PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF VANASTHALI TEXTILE INDUSTRIES LIMITED

Registered Office: F-3-5, RIICO Industrial Complex, Vigyan Nagar, Shahjahanpur-301706, District Alwar Rajasthan

This Public Announcement ("PA") is being issued by the Manager to the Offer i.e., Chartered Capital And Investment Limited, on behalf of the Acquirer, i.e. ***MILLENNIUM HOLDINGS LTD*** *(hereinafter referred to as the "Acquirer") alongwith Person Acting in Concert Mr Nikhil Poddar (hereinafter referred to as the "PAC") pursuant to Regulations 10 & 12 as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "SEBI (SAST) Regulations, 1997") and subsequent amendments thereto.*

1. THE OFFER

1.1 This offer (the "Offer") is being made by Millennium Holdings Limited, a Mauritian company which is duly incorporated and existing under the laws of Mauritius, and having its registered office at 5B1 Cyber Tower 1, Ebene Cyber City, Rose Hill, Mauritius (hereinafter referred to as the "Acquirer", which expression shall, unless repugnant to the context or meaning thereof, include its successors and permitted assigns) alongwith Person Acting in Concert namely Mr Nikhil Poddar (hereinafter referred to as the "PAC") pursuant to Regulations 10 & 12 of SEBI (SAST) Regulations, 1997. There are no other person who can be deemed to as Acquirer or persons acting in concert in respect of this Offer.

1.2 On 25th November, 2008, the Acquirer has entered into a Share Purchase Agreement (the "**SPA**") with the existing promoter shareholders of VTIL, to acquire from them 14,790,789 Equity shares of Rs. 10/- each representing 74.65 % of the present issued and voting equity share capital and voting rights of VTIL, out of which 67,10,000 Equity Shares are pledged with IDBI Bank and with Allahabad Bank, acting for itself and for and on behalf of a consortium of banks comprising of Oriental Bank of Commerce, State Bank of Bikaner & Jaipur and Federal Bank (collectively referred as "**the said Banks**") as part of security offered to repay the financial assistance availed by the Company from IDBI and said Banks and 6,98,125 Equity Shares are under a lock-in period upto 15.12.2010 pursuant to Scheme of Arrangement, at the price of Rs 5.70/- per equity share, payable in cash (the "Share Consideration"), and acquire control over VTIL. The total consideration payable in cash for the shares acquired as mentioned above is Rs. 8,43,07,497 /- (Rupees Eight Crores Forty Three Lacs Seven Thousand Four Hundred Ninty Seven Only).
By this above acquisition, the Acquirer will hold in aggregate 14,790,789 number of equity shares representing 74.65% of the paid-up equity share capital & resultant voting rights of VTIL, which resulted in triggering of SEBI (SAST) Regulations, 1997. The offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company.

1.3 The Acquirer alongwith PAC intend to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of the Target Company to acquire 39, 62,500 equity shares of Rs. 10/- each representing 20% of paid up equity capital & voting capital of VTIL at a price of Rs. 5.70 (Rupees Five and Seventy paise only) per fully paid-up equity shares ("Offer Price"), payable in cash subject to the terms and conditions mentioned hereinafter, to those shareholders whose names appear on the register of members on Specified Date i.e. Friday, December 26, 2008.

1.4 The equity shares of "VTIL" are at present listed at the Bombay Stock Exchange Limited, Mumbai (BSE) only.

1.5 The annualized trading turnover during the preceeding six calendar months ending November, 2008 at the Bombay Stock Exchange where the shares are listed is as follows:

Name of the Stock Exchange	Total number of shares traded during June, 2008 to November, 2008	Total number of listed shares	Annualised trading turnover (% of the total isted shares)
BSE	128652*	1,98,12,500	257304(1.30%)

*(Source: www.bseindia.com)

1.6 Based on the above information, as the annualized trading turnover is less than 5% of the total number of the listed shares, the equity shares are deemed to be infrequently traded on BSE as per the data available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. In accordance with Regulation 20(5) 0f SEBI (SAST) Regulations, 1997, the Offer price of Rs 5.70 (Rupees Five and Paisa Seventy Only) per fully paid up equity shares is worked out on the following parameters.

