

JAGSON AIRLINES LIMITED

Regd. Office: 18 B, SDA Complex, Kasumpti, Shimla-171 009 (H.P.)

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS OF JAGSON AIRLINES LIMITED

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF JAGSON AIRLINES LIMITED

This Public Announcement (“PA”) is being issued by Mefcom Capital Markets Limited (hereinafter referred to as “the Manager to the Offer”) on behalf of Jagson International Limited (hereinafter referred to as “the Acquirer”) along with Mr. J. P. Gupta, Mr. Pradeep Gupta, Ms. Ravinder Hora, Gaurav Portfolio Private Limited and Gagar Holdings Limited (hereinafter referred to as “Persons Acting in Concert” or “PACs”), pursuant to and in compliance with Regulations 11(2) and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 [SEBI (SAST) Regulations] and subsequent amendments thereto.

BACKGROUND TO THE OFFER

1. The Open Offer is being made by the Jagson International Limited, a company incorporated under the Companies Act, 1956 on August 23, 1988 as a public limited company and having its Registered Office at 5, Krishna Menon Lane, New Delhi - 110011 to the shareholders of Jagson Airlines Limited (hereinafter referred to as “the Target Company”). Jagson International Limited is the sole Acquirer under the Offer.
2. At its meeting held on April 28, 2007, the Board of Directors of the Target Company (“Board”) approved the issue of the Share Warrants to the Acquirer subject to approval of the Shareholders of the Target Company in a general meeting. The shareholders of the Target Company have vide a Special Resolution passed in terms of Section 81(1A) of the Companies Act, 1956, the SEBI (DIP) Guidelines, the provisions of the Memorandum and Articles of Association of the Target Company, the Listing Agreement and the guidelines issued by Reserve Bank of India (“RBI”), and all other concerned statutory and other authorities in this regard, at the Extra-ordinary General Meeting held on May 26, 2007 approved the issue and allotment of the share warrants up to 95,21,780 share warrants of Rs. 10/- each at a price not below Rs. 20.11 per share (inclusive of premium of Rs. 10.11) (hereinafter referred to as “the said Share Warrants”) aggregating to Rs. 19,14,82,996 for cash on Preferential Basis to M/s Jagson International Limited, Promoter Group.
3. The Acquirer alongwith PACs is making an offer to the shareholders of the Target Company to acquire up to 40,33,796 fully paid up equity shares of Rs.10/- each of the Target Company, representing 20% of paid-up equity share capital (post conversion) at a price of Rs. 20.11 (Rupees Twenty and Eleven paise only) per equity share (“the Offer Price”) payable in cash, subject to terms and conditions mentioned hereinafter (“the Open Offer or “Offer”) in pursuance of Regulations 11(2) and 12 of the SEBI (SAST) Regulations.

4. The Conversion Price for each Share Warrant has been determined in accordance with the provisions of the SEBI (DIP) Guidelines. As required under Clause 13.1.1 of the SEBI (DIP) Guidelines, the relevant date for the purpose of determining the minimum price at which the Equity Shares are to be issued upon conversion of the Share Warrants is April 26, 2007, being the date falling 30 days prior to the date of the shareholders meeting. The average of the weekly high and low of the closing prices of the equity shares of the Target Company on the BSE as per the certificate dated April 28, 2007 from the Statutory Auditors of the Target Company was: (a) Rs. 20.10 per share for the 6 months ended April 25, 2007, and (b) Rs. 17.08 per share for the 2 weeks ended April 25, 2007. Accordingly, the Conversion Price of Rs. 20.11 per Share Warrant is higher than the averages set out in sub-clauses (a) and (b) above.
5. The Share Warrants are convertible into the Equity Shares at anytime within 18 months from the date of allotment of the Share Warrants. The Acquirer proposes to convert the Share Warrants on 29th November, 2007. Regulation 14(2) of the SEBI (SAST) Regulations requires any acquirer, who has acquired convertible securities of any listed company which entitle him to voting rights in excess of the percentages specified in Regulation 10 or Regulation 11 of the SEBI (SAST) Regulations, to make a public announcement to acquire shares of such company not later than four working days before acquiring voting rights upon conversion of such securities. Since upon conversion his shareholding will constitute 68.73% of the Emerging Share Capital, which is more than the stipulated threshold limit of 55% as per Regulation 11(2) of the SEBI (SAST) Regulations and the Acquirer proposes to convert the Share Warrants on 29th November, 2007, this open offer is being made in compliance with Regulations 11(2) and 12 read with Regulation 14(2) of the SEBI (SAST) Regulations to acquire up to 40,33,796 equity shares of the Target Company (“Offer Shares”) constituting 20% of the Emerging Share Capital of the Target Company.
6. The shareholding pattern of the Target Company as on the date of this Public Announcement is as follows:

