

DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF
SKYWEB INFOTECH LIMITED

Registered Office: 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019;
Tel No.: 011-41522023; and Fax: 011-23354134

Open Offer for acquisition upto 2,60,000 Equity Shares from the Shareholders of M/s. Skyweb Infotech Limited by Mr. Neetesh Gupta (“Acquirer”) along with Mr. Ashok Gupta (“PAC1”) and Mrs. Renu Gupta (“PAC 2”) (Hereinafter collectively referred to as “PACs”)

This Detailed Public Statement (“DPS”) is being issued by Corporate Professionals Capital Private Limited, the Manager to the Offer (“**Manager**”), on behalf of Mr. Neetesh Gupta (“**Acquirer**”) along with Mr. Ashok Gupta (“PAC1”) and Mrs. Renu Gupta (“PAC 2”)(Hereinafter referred to as“**PACs**”),in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (if any) (“**SEBI (SAST) Regulations**”) pursuant to the Public Announcement (“PA”) filed on November 11, 2014 with Delhi Stock Exchange Limited(“**DSE**”), Securities and Exchange Board of India (“**SEBI**”) and with Skyweb Infotech Limited(“**Target Company**” or “**TC**”) in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

ACQUIRER, PACs, TARGET COMPANY AND OFFER

Information about the Acquirer and Persons Acting in Concert (PACs):

Mr. Neetesh Gupta (“Acquirer”), S/o Mr. Ashok Gupta, R/o C5/15, Vasant Kunj, New Delhi- 110 070 holds Master’s Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector. He is the product head under Telecare Network India Private Limited, which produces mobile handsets with the brand name “Zen” Mobiles, one of the key Indian Mobile Phone Brands. The Net worth of Mr. Neetesh Gupta as on September 30, 2014 is ₹ 1,137.11 Lacs as certified by Mr. Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201, Abhinash Mansion, 82, Joshi Road, Karol Bagh, New Delhi – 110 005, email: info@spsassociates.org, vide certificate dated November 7, 2014. As on the date of PA, Acquirer does not holds any shares in the Target Company. The entities in which Acquirer holds the position of Director and entities promoted/controlled/managed by the Acquirer are as under:

Acquirer’s Directorship in Other Companies		
Name of the Company/ Firm	Designation	CIN
GDN Enterprises Private Limited	Director	U51909DL2010PTC209321
Pinewood Agencies Limited	Director	U74899DL1991PLC044677
Oneworld Teleservices Private Limited	Director	U64100DL2013PTC259070
Techtube Media Works Private Limited	Director	U22100DL2014PTC267494
Roots Network LLP	Designated Partner	AAA-5438

Companies/ Firms Promoted/ Controlled by Acquirer	
Name of the Company/ Firm	CIN
Telecare Network (India) Private Limited	U64202DL2003PTC119799
Mobiphone Network India Limited	U64202DL1996PLC082978
Vision Interiors (India)Private Limited	U45402DL2000PTC107624
GRA Enterprises Private Limited	U72300DL2007PTC168866
United Online India Private Limited	U72900DL2003PTC119792
Pinewood Agencies Limited	U74899DL1991PLC044677
GDN Enterprises Private Limited	U51909DL2010PTC209321
Ace Mobile Manufacturers Private Limited	U32200DL2012PTC236102
Techtube Media Works Private Limited	U22100DL2014PTC267494
Optimus Infracom Limited	L64200DL1993PLC054086

Mr. Ashok Gupta (“PAC1”), S/o Mr. Roop Chand Gupta, R/o C5/15, Vasant Kunj, New Delhi- 110 070 holds an experience of 32 Years in the business activities of Telecom Industry, import of mobile handset and accessories, Construction, and furniture & fixtures. Mr. Ashok Gupta has the quality of entrepreneurship and managerial skills. Hehas promoted various companies in the field of communication, telecom, construction and allied industries. He is the Chairman and Managing Director of Optimus Infracom Limited, a BSE Listed Company. The Net worth of Mr. Ashok Gupta as on September 30, 2014 is ₹ 2,652.31 Lacs as certified by Mr.Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201, Abhinash Mansion, 82, Joshi Road, Karol Bagh, New Delhi – 110 005, email: info@spsassociates.org, vide certificate dated November 7, 2014. As on the date of PA, Mr. Ashok Gupta holds 52,800 Equity Shares of the Target Company. The entities in which PAC1 holds the position of Director and entities promoted/controlled/managed by the PAC1 are as under:

