PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

ACI INFOCOM LIMITED

("AIL" /"TARGET COMPANY")

Registered and Corporate Office: 203, Shah & Nahar Estate, Dr. E. Moses Road, Worli Naka, Mumbai- 400 018 Phone No. +91-22-66501905, Fax +91-22-66501900, Email id: md.office@aciinfo.com, Web: www.aciinfo.com

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

Cash Offer of Rs. 52/- (Rupee Fifty Two only) Per Equity Share for Acquisition of up to 22,09,818 (Twenty Two Lacs Nine Thousand Eight Hundred and Eighteen only) Equity Shares representing 20.00% of the total issued, subscribed and paid up Equity Share Capital from Public Shareholders of the Target Company.

This public announcement (the "**PA**") is being issued by Comfort Securities Limited (the "**Manager to the Offer**"), on behalf of Prog Dye Chem Private Limited (referred to as "**PDCPL**" or the "**Acquirer**") pursuant to Regulation 10 and Regulation 12 of, and in compliance with, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") to the Equity Shareholders of **ACI INFOCOM LIMITED** (referred to as "AIL" or the "**Target Company**").

1. THE OFFER

1.1 This open offer (the "**Open Offer**") is being made by PDCPL, a private limited company incorporated and duly registered under the Companies Act, 1956 and subsequent amendments thereto (the "**Act**") having its present Registered Office No. 206, V-Mall, Near Sai Dham Temple, Thakur Complex, W.E. Highway, Kandivali (East), Mumbai- 400 101, Maharashtra to the Equity Shareholders of the Target Company, a Company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 203, Shah & Nahar Estate, Dr. E. Moses Road, Worli Naka, Mumbai- 400 018, Maharashtra pursuant to Regulation 10 and Regulation 12 of the SEBI (SAST) Regulations. There are no other acquirers or other entities/ persons who are or can be deemed to be person acting in concert with the Acquirer for the purpose of this Open Offer.

1.2 The Acquirer has entered into a Share Purchase Agreement ("**SPA**") with M/s. ACI Techserv Private Limited (Formerly known as Allwell Investments Private Limited) (hereinafter referred to as the "**Seller**"), the promoter of the Target Company, on Saturday, October 15, 2011 wherein it is proposed that they shall purchase 6,05,141 paid up Equity Shares of Rs.10/- each of AIL ("**Sale Shares**") which amounts to 5.48% of the total issued, subscribed and paid-up Equity Share capital of AIL. The said sale is proposed to be executed at a price of Rs. 27/- (Rupees Twenty Seven only) per fully paid-up equity share ("**Negotiated Price**"), aggregating to Rs. 1,63,38,807/- (Rupees One Crore Sixty Three Lacs Thirty Eight Thousand Eight Hundred and Seven only) ("**Purchase Consideration**") payable in cash. The consummation of the transactions agreed to within the SPA are subject to the successful fulfillment of various conditions precedent provided therein including, receipt of all necessary statutory approvals, completion of this Open Offer in accordance with the SEBI (SAST) Regulations.

1.3 Pursuant to proposed substantial acquisition of Equity Shares and consequent changes in control of the Target Company contemplated under the SPA referred to in Paragraph 1.2 above, this mandatory offer (the "**Offer**" or "**Open Offer**") is being made by the Acquirer in compliance with Regulation 10, 12 and other applicable provisions of SEBI (SAST) Regulations.

1.4 For the purpose of this Offer, there is no person acting in concert ("**PAC**") with the Acquirer within the meaning of Regulation 2(1) (e) of the SEBI (SAST) Regulations.

1.5 The Acquirer is hereby making an Open Offer in terms of the SEBI (SAST) Regulations to the public shareholders of AIL, to acquire upto 22,09,818 paid up Equity Shares ("Offer Size") of Rs. 10/- each, representing 20.00% of the total issued, subscribed and paid up Equity Share Capital of the Target Company at a price of **Rs. 52/- (Rupees Fifty Two only)** per equity share ("**Offer Price**"), payable in cash subject to the terms and conditions mentioned herein.

