, 2012, after the close of trading hours of the stock exchanges and not later than 6 PM. Any order below the Floor Price shall not be accepted and

	Or A declaration to the effect that the Floor price will be submitted to designated stock exchange in a sealed envelope for disclosure post offer	will not be considered for allocation.
12.	Conditions for withdrawal of the Sale	The Seller reserves the right to not to proceed with the Sale at any time prior to opening of the Sale. In such a case there will be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale on the stock exchange is made again. The Stock Exchange shall suitably disseminate details of such withdrawal.
13	Conditions for cancellation of the Sale	In the event (i) the aggregate number of other received in the sale at or above the Floor Price is less than the total number of Sale Shares offered under paragraph 7 of this Notice; or (ii) of a default in settlement obligations, the Seller reserves the right to either conclude the Sale to the extent of valid binds or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.

Important Information

Condition for participating in the Sale

The Stock Exchanges will collect 100% of the order value in cash from non-institutional investors at the order level for every buy order/bid. Institutional investors shall have an option to pay either 25% of the order value or 100% of the order value in cash at the order level for every buy order/bid. Such funds shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.

Modification or cancellation of orders/bids will be allowed during the duration of the offer only for bids for which 100% upfront margin has been received by the Stock Exchanges. No modification or cancellation of the orders/bids shall be allowed during the last 60 minutes of the duration of the offer.

Buyers shall also be liable to pay any other fees, as may be levied by the Stock Exchange, including Securities Transaction Tax. Multiple orders from a single buyer shall be permitted.

In case of institutional trades, the custodian shall conclude the confirmation of bids with the available funds not later than the end of the half an hour post close of session.

In the event of default in pay-in an amount of 10% of the bid value shall be forfeited as a penalty and shall be credited to the Investor Protection Fund. The balance amount shall be returned to the bidder.

Other important information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) who makes a bid (each a **"Bidder"**) and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be filed with any regulatory authority within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956 or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India, the Securities and Exchange Board of India (**"SEBI"**), the Stock Exchanges or any other regulatory or listing authority in India or abroad, under the Companies Act, 1956, as amended, and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on the SEBI Circular issued by SEBI and subject to the circulars, rules and regulations of the Stock Exchanges. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information together with the information contained in this Notice, and any information available on the Stock Exchanges or with SEBI previously published by the Company. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (**"Other Jurisdiction"**) in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction.

This Notice is not for publication or distribution in the United States of America, and is not an offer for sale within the United States of America of any securities of the Company. The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the **"Securities Act"**) and may not be offered or sold in the United States of America absent registration under the Securities Act or an applicable exemption from the registration requirements. The Sale Shares will be offered within United States of America only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) or outside the United States of America in reliance upon Regulation S under the Securities Act. Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with Securities Act.

By submitting a bid in connection with the Sale or receiving the Sale Shares, Bidders will be deemed to have read and understood this Notice in its entirety and to be accepting of the terms and conditions set out in this Notice.

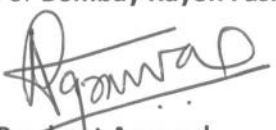
By submitting a bid in connection with the Sale or receiving the Sale Shares, buyers will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that they are, and at the time the Sale Shares are purchased, will be, the

beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and either (i) located outside the United States of America and purchasing such Sale Shares in reliance upon Regulation S or (ii) a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act).

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (c) offered or will offer and sell the Sale Shares except outside the United States of America in reliance upon Regulation S or within the United States of America to persons reasonably believed to be a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act).

Thanking You,

Yours faithfully
For **Bombay Rayon Fashions Limited**



Prashant Agrawal
Managing Director