PAC1’s Directorship in Other Companies		
Name of the Company/ Firm	Designation	CIN
Param Exports And Construction Private Limited	Director	U36911DL1979PTC009676
Mobiphone Network India Limited	Director	U64202DL1996PLC082978
Telexmax Links India Private Limited	Director	U64202DL2003PTC119423
My Mobile Infomedia Private Limited	Director	U72900DL2004PTC127955
Jaisalmer Estates Private Limited	Director	U74899DL1993PTC056307
Optimus Infracom Limited	Managing Director	L64200DL1993PLC054086
Emu Exports Private Limited	Director	U74899DL1992PTC047211
South West Infra Designs Private Limited	Director	U74899DL1991PTC045662
Oneworld Teleservices Private Limited	Director	U64100DL2013PTC259070

Companies/ Firms Promoted/ Controlled by PAC 1	
Name of the Company/ Firm	CIN
Mobiphone Network India Limited	U64202DL1996PLC082978
Telexmax Links India Private Limited	U64202DL2003PTC119423
Jaisalmer Estates Private Limited	U74899DL1993PTC056307
Param Exports And Construction Private Limited	U36911DL1979PTC009676
G R A Enterprises Private Limited	U72300DL2007PTC168866
United Online India Private Limited	U72900DL2003PTC119792
South West Infra Designs Private Limited	U74899DL1991PTC045662
Easycom Network Private Limited	U51909DL2011PTC212320
Syslogic Mobitech Private Limited	U74999MH2008PTC186924
Oneworld Teleservices Private Limited*	U64100DL2013PTC259070
Optimus Infracom Limited	L64200DL1993PLC054086
My Mobile Infomedia Private Limited	U72900DL2004PTC127955

* PAC 1 is holding share in Oneworld Teleservices Private Limited as a registered holder only

Mrs. Renu Gupta (“PAC 2”), W/o Mr. Ashok Gupta, R/o C-5/15, Vasant Kunj, New Delhi- 110 070 has an entrepreneurship quality and experience of 15 years in Telecom Sector. The Net worth of Mrs. Renu Gupta as on September 30, 2014 is ₹ 3,583.53 Lacs as certified by Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201, Abhinash Mansion, 82, Joshi Road, Karol Bagh, New Delhi – 110 005, email: info@spsassociates.org, vide certificate dated November 7, 2014. As on the date of PA, Mrs. Renu Gupta holds 1,08,000 Equity Shares of the Target Company. The entities in which PAC2 holds the position of Director and entities promoted/controlled/managed by the PAC2 are as under:

PAC2’s Directorship in Other Companies		
Name of the Company/ Firm	Designation	CIN
Param Exports And Construction Private Limited	Director	U36911DL1979PTC009676
Mobiphone Network India Limited	Director	U64202DL1996PLC082978
Eye Detectives And Investigations Private Limited	Director	U74899DL1995PTC072529
Optimus Infracom Limited	Director	L64200DL1993PLC054086
G R A Enterprises Private Limited	Director	U72300DL2007PTC168866
Techtube Media Works Private Limited	Director	U22100DL2014PTC267494

Companies/ Firms Promoted/ Controlled by PAC 2	
Name of the Company/ Firm	CIN
Mobiphone Network India Limited	U64202DL1996PLC082978
Vision Interiors (India) Private Limited	U45402DL2000PTC107624
Param Exports And Construction Pvt. Ltd.	U36911DL1979PTC009676
G R A Enterprises Private Limited	U72300DL2007PTC168866
United Online India Private Limited	U72900DL2003PTC119792
Pinewood Agencies Limited	U74899DL1991PLC044677
Techtube Media Works Private Limited	U22100DL2014PTC267494
Optimus Infracom Limited	L64200DL1993PLC054086

The Board of Directors of Target Company in their meeting held on November 11, 2014 proposed to allot 3,00,000 (Three Lakhs Only) equity shares of face value of ₹ 10/- each to the Acquirer by way of preferential allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to compliance with applicable provisions of SEBI (ICDR) Regulations, 2009, as amended,Listing Agreement entered with Stock Exchangesand subject to approval from the shareholders of the Target Company and other approvals, if any. Presently, Acquirer does not hold any equity shares of Target Company, however PACs collectively hold 1,60,800 equity shares representing 22.97% of the present paid up share capital of Target Company. After the said preferential allotment, the Acquirer along with PACs will hold 4,60,800 equity shares representing 46.08% of the expanded paid up capital of the Target Company.