Shareholder Category	Number of Equity Shares of the Target Company	Percentage of Equity Capital (%)
Promoters		
JIL (Acquirer)	43,39,526	40.76
J. P. Gupta (PAC)	4,24,729	3.99
Pradeep Gupta (PAC)	34,831	0.33
Ravinder Hora (PAC)	14,340	0.13
Public	58,33,774	54.79
TOTAL	1,06,47,200	100

7. The shareholding pattern of the Target Company after the proposed conversion of Share Warrants into Equity Shares will be as follows:

Shareholder Category	Number of Equity Shares of the Target Company	Percentage of Equity Capital (%)
Promoters		
JIL (Acquirer)	1,38,61,306	68.73
J. P. Gupta (PAC)	4,24,729	2.11

Pradeep Gupta (PAC)	34,831	0.17
Ravinder Hora (PAC)	14,340	0.07
Public	58,33,774	28.92
TOTAL	2,01,68,980	100

8. There are no partly paid up shares issued by the Target Company.

THE OFFER

1. This Offer is being made by the Acquirer to all the shareholders of the Target Company (except the Acquirer and PACs) to acquire the Offer Shares. This Offer is being made pursuant to Regulations 11(2) and 12 of the SEBI (SAST) Regulations read with Regulation 14(2) of the SEBI (SAST) Regulations, consequent upon the proposed conversion of the Share Warrants into Equity Shares on 29th November, 2007. This Offer is being made to acquire Offer Shares at a price of Rs. 20.11 per fully paid up equity share of the Target Company, payable in cash in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned hereinafter.
2. The Acquirer holds 43,39,526 shares comprising 40.76% in the Target Company as on the date of this Public Announcement. The Acquirer will now hold 1,38,61,306 shares comprising 68.73% of the post conversion Share Capital in the Target Company, pursuant to the conversion of Share Warrants into Equity Shares. Upon completion of the Offer, assuming full acceptances, the Acquirer will hold 88.73% of the Emerging Share Capital of the Target Company.
3. The Manager to the Offer does not hold any shares of the Target Company as on the date of this Public Announcement.
4. Subject to the receipt of regulatory approvals and other terms and conditions as set out in this Public Announcement and the Letter of Offer to be sent to the shareholders of the Target Company, the Acquirer will acquire all the Offer Shares validly tendered pursuant to the Offer. However, if the aggregate of the valid response to the Offer exceeds the Offer size of 40,33,796 shares (representing 20% of the emerging voting capital) then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations.
5. Mr. J. P. Gupta, Mr. Pradeep Gupta, Ms. Ravinder Hora, Gaurav Portfolio Private Limited and Gagar Holdings Limited are deemed to be “Persons Acting in Concert or PACs” with the Acquirer within the meaning of Regulation 2(1)(e) of the SEBI (SAST) Regulations in relation to the Offer.
6. The Offer is not subject to any minimum level of acceptance.
7. This is not a competitive bid.

OFFER PRICE

1. Based on the trading volumes of the Target Company for the six months period ending on 31st October, 2007, the shares are frequently traded on the BSE within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations.
2. Since this Public Announcement is being made pursuant to the proposed conversion of Share Warrants into Equity Shares, there is no negotiated price paid by the Acquirer for acquiring shares of the Target Company.
3. The Shares of the Target Company are frequently traded. This Offer is being made at a price of Rs 20.11 per Share, being the price in terms of the applicable provisions of the Regulations. In accordance with Regulation 20(4) of the SEBI (SAST) Regulations, the Offer Price of Rs. 20.11 per share is higher than any of the following:

a.	Negotiated Price	Not applicable
b.	Highest Price paid by the Acquirer/PAC for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to Friday, 23rd November, 2007 (i.e. the date of Public Announcement)	Rs. 20.11
c.	The highest of the average of the weekly high and low of the closing prices for the equity shares of the Target Company for the 26 weeks period and the average of the daily high and low of the prices of the equity shares during the 2 weeks period prior to Friday, 23rd November, 2007 (i.e. the date of Public Announcement)	Rs. 19.72