1.6 The Target Company has not issued any partly paid Equity Shares, and all the Equity Shares are fully paid-up.

1.7 The Equity Shares of the Target Company are listed only on the Bombay Stock Exchange Limited (the "**BSE**"). The Company has complied with all the requirements of the Listing Agreement as on date and further no penal action is initiated by the Bombay Stock Exchange Limited, where the Equity Shares of the Company are listed. The Equity Shares of the Target Company are frequently traded on BSE within the meaning of explanation (i) to Regulation 20(4) of the SEBI (SAST) Regulations.

1.8 The Acquirer has acquired 14,27,132 Equity Shares representing 12.91% of Paid Up Equity Share of the Target Company during the twelve (12) months period preceding the date of this Public Announcement. Total cost of 14,27,132 Equity Shares acquired through Market Purchase is 3,63,86,849.20 for which the Average Price paid is Rs. 25.50/ - per share.

1.9 The Acquirer holds 14,27,132 fully paid Equity Shares in the Target Company as of the date of this Public Announcement as provided in paragraph 1.8 above.

1.10 The Acquirer will acquire up to 22,09,818 Equity Shares, in the event excess Equity Shares are tendered in acceptance of this Open Offer, subject to fulfillment of the terms and conditions set out in this Public Announcement and the letter of offer ("Letter of Offer") to be sent to the Equity Shareholders of the Target Company.

1.11 **This is not a competitive bid.**

1.12 This Open Offer is not as a result of any exercise regarding global acquisition, which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company, as understood in the context of proviso to Regulation 12 of the SEBI (SAST) Regulations.

1.13 The Acquirer has not entered into any non-compete arrangement and/or agreement with the Seller.

1.14 The Manager to the Offer i.e. Comfort Securities Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.

1.15 The Open Offer is not subject to any **minimum level** of acceptance from the shareholders i.e. **it is not a conditional offer.**

2. THE OFFER PRICE

The Equity Shares of the Target Company are listed only at Bombay Stock Exchange Limited, Mumbai (BSE). The shares are placed under Group "T" having a Scrip Code of "517356". The scrip of the Target Company is frequently traded within the meaning of explanation (i) to Regulation 20(4) of the SEBI (SAST) Regulations.

2.1 The Offer Price of Rs. 52/- (Rupees Fifty Two only) is justified in terms of Regulation 20 (4) of the SEBI (SAST) Regulations on the basis of the following:

(a) the annualised trading turnover of the Target Company is more than 5% (by number of equity shares) of the total number of listed Equity Shares (Source: www.bseindia.com). Accordingly, the Equity Shares of the Target Company are deemed to be frequently traded on the BSE.

(b) In accordance with Regulation 20 (4) of the SEBI (SAST) Regulations, 1997, the offer price of Rs. 52/- (Rupees Fifty Two only) per fully paid up equity share is justified in view of the following parameters:

Negotiated Price	Rs. 27/- Per Equity Share
Highest Price paid by the Acquirers for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks period prior to the date of PA.	27.55
The average of the weekly high and low of the closing prices of the Equity Shares of AIL during 26 weeks period prior to the Public announcement.(On BSE where the shares are most frequently traded)	36.14
The average of the daily high and low of the prices of the equity shares of AIL during the Two weeks prior to the Public Announcement (On BSE)	50.50

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 52/- (Rupees Fifty Two only) per share being the highest of the prices mentioned above is justified in terms of Regulation 20(4) & 20(11) of the Regulations.

3. INFORMATION ABOUT THE ACQUIRER

3.1.1 The Offer is being made by **PROG DYE CHEM PRIVATE LIMITED**. It is a sole acquirer.

3.1.2 **PROG DYE CHEM PRIVATE LIMITED** was incorporated under the provisions of the Companies Act,1956 on 16th March, 2009 as a Private Limited Company by Registrar of Companies, Mumbai, Maharashtra having its present Registered Office at Office No. 206, V-Mall, Thakur Complex, W.E. Highway, Kandivali (East), Mumbai- 400 101 Tel.: 022-40161494 and the Email address of PDCPL is: progdyec@yahoo.in.