Mr. Neetesh Gupta (“Acquirer”) is the son of Mr. Ashok Gupta (“PAC1”) and Mrs. Renu Gupta (“PAC2”).

None of the Acquirer and PACs as mentioned above have been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (“**SEBI Act**”) as amended or under any other regulation made under the SEBI Act.

Skyweb Infotech Limited/“Target Company”/“SIL”):

Skyweb Infotech Limited was incorporated on January 03, 1985, under the Companies Act, 1956 with the Registrar of Companies, Delhi and Haryana as “Kusum Finance

Limited”andobtained its certificate of Commencement of Business on January 24, 1985. Its name was subsequently change to “Skyweb Infotech Limited” with effect from March 28, 2000 vide a fresh certificate of incorporation dated March 28, 2000 issued by Registrar of Companies, Delhi and Haryana. The registered office of SIL is situated at 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019.

The shares of the Target Company are presently listed on Delhi Stock Exchange Limited (DSE) but no trading is taking place at DSE.

The authorised share capital of the Target Company as on the date of DPS is ₹ 12,000,000 (Rupees One Crores Twenty Lacs Only) consisting of 1,200,000 (Twelve Lacs) Equity Shares of ₹ 10 each. The issued and paid up share capital of the Target Company as on the date of DPS is ₹ 7,000,000 (Rupees Seventy Lakhs Only) divided into 700,000 (Seven Lakhs) Equity Shares of the face value of ₹ 10 each. The Expanded Paid up Equity Share Capital of the Target Company post preferential allotment approved by the meeting of Board of Directors dated November 11, 2014 shall be ₹ 10,000,000 (Rupees One Crore Only) divided into 1,000,000 (Ten Lakhs) Equity Shares of the face value of ₹ 10 each.

There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.

Key financial information of the Target Company based on the audited standalone financial statements for the financial year ended March 31, 2014, March 31, 2013 and March 31, 2012 are as follows:

(Figure In ₹)				
Sr. No.	Particulars	Year Ended	Year ended	Year ended
		March 31, 2014 (Audited)	March 31, 2013 (Audited)	March 31, 2012 (Audited)
1.	Total Revenue	151,195,546	1,050,500	890,600
2.	Net Income	277,191	(450,162)	(559,267)
3.	Earnings Per share	0.40	0.09	0.05
4.	Net worth/shareholders’ funds	26,827,028	31,549,838	31,440,733

Source- As certified by Mr. Rajiv Bajpai (Membership No. 405219), Partner of RMA & Associates, Chartered Accountant having office at 48, UG-2, Hasanpur, I.P. Extension, Delhi – 110 092; Tel. 011-45261214 vide certificate dated November 13, 2014

Details of the Open Offer:

The Acquirers making an Open Offer to acquire upto 2,60,000 Equity Shares (Two lacs Sixty Thousand) Equity Shares of the face value ₹ 10 each,being 26% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 3,00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014 at a price of ₹ 38.50/-(Rupees Thirty Eight and Fifty Paise Only) per fully paid up Equity Share payable in cash, subject to the terms and conditions as set out in PA, this Detailed Public Statement, and the Letter of Offer, that will be sent to the shareholders of the Target Company. The PACs are existing Non-promoter shareholders of the Target Company and being the father and mother, respectively, of the Acquirer, are acting in concert with him and shall be categorized as Promoters on successful completion of this Offer.

This Offer is made to all the shareholders of the Target Company other than Acquirer and PACs.

The Offer would be subject to the receipt of statutory and other approvals as mentioned in Part VI of this DPS. In terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, if the statutory approvals are not received or refused, the offer would stand withdrawn.