a.	The Negotiated Price	Rs 5.70/-
b.	Price paid by the Acquirer by way of allotment in a public or rights or preferential issue during the 26-week period prior to the date of PA.	N.A

c.	Other Financial Parameters	Based on the Unaudited financial data for the period ended September 30, 2008*
	Return on Net Worth (%)	(79.51)
	Book Value per share (Rs.)	5.49
	Earning per share (Rs.)	(4.36)
	Price Earning Multiple (with reference to the Offer price of Rs. 5.70/- per share)	Not Applicable
	The average industry P/E for the sector in which operates (Source: Capital Market Journal, edition November 03, 2008 to November 16, 2008 (Industry Textile-Products)	14.1

* As Certified by Mr. R K Agarwal (Membership No. 83352), Partner of Rakesh Raj & Associates, Chartered Accountants, having office at 565, Sector- 7B, Faridabad-121006 Tel: (0129) 4061130, 2243491/492, Fax No. (0129) 2241017 vide their certificate dated 25.11.2008.
Further Mr. R K Agarwal (Membership No. 83352), Partner of Rakesh Raj & Associates, Chartered Accountants, having office at 565, Sector- 7B, Faridabad-121006 Tel: (0129) 4061130, 2243491/492, Fax No. (0129) 2241017 vide their certificate dated 25.11.2008 has made a valuation of equity shares of VTIL in accordance with methods as prescribed under Regulation 20(5) of SEBI (SAST) Regulations viz Book Value per share, Return on Networth, Earning per share and Price Earning Multiple vis a vis industry average on the basis of financial figures for the half year ended September 30, 2008 and valued the equity share of the company at Rs 5.49 per share.
In view of the above the offer price of Rs. 5.70 is justified in terms of regulations 20(5) of the SEBI (SAST) Regulations, 1997.

1.7 The Acquirer has not acquired any equity share of VTIL during the past 12 months prior to the date of this Public Announcement except 1,47,90,789 equity shares agreed to be acquired in terms of the Share Purchase Agreement dated November 25, 2008 as per the details given in para 1.2 above. Pursuant to the above acquisition the total holding of the Acquirer in the Target Company will come to 1,47,90,789 equity shares representing 74.65% of the total paid-up equity share capital of VTIL.

1.8 The SPA contains Non Compete provisions whereby sellers have agreed not to directly or indirectly supply any product, carry out or undertake or provide any service which is the same as or similar to those with which the company provides in any territory and pursuant to this clause acquirer agreed to pay non compete consideration of Rs 10,00,000 (Rupees Ten Lacs Only) to the Sellers.

1.9 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a Conditional Offer. The Acquirer will accept the equity shares of VTIL which are tendered in valid form in terms of this offer upto a maximum of 39,62,500 equity shares, representing 20% of the total paid-up equity share capital of the Target Company.

1.10 The Offer is not a Competitive Bid.

1.11 In the event of any further acquisition of Equity Shares by the Acquirer and PAC, at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, they shall not be acquiring any Equity Shares of VTIL during the period of 7 working days, prior to the date of closure of the Offer.

1.13 The Manager to the Open Offer i.e. Chartered Capital & Investments Limited does not hold any shares in the Target Company as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

2. INFORMATION ABOUT THE ACQUIRER & PAC

2.1 MILLENNIUM HOLDINGS LTD (ACQUIRER)

2.1.1 Millennium Holdings Ltd. ("MHL") was incorporated on 20th October 2008 as a Company limited by shares number 084501 under the law of Mauritius and presently, the Company is carrying on its business under the same name. The Registered Office of MHL is located at 5B1, 5th Floor, B Wing, Cyber Tower, Ebene Cyber City, Rose Hill, Mauritius, Ph No. 230-4676000, Fax No. 230-4671717

2.1.2 MHL is engaged in the business of Investment Holding Company. The shares of MHL are not listed on any stock exchange.

2.1.3 The promoter of MHL is Mr. Nikhil Poddar and he does not belong to any group.

2.1.4 The Authorized share capital of MHL is USD$ 1000 consisting of 1000 Shares of USD$ 1 each. The issued, subscribed and paid up share capital of MHL is USD$ 1000 consisting of 1000 Shares of USD$ 1 each.