3.1.3 As on date of this Public Announcement, the Promoters of PDCPL are as follows:

Sr. No.	Name of the Promoters
1.	M/s. Milton Infra Projects Private Limited
2.	M/s. Gemme Infra Projects Private Limited
3.	Mr. Vinod K. Sanklecha
4.	Mr. Khushal Chand Jain
5.	Mr. Nirmal Kumar Jain
6.	Mr. Anand Jain

3.1.4 **Financial Information**:

Particulars	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)	Year ended 31.03.2011 (Audited)	Quarter ended 30.06.2011 (Certified & Unaudited)
Total Income	-	8,78,402	11,46,140	10,65,255
Profit/ (Loss) After Tax	(24,904)	70,894	3,27,304	5,65,586
Earning per Share (Basic)	(0.13)	0.30	1.36	2.36
Book Value Per Share	473.78	479.59	481.02	483.38
Net worth (Rs.)	9,00,17,496	11,51,02,790	11,54,44,494	11,60,10,080
Return on Net worth (in %)	(0.03)%	0.06%	0.28%	0.49%

As Certified by Mr. Pawan Kumar Singhal (Membership No. 079872), Partner of M/s. P.D. & Associates., Chartered Accountants, being statutory auditor having their office at B-206, 2nd Floor, Arihant Shopping Centre, above Sanjivani Hospital Next to L.I.C., Dhamankarnaka, Bhiwandi- 421 302,(Thane) Tel: 02522-224320, Email id: pawanca@rediffmail.com, vide their certificate dated 15.10.2011.

3.1.5 PDCPL is newly incorporated company with main object to carry on the business to manufacture, export, import, trade, buy, sell, produce, process, compound, mix, pack formulate, condense, distill, rectify, sterilize, steam, evaporate, vapourise, cool, filter, commercialise, develop, refine, extract, operate, manipulate, prepare, purify, protect, preserve, turn to account, dyes and dyes intermediaries, dyes stuffs and chemical auxillaries including speciality chemicals, additives, polymers, organic and inorganic chemicals, aviation chemicals, heavy chemicals, fine chemicals, scientific chemicals, petro chemicals, agricultural chemicals, oil field chemicals, anti corrosive treatment chemicals, colours, compounds, drugs, formulations, preparations, acids, solvents, oils, solutions, derivatives, fluids, products, by products, residues, catalyst, reagents, mixtures concentrates, lumps, powders, granules, paints, lacquers, warnishes, enamels, alkalis, alcohol, antibiotics, cosmetics, perfumes, all types of insecticides, deodorants, disinfectants and chemicals used and capable of being used in the drugs and pharmaceutical industries, petro chemicals, aromatics chemicals or mixtures, derivatives and compound thereof and to deal and upgrade technologies of all varieties of chemicals, specialty chemicals, dyes, additives and polymers, and to act as broker, agent, stockists, distributors, consultants, collaborator, job worker, vendor, contractor, supplier or otherwise to deal in all types of chemicals.

3.1.6 The paid-up Equity Share Capital of PDCPL as on date is Rs. 24,00,000/- [Rupees Twenty Four Lacs only] comprising of 2,40,000 Equity shares bearing a face value of Rs. 10/- each.

3.1.7 The shares of PDCPL are not listed on any Stock Exchange.

3.2 The Acquirer has deposited Rs. 2,90,00,000/- (Rupees Two Crores Ninety Lakhs Only) in an escrow account as detailed in point 8.3 below, which is more than 25% of the amount required for this open Offer.

3.3 PROG DYE CHEM PRIVATE LIMITED has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

3.4 The present Board of Directors of PDCPL is Mr. Kushal Chand Jain and Mr. Nirmal Kumar Jain.

4. INFORMATION ABOUT THE TARGET COMPANY ('AIL')

AIL, a Public Limited Company originally incorporated under the Companies Act, 1956 on 21st December, 1982 as a Private Limited Company in the name Sujata Data Products Private Limited. Subsequently the company was converted into a Public Limited Company and consequently the name was changed to Sujata Data Products Limited on 8th April 1993. The name of the company was further changed to ACI Infotech Limited on 7th December, 1995. On 30th May, 1997, the name of the company was further changed to Sujata Infotech Limited. Subsequently, the name of the Company was further changed to "ACI Infocom Limited" vide fresh certificate of incorporation dated 25th November, 1999.