This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company. The Acquirer will acquire all the Equity Shares of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 2,60,000 Equity Shares (Two lacs Sixty Thousand)Equity Shares being 26% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 3,00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014.

In case of over subscription in the Offer, acceptance would be determined on proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholder(s) in the Open Offer will be accepted.

This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

There are no conditions stipulated in the Offer document of Preferential Allotment, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the Offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.

The Acquirer does not directly hold anyequity shares except 3,00,000 Equity Shares proposed to be acquired by him by way of Preferential Allotment which was approved by the Board of Directors at their meeting held on November 11, 2014 however PACs collectively hold 1,60,800 equity shares representing 22.97% of the present paid up share capital of Target Company.

In case of delay in receipt of any statutory approval, Regulation 18(1) of SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to the Acquirer and PACs for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer agreeing to pay interest as directed by the SEBI, in exercise of SEBI’s powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining any statutory approvals in time, the manner lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of regulation 17 of SEBI (SAST) Regulations.

The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereto.

The Acquirer along with PACs do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. SIL’s future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer along with PACs will hold 7,20,800 (Seven lakh Twenty Thousand and Eight Hundred) Equity Shares constituting 72.08%of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 3,00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014.

Pursuant to this Open Offer, if the public shareholding in the Target Company reduces below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement, the Acquirer along with PACs undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, the Listing Agreement and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and reduce the non-public shareholding within the time period mentioned therein.

BACKGROUND TO THE OFFER

This Offer is made in accordance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 pursuant to the proposed allotment of Equity Shares on preferential basis by the Board of Directors of the Target Company.

The Board of Directors of Target Company in their meeting held on November 11, 2014 proposed to allot 300,000 (Three Lakh Only) equity shares of face value of ₹ 10/- each to the Acquirer by way of preferential allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to Compliance with applicable provisions of SEBI (ICDR) Regulations, 2009 as amended the Listing Agreement with DSE and subject to approval from shareholders of Target Company and other approvals if any at a price of ₹ 38.50/- per share. Presently, Acquirer does not hold any equity shares of Target Company, however PACs Mr. Ashok Gupta and Mrs. Renu Gupta hold52,800 (7.54%) equity shares and 108,000 (15.43%) of the present paid up equity share capital of Target Company. After the said preferential allotment, the Acquirer along with PACs will hold 4,60,800 equity shares representing 46.08% of the Post Preferential Paid up equity share capital of Target Company.

Mode of Payment: The Offer Price is payable in Cash in accordance with Regulation 9(1)(a) of the SEBI(SAST) Regulations, 2011.

As the Target Company is in the business of telecommunication, Acquirer along with PACs, who possess rich experience in the telecommunication business wish to use his domain expertise and knowledge to expand the business of the Target Company. In order to take the Target Company to the new business heights and at the same time to compete with competitors of the Target Company Acquirer is desirous to take control of the Target Company. The Acquirer & PACs will continue existing line of business of the Target Company and may, subject to the advice of their consultants, consolidate one or more of their telecom or allied business with the current business of the Target Company, if feasible, either by way of merger or acquisition, subject to the applicable laws and approval of shareholders, as may be required.

SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirers in the Target Company and the details of its acquisition are as follows:

Details	Acquirer		PAC 1		PAC 2		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	Nil	-	52,800	7.54	108,000	15.43	160800	22.97
Shares acquired between the PA date and the DPS date	Nil	-	Nil	-	Nil	-	Nil	-
Post Offer shareholding (On Diluted Basis, as on 10th working day after closing of tendering period)	7,20,800 Equity Shares constituting 72.08 % of the expanded capital of the Target Company (assuming full acceptance in the offer).							

OFFER PRICE

The Equity Shares of the Target Company are listed on DSE (hereinafter referred to as “Stock Exchange”). There is no trading in shares of the Target Company.

Since there is no trading in the equity shares of the Target Company on the Stock Exchange where its shares are listed, therefore, the equity shares of the Target Company are infrequently traded within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).