INFORMATION ABOUT THE ACQUIRER AND PACs:

I. Acquirer

1. Jagson International Limited

2. Jagson International Limited having its Registered Office at 5, Krishna Menon Lane, New Delhi-110011 was incorporated on August 23, 1988 as a public limited company and commenced its operations on 23rd September, 1988.
3. Acquirer is an unlisted company.
4. Mr. J. P. Gupta, Ms. Ravinder Hora, Mr. Pradeep Gupta and Mr. Hari Chand Babu are the directors of the Acquirer.
5. Gagar Holdings Limited and Gaurav Portfolio Private Limited are its two subsidiaries.
6. The Acquirer is one of the Promoters of the Target Company and acquirer is also one of the companies of Jagson Group which has been promoted by Mr. J. P. Gupta. The Acquirer is one of the few Indian privately run majors to enter off-shore drilling in Oil And Natural Gas exploration

sector since the Government introduced an Open Door Policy. The Acquirer is the Importer of Bop, Mud System, Cat Engines Cementing Unit, Water Maker, Drill Pipe X-overs, Rollars etc., and Oil & Gas Field Equipments.

7. By virtue of conversion of 95,21,780 Share Warrants into Equity Shares, the Acquirer will hold more than half of the nominal capital of the Target Company i.e. 68.73% thereby becoming the Holding Company of the Target Company.
8. The paid up equity share capital of the Acquirer as on the date of Public Announcement is Rs. 38,09,03,770 comprising of 3,80,90,377 shares of Rs. 10/- each fully paid up.
9. Financial Information of the Acquirer based on their Audited Annual Accounts is as follows:

(Rs. in lakhs)

	Year ended 31st March			Quarter ended 30-06-2007 (Unaudited)*
	2005 (Audited)	2006 (Audited)	2007 (Audited)	
1) Total Income	* 2794.27	* 3195.73	* 3242.23	1291
2) Net profit	518.19	449.03	395.22	487
3) Paid-up Equity Capital	3809.04	3809.04	3809.04	3809.04
4) Reserves & Surplus**	12405.52	12954.55	12683.61	13170.61
5) EPS (Basic & Diluted) (Rs.)	1.36	1.18	1.04	***1.28
6) Book Value per Share (Rs.)	44.99	46.04	44.94	36.55
7) Return on Net Worth (%)	3.2	2.7	2.4	2.87

* Total Income during the year ended 31st March, 2005, 31st March, 2006 and 31st March, 2007 include the profit on sale of investments amounted to Rs. 355.20 Lakhs, 0.22 Lakhs and 62.07 Lakhs respectively.

** Reserves and surplus has been taken excluding revaluation reserve.

*** The EPS for the quarter ended 30th June, 2007 has been annualized.

II. PACs

1. **Mr. J. P. Gupta**, aged 64 years, is the son of Late Shri Mange Lal Gupta and is residing at B-2/11, Safdarjung Enclave, New Delhi. He is the promoter of both the Acquirer and the Target Company holding 3.99% shares in the Target Company. He is on the Board of Directors of both the Acquirer and the Target Company.
2. **Mr. Pradeep Gupta**, aged 35 years, is the son of Mr. J. P. Gupta and is residing at B-2/11, Safdarjung Enclave, New Delhi. He is one of the promoters of the Target Company and also is the Director and Promoter of the Acquirer.
3. **Ms. Ravinder Hora**, aged 51 years, is the daughter of Mr. I. S. Hora and is residing at K-48, Jungpura Extension, New Delhi. She is the promoter of the both the Acquirer and the Target Company. She is on the Board of Directors of both the Acquirer and the Target Company.