2.1.5 The entire 100% shareholding of MHL is held by Mr. Nikhil Poddar.

2.1.6 MHL has not prepared its accounts from the date of incorporation i.e 20th October, 2008 to till date.

2.1.7 Priyaved Jhugroo (FCA), (Membership No. 7821244) partner of Lancasters, Chartered Accountant having office at 14, Lancaster Court, Lavoquer St, Port Luis, Mauritius, Ph No. 2302134510, Fax No. 2302130201 has certified vide his certificate dated 27.11.2008 that the Net Worth of MHL as on 27.11.2008 is US $ 475945 equal to INR 235.31 Lacs and letter also Confirmed that MHL has sufficient means to fulfill its part of obligations by way of financial arrangements entered with Mr Nikhil Poddar, a director of the Acquirer Company.

2.2 Mr. Nikhil Poddar (PAC)

2.2.1 Mr. Nikhil Poddar, R/o 195 Arreton Road, Princeton, NJ 08540, Tel No.: 609 924 3393, Fax No. 732 238 8225 is a graduate and having an experience of 18 years in Home Textiles business.

2.2.2 Mr. Rajesh Mehta (CPA, PC), a Certified Public Accountant, having office at 267 Amboy Avenue, Suite 21, Metuchen, NJ 08840 Tel: 732 767 2865 Fax: 732 767 2895 has certified vide his certificate dated 11.11.2008 that the Net Worth of Mr. Nikhil Poddar as on 31.10.2008 is USD$ 70,010926 (US Dollar Seventy Million Ten Thousand and nine Hundred and Twenty Six).

2.2.3 He has promoted Niki International Inc., USA and Millennium Holdings Ltd., Mauritius which are not listed at any stock exchange.

2.2.4 He has no shareholding in the Target Company as on the date of Public Announcement.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 VTIL was incorporated as a Public limited company under the name and style of Vanasthali Textile Industries Limited under the Companies Act, 1956 with Registrar of Companies, Delhi & Haryana vide its certificate of incorporation dated March 4, 1991 and presently the company is doing business under the same name. On May 1, 1991, the company received the certificate of Commencement of Business. Subsequently, vide the certificate dated September 22, 1994; the registered office of the company was changed from the State of Delhi to the State of Rajasthan. The Company at present has its registered office at F-3-5, RIICO Industrial Complex, Vigyan Nagar, Shahjahanpur-301706, District Alwar - Rajasthan.

3.2 The Authorized Capital of VTIL as on date is Rs. 25,25,00,000 divided into 2,52,50,000 (Two Crores Fifty Two Lacs and Fifty Thousand Equity Shares of Rs 10/- each & the Issued, subscribed & Paid up Share capital is 1,98,12,500 (One Crore Ninety Eight Lacs Twelve Thousand and Five Hundred) Equity Shares of Rs. 10/- each aggregating to Rs. 19,81,25,000.

3.3 There are no partly paid up shares as on the date of this public announcement.

3.4 VTIL is presently engaged in the business of production and sale of various types of terry towels such as yarn dyed, piece dyed and beach towels.

3.5 The Equity Shares of VTIL are listed at The Stock Exchange, Mumbai (BSE)only.

3.6 The Board of Directors of the Target Company as on date of Public Announcement comprises Mr. Rajendra Goenka, Mr. Sunil Goenka, Mr. Harivats Sharaff, Mr. Yogesh Gupta, Mr. Abhishek Modi, Mr. Surendra Kumar Jindal and Mr. Balwinder Ram Mahi.

3.7 The brief financials of VTIL are given as under:

(Rs In Lacs)

Particulars	Year ended March 31, 2008 (Audited)	Period ended September 30, 2008* (Unaudited)
Total Income	11627.83	3890.68
Profit After Tax	(1097.89)	(864.51)
Earnings Per Share (EPS) (in Rs.)	(5.54)	(4.36)
Book Value Per Share (in Rs.)	9.85	5.49
Networth	1951.81	1087.30
Return on Networth (in %)	(56.25)	(79.51)

* As Certified by Mr. R K Agarwal (Membership No. 83352), Partner of Rakesh Raj & Associates, Chartered Accountants, having office at 565, Sector- 7B, Faridabad-121006 Tel: (0129) 4061130, 2243491/492, Fax No. (0129) 2241017 vide their certificate dated 25.11.2008.
Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

4. REASON FOR THE ACQUISITION/OFFER

4.1 The Offer to the Public shareholders of VTIL is for acquiring 20% of the total paid up capital / voting rights. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

4.2 This Offer is being made pursuant to Regulation 10 & 12 of the SEBI (SAST) Regulations 1997.

4.3 The Acquirer at present has no intention to change the existing line of business of VTIL.

DISCLOSURE UNDER REGULATION 16(IX)

4.4 The Acquirer at present has no intention to sell, dispose of or otherwise encumber any significant assets of VTIL in the succeeding two years, except in the ordinary course of business of VTIL. VTIL's future policy for disposal of its assets, if any, will be decided by it's Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of VTIL.

5. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

5.1 The Offer is subject to approval of Foreign Investment Promotion Board (FIPB), and Reserve Bank of India (RBI) as applicable, under Foreign Exchange Management Act, 1999 if any.

5.2 The Offer is subject to approval of Bank/Financial Institutions.

5.3 As on the date of Public Announcement, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

5.4 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

5.5 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

6. DISCLOSURE UNDER REGULATIONS 21(2)

6.1 The Offer (assuming full acceptance) would result in public shareholding in the Target Company being reduced below the minimum level required as per the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis. The Acquirers in terms of the provisions of Clause 40A of the Listing Agreement will facilitate the target company to raise the level of Public shareholding to the level specified for continuous listing as specified in the listing agreement entered with the stock exchange within the time period and manner specified thereon in consultation with Stock Exchange.

7 FINANCIAL ARRANGEMENTS

7.1 The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangement for the financial resources required to complete the Offer in full in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through internal resources as well as borrowed funds.

7.2 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 2,25,86,250 (Rupees Two Crore Twenty Five lacs Eighty Six thousand two hundred and fifty only). As per Regulation 28 of SEBI (SAST) Regulations, 1997 the Acquirer have deposited cash of an amount Rs. 59,40,000 (Rupees Fifty Nine Lacs Forty Thousand Only) being in aggregate excess of 25% of the maximum purchase consideration payable under this Offer in compliance with SEBI (SAST) Regulations, 1997. The cash has been deposited in the bank escrow account opened with HSBC Bank, New Delhi.

7.3 Priyaved Jhugroo (FCA), (Membership No. 7821244) partner of Lancasters, Chartered Accountant having office at 14, Lancaster Court, Lavoquer St, Port Luis, Mauritius, Ph No. 2302134510, Fax No. 2302130201 has certified vide his certificate dated 27.11.2008 that the Net Worth of MHL as on 27.11.2008 is US $ 475945 equal to INR 235.31 Lacs and letter also Confirmed that MHL has sufficient means to fulfill its part of obligations by way of financial arrangements entered with Mr Nikhil Poddar, a director of the MHL.

7.4 The Acquirer has duly empowered M/s Chartered Capital And Investment Limited, Manager to the Offer, to realise the value of the escrow account in terms of the SEBI (SAST) Regulations, 1997.

7.5 The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8. OTHER TERMS OF THE OFFER

8.1 The Offer is not subject to any minimum level of acceptances from shareholders.

8.2 Letters of Offer (hereinafter referred to as "**LOO**") will be dispatched to all the equity shareholders of VTIL, whose names appear in its Register of Members on **Friday, December 26, 2008** the Specified Date, except to the parties to the Share Purchase Agreement.

8.3 The Registrar to the Offer, **BEETAL Financial & Computer Services Pvt. Ltd.** has opened a special depository account with Central Depository Services (India) Limited ("CDSL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

8.4 All shareholders of the Target Company, other than the Acquirer, PAC and the Sellers, who own equity shares at any time before the Closure of the Open Offer, are eligible to participate in the Offer.

8.5 Beneficial owners and **shareholders holding equity shares in the physical form**, will be required to send their share certificates, Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. February 09, 2009 Monday.

8.6 Beneficial owners and **shareholders holding shares in the dematerialized form**, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e., February 09, 2009 Monday, along with a photocopy of the delivery instructions in "Off market" mode or counterfoil of the delivery instruction in "**Off-market**" mode, duly acknowledged by the Depository Participant ("**DP**"), in favour of "**BEETAL - Open Offer Escrow A/c for VTI Ltd" ("Depository Escrow Account**") filled in as per the instructions given below:

DP Name : SAM Global Securities Ltd
DP ID : 12019101
Client ID : 01031172
Depository : Central Depository Services (India) Limited ("CDSL")

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

8.7 In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with VTIL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e February 09, 2009 Monday. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.8 In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 8.6 above, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. February 09, 2009 Monday . Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.9 The following collection centre would be accepting the documents by Hand Delivery /Regd Post/Courier as specified above, both in case of shares in physical and dematerialised form.