The Offer Price of ₹ 38.50/- (Thirty Eight Rupees and Fifty paise only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

(a)	The price at which the equity shares will be allotted to the Acquirer pursuant to the preferential issue approved by the Board of Directors in the meeting held on November 11, 2014	₹ 38.50 per share
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not Applicable

Other Parameters*	Based on the audited financial data for the period ended March 31, 2014
Return on Net Worth (%)	1.52
Book Value per Share (₹)	38.32
EarningsPer Share (₹)	0.40

Source- As certified by Mr. Rajiv Bajpai (Membership No. 405219), Partner of RMA & Associates, Chartered Accountant having office at 48, UG-2, Hasanpur, I.P. Extension, Delhi – 110 092; Tel. 011-45261214 vide certificate dated November 13, 2014.

We have considered the Net Asset Value Methodology in our valuation analysis as the Target Company’s market price is not available due to no trading on DSE. Further we have ignored earning multiple, because the company is operating in exceptionally low profit margin as against the industry, moreover the turnover of the Company is also not stable.So we are in the view that Net Asset Value reflects the value of the Target Company and other approaches to valuation are not relevant in the current context.

In view of the parameters considered and presented in table and paragraph above, in the opinion of the Acquirer, PACs and Manager to the Offer, the Offer Price of ₹ 38.50/- (Thirty Eight Rupees and Fifty paise only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

In the event of further acquisition of Equity Shares of the Target Company by the Acquirer or PACs during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the acquirer or /and PACs shall not be acquiring any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

If the Acquirer or PACs acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (De-listing of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirer along with PACs shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.

If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to the shareholders.

FINANCIAL ARRANGEMENTS

The total fund requirement for the Offer (assuming full acceptances) i.e. for the acquisition upto 2,60,000 Equity Shares (Two lakhs Sixty Thousand) Equity Shares from the public shareholders of the Target Company at an Offer Price of ₹ 38.50/- (Thirty Eight Rupees and Fifty paise only) per fully paid up equity share is ₹ 10,01,000 (Rupees One Crore Ten Thousand Only) (the “**Maximum Consideration**”).

The Acquirer along with PACs have adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through internal resources.

The Acquirer along with PACs, the Manager to the Offer and The DCB Bank Limited (formerly known as Development Credit Bank Limited), a banking corporation incorporated under the Companies Act, 1956, and having one of its branch offices at 15-G Hansalaya Building, Barakhamba Road, New Delhi- 110001 have entered into an escrow agreement dated November 12, 2014 for the purpose of the Offer (the “**Offer Escrow Agreement**”) in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Escrow Agreement, the Acquirer along with PACs have opened an Escrow Account bearing name and style as “**CPCL-SIL- Open Offer Escrow Account**”, (the “**Escrow Account**”) and deposited cash of ₹ 25,05,000 (Rupees Twenty Five Lakh Five Thousand Only) being more than 25% of the Maximum Consideration.

The Acquirer has authorized the Manager to the Offer to release the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

Mr. Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201, Abhinash Mansion, 82, Joshi Road, Karol Bagh, New Delhi – 110 005, email: info@spsassociates.org vide certificate dated November 7, 2014 certified that the Acquirer along with PACs have sufficient resources to meet the fund requirement for the takeover of Target Company.

Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer along with PACs to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations.

STATUTORY AND OTHER APPROVALS

Shareholder of the Target Company who are either Non–Resident Indians (“NRIs”) or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer along with PAC reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to the receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.

As on the date of this DPS, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer along with PACs will not proceed with the Open Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer and PACs for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer and PACs agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

The Acquirer along with PACs do not require any approval from financial institutions/ banks in India for the Offer.

TENTATIVE SCHEDULE OF ACTIVITY

Activity	Date	Day
Public Announcement	11.11.2014	Tuesday
Detailed Public Statement	18.11.2014	Tuesday
Filing of draft offer document with SEBI	25.11.2014	Tuesday
Identified Date*	2.1.2015	Friday
Last date for a competing offer	9.12.2014	Tuesday
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	13.01.2015	Tuesday
Date by which Letter of Offer will be dispatched to the shareholders**	9.1.2015	Friday
Upward Revision in Offer	12.01.2015	Monday
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	15.1.2015	Thursday
Date of Opening of Tendering period	16.1.2015	Friday
Date of Closing of Tendering period	30.1.2015	Friday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/ return of unaccepted shares	13.02.2015	Friday
Filing of Report to SEBI by Manager to the Offer	24.02.2015	Tuesday