4. **Gagar Holdings Limited** is one of the Subsidiaries of the Acquirer incorporated on 16th April, 1982 with the main object to invest, buy, sell, transfer, hypothecate, deal in and dispose of any shares, stock, debentures, whether perpetual or redeemable debenture, debenture stock, securities, properties of any other company including securities, of any Government, Local Authority, bonds and certificate. The Registered office of the Company is at 3rd Floor, Flat No. 3-F, Vandana Building, 11, Tolstoy Marg, New Delhi-110001.
The Board of Directors comprises of:
 - i. Mr. Sardar Singh Mudgil
 - ii. Mr. J. P. Goel
 - iii. Mr. Sunil Arora

5. **Gaurav Portfolio Private Limited** is another subsidiary of the Acquirer. It was incorporated on 13th June, 1986 with the main object to carry on the business of a leasing and hire purchase company and to acquire or to provide on lease or to be provided on hire purchase basis all types of industrial and office equipments. The Registered office of the Company is at 3rd Floor, Flat No. 3-H, Vandana Building, 11, Tolstoy Marg, New Delhi-110001.
The Board of Directors comprises of:
 - i. Mr. Sardar Singh Mudgil
 - ii. Mr. J. P. Goel
 - iii. Mr. Sunil Arora

6. **Mr. J. P. Gupta and Ms. Ravinder Hora**, directors of the Target Company, represent the Acquirer. They shall abstain themselves and not participate in any matter(s) concerning or relating to the offer including any preparatory steps leading to the offer. There is no other person on the Board of the Target Company representing the Acquirer.

INFORMATION ABOUT THE TARGET COMPANY

1. **Jagson Airlines Limited**

2. Jagson Airlines Limited, having its Registered Office at 18B, S.D.A. Complex Kasumpti, Shimla, Himachal Pradesh 171 009 was incorporated on 3rd January, 1994 and commenced its operations on 13th January, 1994 with the main object to carry on the business of Airlines operators for transporting passengers, mail cargo, and/or freight to serve Indian Travelling Public and International Tourist Traffic.

3. The Target Company is promoted by Mr. J. P. Gupta, Mr. Pradeep Gupta, Ms. Ravinder Hora, and Jagson International Limited.

4. As on the date of this Public Announcement, there are no partly paid up shares issued by the Target Company.

5. As on the date of this Public Announcement, the Board is comprised of 5 directors viz. Mr. J. P. Gupta, Ms. Ravinder Hora, Mr. Sardar Singh Mudgil, Mr. Bhuvi Kant and Mr. A. S. Kalkat.

6. There has been no change in the name of the Target Company since incorporation.

7. The total paid up share capital of the Target Company as on the date of this Public Announcement is Rs. 10,64,72,000 comprising of 1,06,47,200 fully paid up equity shares of Rs. 10/- each.
8. As mentioned earlier, the Target Company has issued 95,21,780 share warrants to the Acquirer on a preferential basis at Rs. 20.11/- per share payable in cash. The post conversion paid up share capital of the Target Company will be Rs. 20,16,89,800.
9. The equity shares of the Target Company are listed on Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.
10. Financial Information of the Target Company based on their Audited Annual Accounts is as follows:

(Rs. in lakhs)

	Year ended 31st March			Quarter ended 30-06-2007 (Unaudited)*
	2005 (Audited)	2006 (Audited)	2007 (Audited)	
1) Total Income	*666.75	980.98	2107.48	443.75
2) Net profit / (Loss)	85.56	33.40	(551.68)	15.87
3) Paid-up Equity Capital	1064.72	1064.72	1064.72	1064.72
4) Reserves & Surplus	99.70	133.10	133.10	148.97
5) EPS (Basic & Diluted) (Rs.)	0.80	0.31	-	**0.60
6) Book Value per Share (Rs.)	11.08	11.53	5.68	5.10
7) Return on Net Worth (%)	7.35	2.79	-	1.31
8) PE Multiple	29.94	103.71	-	31.75

* Total Income during the year ended 31st March, 2005 includes a profit on sale of investments amounted to Rs. 53.95 Lakhs.

** The EPS for the quarter ended 30th June, 2007 has been annualized.

REASON FOR THE OFFER AND FUTURE PLANS ABOUT TARGET COMPANY

1. The Offer is being made consequent upon the proposed conversion of Share Warrants into Equity Shares resulting in substantial acquisition of shares and voting rights by the Acquirer in the Target Company accompanied with change in control or management thereof.
2. The Acquirer is one of the promoters in the Target Company. The Acquirer holds 43,39,526 shares comprising 40.76% in the Target Company. Pursuant to the conversion of Share Warrants into Equity Shares, the Acquirer will now hold 1,38,61,306 Shares comprising 68.73% of the post conversion Share Capital in the Target Company. Upon completion of the Offer, assuming full acceptances, the Acquirer will hold 88.73% of the Emerging Share Capital of the Target Company. Therefore, pursuant to this Open Offer, the Acquirer will acquire control over the Target Company. The Acquirer will have an ability to influence major decisions with respect to the business and management of the Target Company. The Acquirer does not have any plans to make any major change to the existing lines of business of the Target Company or to dispose off or otherwise, encumber any assets of the Target Company in the next 24 months, except in the ordinary course of business of the Target Company. It will be the discretion of the Board to take