Address of the Collection Centre	Contact Person	Phone/Fax / Email
BEETAL Financial & Computer Services Pvt. Ltd. BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062	Mr. Punit Mittal	Phone: 011 2996 1280 / 81 / 82 / 83, Fax: 011 2996 1284 Email: beetal_99@sify.com

8.10 Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.00 PM upto the date of Closure of the Offer, i.e. February 09, 2009 Monday, else the application would be rejected.

8.11 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer upto three working days prior to the date of Closure of the Offer, i.e February 09, 2009 Monday. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

8.12 The Letter of Offer alongwith the Form of Acceptance cum acknowledgement/ withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

8.13 No indemnity is needed from unregistered shareholders.

8.14 Applications in respect of equity shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of VTIL is 1{one}Equity Share.

9.2 Shareholders who have offered their equity shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, will be paid by Demand Draft only in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and 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 dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be send to the shareholders.

9.3 The Registrar to the Offer will hold in trust the equity shares / 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 VTIL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

9.4 The Acquirer reserves its right to reject the shares tendered in the Offer.

10. TIME SCHEDULE OF THE OFFER

The Schedule of the major activities of the open offer are as under:

ACTIVITY	DATE AND DAY
Public Announcement Date	**December 01, 2008 Monday**
Specified Date (For the purpose of determining the names of shareholders to whom Letter of Offer would send)	**December 26, 2008 Friday**
Last date for a competitive bid	**December 22, 2008 Monday**
Date by which Letter of Offer will be dispatched to the shareholders	**January 12, 2009 Monday**
Offer Opening Date	**January 21, 2009 Wednesday**
Last date for revising the offer price/number of shares	**January 29, 2009 Thursday**
Last date for withdrawal by shareholders	**February 04, 2009 Wednesday**
Offer Closing Date	**February 09, 2009 Monday**
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be dispatched	February 24, 2009 Tuesday

11. GENERAL CONDITIONS.

11.1 Shareholders of VTIL who accept the offer by tendering the requisite documents in terms of the Public Announcement/ Letter of Offer, can withdraw the same upto three working days prior to the date of closing of the offer i.e. February 04, 2009 Wednesday in terms of regulation 22(5A) of SEBI (SAST) Regulations 1997.

11.2 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

11.3 The intimation of returned shares to the Shareholders will be sent at the address as per the records of VTIL / Depository as the case may be.

11.4 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirer till the last day of revision, viz., at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the successful shares tendered anytime during the Offer.

11.5 " If there is competitive bid:
The public offers under all the subsisting bids shall close on the same date.
As the offer price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly"

11.6 Based on the information available from the Acquirer, and the Target Company, Acquirer, PAC, Sellers and the Target company have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992 or under any other Regulation under the SEBI Act, 1992.

11.7 The Pubic Announcement would also be available at **SEBI's website**, *www.sebi.gov.in*

11.8 Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirer have appointed M/s Chartered Capital And Investment Limited as Manager to the Offer and M/s Beetal Financial & Computer Services Private Limited as Registrar to the Offer.

11.9 Wherever necessary the financial figures are rounded off to nearest lac or crore.

11.10 This Public Announcement is being issued on behalf of the Acquirer by the Manager to the Offer, M/s Chartered Capital And Investment Limited.

11.11 The Directors of Acquirer accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

Manager to the Offer	Legal Advisor to the Offer
CHARTERED CAPITAL AND INVESTMENT LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; E- mail : charteredcapital@gmail.com, delhi@charteredcapital.net Contact Person: ***Mr. Priyaranjan***	**Corporate Professionals** WHERE EXCELLENCE IS LAW **Corporate Professionals** **Advocates & Solicitors** D-28. South Extn. Part 1, New Delhi - 110049 Ph.: 91-11-40622200,Fax: 91-11-40622201 E-mail: info@indiacp.com

Date : 29.11.2008
Place: New Delhi

Issued on behalf of the Acquirer by
Manager to the Offer