Presently, the Registered and Corporate Office of the company is situated at 203, Shah & Nahar Estate, Dr. E. Moses Road, Worli Naka, Mumbai- 400018, Maharashtra. Tel No: +91-22-6650 1905 Fax: +91-22-6650 1900 Email id: md.office@aciinfo.com Website: www.aciinfo.com.

The total Issued and Paid-up Equity Capital of the Target Company as on the date of the PA is Rs. 11,04,90,900/- (Rupees Eleven Crores Four Lacs Ninety Thousand Nine Hundred Only), divided into 1,10,49,090 Equity shares of Rs.10/- each. As on the date of PA, there are no partly paid-up shares issued by the Target Company.

The Equity Shares of Target Company is listed at BSE only.

4.1 The Seller is the Current Promoter of AIL and holds 5.48% of the total issued, subscribed and paid-up Equity Share Capital of AIL.

4.2 There are no partly paid-up equity shares in the Target Company.

4.3 There are no outstanding instruments in the nature of warrants / fully convertible debentures/partly convertible debentures etc. which are convertible into equity at any later date.

4.4 There has been no merger/de-merger or spin off in the Company during the past three years , except the Target company has sold its business related to software, Telecom and IT Training with all related fixed and current assets and current liabilities as a slump sale to ACI Techserv Private Limited formerly AllWell Investment Pvt Ltd for a sum of Rs.3,45,00,000/-. The members of the Target Company has approved the slump sale by passing the resolution through Postal Ballot held on 30th March, 2011.

4.5 AIL is engaged in the business of trading of steel raw materials and finished goods and also the development, construction and sale of residential & commercial properties.

4.6 The Equity Shares of Target Company is listed at BSE only. The Company has complied with all the requirements of the Listing Agreement as on date and further no penal action is initiated by the Bombay Stock Exchange Limited, where Equity Shares of the Company are listed.

4.7 **Financial Information** **(Amount in Rupees)**

Particulars	Year ended 31.03.2009 (Audited)	Year ended 31.03.2010 (Audited)	Year ended 31.03.2011 (Audited)	Quarter ended 30.06.2011 (Certified & Unaudited)
Total Income	29,82,95,904	24,85,84,535	16,18,98,195	4,25,20,418
Profit/ (Loss) After Tax	13,81,563	75,28,321	1,64,760	12,00,747
Earning per Share (Basic)	0.17	0.92	0.01	0.11
Book Value Per Share	6.62	8.41	13.31	13.41
Net worth (Rs.)	5,39,58,881	6,85,50,459	14,70,15,219	14,82,15,966
Return on Net worth (in %)	2.56	10.98	0.11	0.81

As Certified by Mr. A R Jain (Membership No.42051), Partner of M/s Anand Jain & Associates, Chartered Accountants, being Statutory Auditor having their office at 46, Mulji Jetha Building, 2nd floor, above bank of Baroda, 185/187, Princes Street, Mumbai - 400002, Tel: 022 22001747, Fax : 022-22001652, Email Id: lukadandjain@gmail.com vide their certificate dated 13th October 2011.

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.

4.8 At Present, the Board of Directors of Target Company are:

NAME	DESIGNATION	DATE OF APPOINTMENT
Mr. Alok Purshottam	Managing Director	23/03/2004
Mr. Om Prakash Bohara	Director	30/01/2010
Mr. Dinesh Kumar Deora	Director	02/11/2010
Mr. Kalpesh Bhandari	Director	02/11/2010
Mr. Rajesh Babulal Shah	Director	30/04/2011

4.9 At Present, the Target Company does not have any subsidiary.

4.10 The Shareholding pattern of the AIL, as on the date of this Public Announcement is as follows:

SHAREHOLDER CATEGORY	NUMBER OF EQUITY SHARES OF THE TARGET COMPANY	PERCENTAGE OF EQUITY SHARE CAPITAL (%)
Promoter	6,05,141	5.48
Public	1,04,43,949	94.52
Total	**1,10,49,090**	**100.00**

5. REASON FOR THE OFFER

5.1 This Open Offer is pursuant to the execution of the SPA, which took place on Saturday 15th October, 2011 and is being made in accordance with Regulations 10 and 12 of the SEBI (SAST) Regulations.