appropriate decision in these matters as per the requirements of the business and in line with opportunities from time to time. Such steps shall be in compliance with applicable provisions of the SEBI (SAST) Regulations, Companies Act, 1956, and/or other applicable laws at the relevant time and will be subject to prior approval of shareholders of the Target Company, wherever required.

Further, during the said period of 24 months, the Acquirer undertakes not to sell, dispose of or otherwise, encumber any substantial assets of the Target Company, except with the prior approval of the shareholders of the Target Company.

STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

1. Approval from RBI for acquiring shares from Non-Resident shareholders of the Target Company shall be procured as and when necessary.
2. The Acquirer will make the necessary applications to, and filing with, the requisite authorities to obtain the statutory approval described above.
3. To the best of the Acquirer's knowledge, as on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer other than the approval specified above. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals. The Acquirer will have the right not to proceed with the Offer in the event that the statutory approvals indicated above are refused in terms of Regulation 27 of the SEBI (SAST) Regulations.
4. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders of the Target Company, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of the willful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.
5. To the best of its knowledge, the Acquirer does not require any approvals from any financial institutions or banks for the Offer.

CONTINUOUS LISTING

1. As per the listing agreement with the Stock Exchanges, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.
2. Pursuant to the Offer, the public shareholding of the Target Company is expected to fall to less than 25% of the Emerging Share Capital of the Target Company, therefore the Acquirer agrees to increase public shareholding to 25% within such period as may be approved by BSE but not exceeding two years from the said date, through issuance of shares to public through prospectus

or an offer for sale or by sale of shares held by promoters through the secondary market, such number of shares so as to satisfy the listing requirements.

FINANCIAL ARRANGEMENTS

1. The total requirement of funds (assuming full acceptance of the Offer) for the acquisition of 40,33,796 equity shares of the Target Company at a price of Rs. 20.11 per share would amount to Rs. 8,11,19,650/- (Rupees Eight Crores Eleven Lakhs Nineteen Thousand Six Hundred Fifty Only).
2. The Acquirer and Kotak Mahindra Bank Ltd having its Registered Office at Nariman Bhavan, Nariman point, Mumbai acting through its branch office at New Delhi, India, (hereinafter referred to as the "Escrow Bank") have entered into an Open Offer Escrow Agreement (the "Escrow Agreement") in accordance with Regulation 28 of the SEBI (SAST) Regulations whereby the Acquirer has, inter alia, made a cash deposit ("Security Deposit") of Rs. 8,11,200 (Rupees Eight Lakhs Eleven Thousand Two Hundred Only) (being more than 1% of the Maximum Consideration) in an escrow account with Kotak Mahindra Bank Ltd ("Escrow Account"). The Manager to the Offer has been duly authorised by the Acquirer to realise the value of the escrow account in terms of the SEBI (SAST) Regulations.
3. By way of security for performance of its obligations under the SEBI (SAST) Regulations, an unconditional, irrevocable and on demand bank guarantee ("Bank Guarantee") dated 20th November, 2007 has been issued on behalf of the Acquirer in terms of Regulation 28 of the SEBI (SAST) Regulations by State Bank of India, Trade Finance CPC, C Block, 7th Floor, 11, Parliament Street, New Delhi. The Guarantee issued in favour of the Manager to the Offer, is valid until 15th February, 2008 and is for a sum of Rs. 2,02,80,000 (Rupees Two Crores Two Lakhs Eighty Thousand Only) which is more than 25% of the value of the total consideration payable under the Open Offer (assuming full acceptances). The Manager to the Offer has been duly authorized to realize the value of the Bank Guarantee in terms of the SEBI (SAST) Regulations.
4. Firm arrangement for financial resources required to implement the offer is already in place. The Acquirer has made firm arrangements for financing the acquisition of equity shares under the Offer out of their internal resources. Mr. Sanjay Mehra, Proprietor of Sanjay Kailash and Associates, Chartered Accountants (Membership Number-91866), having office at A-2/131, Rajouri Garden, New Delhi - 110027 Tel.: 25764974 has certified vide a certificate dated 9th October, 2007 that the Acquirer has adequate resources to meet the financial requirements of the Offer.
5. The Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

OTHER TERMS OF THE OFFER

1. Since it is not a conditional Offer, the offer is not subject to any minimum level of acceptance.

2. However, if the aggregate of the valid response to the Offer exceeds the Offer size of 40,33,796 shares (representing 20% of the emerging voting Capital) then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations.
3. The shares of the Target Company are compulsorily traded in dematerialised form. Hence, the minimum acceptance will be of 1 (One) share.
4. The Letter of Offer together with Form of Acceptance cum Acknowledgement and Form of Withdrawal will be mailed to all the shareholders of the Target Company (except the Acquirer and PACs), whose names appear in the Register of Members of the Target Company and the beneficial owners of the equity shares of the Target Company whose names appear on the beneficial records of the respective Depositories, at the close of business on 17th December, 2007 (“the specified date”).
5. All the shareholders (except the Acquirer and PACs), who own the equity shares of the Target company anytime before the closure of the Offer are eligible to participate in the Offer.
6. The shareholders, who wish to tender their equity shares held in physical forms, will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) / Advice(s) duly signed to the Registrar to the Offer at the address mentioned below either by hand delivery or by Registered Post on or before the close of the Offer i.e. 24th January, 2008, in accordance with the instructions contained in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.
7. The Registrar to the Offer on behalf of the Acquirer has opened a special depository account as detailed below:

Depository	National Securities Depository Limited
Account Name	RCMC A/c JAL-Open Offer Escrow A/c
Depository Participant	PNR Securities Limited
DPID	IN301241
Client ID	10020338

8. The shareholders (registered and unregistered), who do not receive the Letter of Offer can send their applications in writing so as to reach the Registrar to the Offer on or before the close of the Offer i.e. 24th January, 2008 on a plain paper stating the name, address, number of equity shares held, distinctive numbers, folio number, number of equity shares offered along with the original share certificate(s), duly signed transfer deed(s) and in case of unregistered shareholders also the original contract note issued by the broker through whom equity shares were acquired.
9. Beneficial owners (holders of equity shares in dematerialised form), who wish to tender their equity shares, will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instructions in “off market” mode or counterfoil of the delivery instructions in “off market” mode, duly acknowledged by the Depository Participant (DP), in favour of the special depository account, to the Registrar to the Offer either by hand delivery or by Registered Post and ensure the credit of their shares in favour of the special depository

account on or before the close of the Offer, i.e. 24th January, 2008 , in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

10. The shareholders of the Target Company who wish to avail themselves of accepting the Offer can deliver the Form of Acceptance cum Acknowledgement along with all the relevant documents at the collection centre mentioned below in accordance with the procedure as set out in the Letter of Offer. The centre mentioned herein below will be opened as follows:

Address of Collecting Centre	Contact Person	Telephone Number	Fax Number	Mode of Delivery
RCMC Share Registry Pvt. Ltd. B-106, Sector-2, Noida-201301 U.P.	Mr. Rakesh Adhana	0120-4015880	0120-2444346	Hand Delivery/ Registered Post

Collection Timings for the location mentioned above will be 10.00 a.m. to 1.00 p.m. & 2.00 p.m. to 5.00 p.m. from Monday to Friday and 10.00 a. m. to 1.00 p.m. on Saturday.

11. Applications in respect of shares that are the subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these shares are not received together with the shares tendered under the Offer.
12. No indemnity is required from the unregistered shareholders.
13. Pursuant to Regulation 22(5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three (3) working days prior to the closing date of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions given below, so as to reach the Registrar to the Offer at the collection centre mentioned above as per the mode of delivery indicated therein on or before 21st January, 2008.
- (i) The withdrawal option can be exercised by submitting the Form of Withdrawal, which is enclosed with the Letter of Offer.
- (ii) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
- In case of physical shares: name, address, distinctive numbers, folio number, number of shares tendered; and
 - In case of dematerialised shares: name, address, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the 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 special depository account.

14. The Registrar to the Offer will hold in trust the shares / share certificates, shares held 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 the Target Company who have accepted the Offer, until the cheques / drafts for the consideration or the unaccepted shares / share certificates are dispatched / returned.
15. The Letter of Offer along with Form of Acceptance cum Acknowledgement and Form of Withdrawal will also be available on SEBI's website <http://www.sebi.gov.in> and can be downloaded and used as an application for tendering / withdrawing the equity shares.
16. Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post / speed post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder. Unaccepted shares held in dematerialised form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.
17. While tendering the shares under the Offer, NRI / OCB / Non-domestic companies / Other persons who are not resident in India will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered. While tendering shares under the Offer, NRI / OCB / Non-domestic companies / Other persons who are not resident in India will be required to submit a No Objection Certificate / Tax Clearance Certificate from the Income Tax authorities, under the Income Tax Act, 1961 (the "Income Tax Act"), indicating the rate at which the tax has to be deducted by the Acquirer before remitting the consideration. In case the aforesaid No Objection Certificate / Tax Clearance Certificate is not submitted, the Acquirer 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.
18. The securities transaction tax will not be applicable to the shares accepted under the Offer.
19. The consideration for the equity shares accepted by the Acquirer will be paid by crossed account payee cheques / demand drafts.
20. A schedule of some of the major activities for the Offer is given below:

Activity	Date	Day
Specified Date	17th Dec., 2007	Monday
Last date for a Competitive bid	14th Dec., 2007	Friday
Letter of Offer to be posted to shareholders	26th Dec., 2007	Wednesday
Date of Opening of the Offer	3rd Jan, 2008	Thursday
Last date for revising the Offer Price / number of shares	15th Jan, 2008	Tuesday
Last date for withdrawal of acceptance by shareholders	21st Jan, 2008	Monday
Date of Closing of the Offer	24th Jan, 2008	Thursday
Date of communicating rejection / acceptance and payment of consideration for applications accepted	8th Feb, 2008	Friday

** Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the shares of the Target Company (except the Acquirer and PACs) are eligible to participate in the Offer anytime before the closing of the Offer.*

GENERAL

1. Shareholders of the Target Company who have accepted the Offer by tendering the requisite documents, in accordance with the terms of this Public Announcement and the Letter of Offer, shall have the option to withdraw acceptance tendered by them up to three (3) working days prior to the date of closing of the Offer i.e. 21st January, 2008, in terms of Regulation 22(5A) of the SEBI (SAST) Regulations.
2. If the Acquirer decides to make upward revision in the Offer Price in accordance with Regulation 26 of the Regulations, such upward revision will be made not later than 15th January, 2008 (being seven working days prior to the date of closure of the Offer). Such revisions / amendments would be effected by making a Public Announcement in the same newspapers in which the original Public Announcement is being made and the revised price shall be payable to all the shareholders of the Target Company whose shares are accepted under the Offer.
3. If there is a withdrawal of the Offer by the Acquirer, the same will be informed by way of a Public Announcement in the same newspapers in which this Public Announcement has appeared.
4. **If there is a competitive bid:**
 - i. **The public offers under all the subsisting bids shall close on the same date.**
 - ii. **As the Offer Price cannot be revised during seven (7) working days prior to the closing date of the Offer / Bids, it would, therefore, be in the interest of the shareholders of the Target Company to wait until the commencement of that period to know the final offer price of each offer / bid and tender their acceptance accordingly.**
5. None of the Acquirer, PACs or the Target Company has been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992 and subsequent amendments made thereto.
6. This Public Announcement would also be available on the SEBI website <http://www.sebi.gov.in>.
7. Pursuant to Regulation 13 of SEBI (SAST) Regulations, Acquirer has appointed Mefcom Capital Markets Limited as the Manager to the Offer. As on the date of this Public Announcement, Mefcom Capital Markets Limited does not hold any shares of the Acquirer.
8. The Board of Directors of the Acquirer jointly and severally accepts the responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in SEBI (SAST) Regulations and subsequent amendments made thereto.

ISSUED BY THE MANAGER TO THE OFFER

REGISTRAR TO THE OFFER

Mefcom Capital Markets Limited
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E-mail: shares@rcmcdelhi.com
Contact Person: Mr. Rakesh Adhana

On Behalf of the Acquirer
JAGSON INTERNATIONAL LIMITED
5, Krishna Menon Lane, New Delhi - 110011

Place: New Delhi

Date: 23rd November, 2007