5.2 This Open Offer to the Equity Shareholders of AIL is for acquiring upto 20.00% of the total issued, subscribed and paid-up Equity Share Capital of AIL. After the completion of this Open Offer and pursuant to the transfer of the shares so acquired, the Acquirer shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.

5.3 The Acquirer intends to make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.

5.4 The Acquirer proposes to continue existing business of the Target Company and may diversify its business activities in future with prior approval of Shareholders. The main purpose of takeover is to expand the company's business activities in same line through exercising the effective management and control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

5.5 The Acquirer does not have any plans to dispose off or otherwise encumber any significant assets of the Target Company for the next 2 (two) years, except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company as may be required.

6. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

6.1 Shareholders of the Target Company who are either non-resident Indians ("**NRIs**") or overseas corporate bodies ("**OCBs**") and wish to tender their equity shareholding in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("**RBI**") approvals (specific and general) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserves the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.

6.2 To the best of knowledge and belief of the Acquirer, as of the date of this PA, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event that such statutory approvals that are required are refused in terms of Regulation 27 of the SEBI (SAST) Regulations.

6.3 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.

6.4 In case of any delay in the receipt of any statutory approval as stated above, Regulation 22(12) of the SEBI (SAST) Regulations shall be adhered to, i.e. extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company subject to the Acquirer agreeing to pay the interest as directed by SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of wilful default by the Acquirer in obtaining the said statutory approvals, Regulation 22(13) of SEBI (SAST) Regulations shall also become applicable, which states where the Acquirer fails to obtain the requisite statutory approvals in time on account of willful default or neglect or inaction or non-action on their part, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (12) of regulation 28, apart from the acquirer being liable for penalty as provided in the SEBI (SAST) Regulations.

7. DISCLOSURE UNDER REGULATION 21(2)

Pursuant to this offer, the public shareholding in the Target Company may reduce to less than the minimum public shareholding required as per the listing agreement. The Acquirer undertakes that if the public shareholding is reduced to below such minimum level it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Listing Agreement, within the time period mentioned therein.

8. FINANCIAL ARRANGEMENTS

8.1 Assuming full acceptance under the offer, the maximum consideration payable by the acquirer under the offer would be Rs. 11,49,10,536/- (Rupees Eleven Crores Forty Nine Lacs Ten Thousand Five hundred and thirty six Only) ("maximum consideration") i.e. consideration payable for acquisition of 22,09,818 equity shares of the target Company at offer price of Rs. 52/- per Equity Share.

8.2 The Acquirer has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirer.

8.3 Assuming the full acceptance of 20%, the total requirement of funds for the Open Offer is Rs. 11,49,10,536/- (Rupees Eleven Crores Forty Nine Lacs Ten Thousand Five hundred and thirty six Only) In compliance of Regulation 28 of SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account bearing no. 00600350100282 with the Escrow Agent, i.e. HDFC Bank, having address at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort Mumbai 400 001, and have deposited Rs. 2,90,00,000/- (Rupees Two Crores Ninety Lakhs Only, being more than 25% of the total amount required for the Open Offer.

8.4 The Acquirer has duly empowered Comfort Securities Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

8.5 The Manager to the Open Offer hereby confirms that the firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.

9. OTHER TERMS OF THE OFFER

9.1 The Open Offer is not subject to any minimum level of acceptances from the shareholders.

9.2 The Letter of Offer specifying the detailed terms and conditions of this Open Offer along with the form of acceptance cum acknowledgement will be dispatched to all the equity shareholders and to the beneficial owners of the equity shares, except the Seller of AIL, whose name appear in its Register of Members on the Specified Date. A copy of the Letter of Offer (including the form of acceptance cum acknowledgement) will be available on SEBI's website (http:/ /www.sebi.gov.in) during the period the Open Offer is open and may also be downloaded from the said website.

9.3 The Acquirer has appointed System Support Services, having their Registered office at 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400072, Tel No.: 022-28500835 Fax No: 022 - 28501438, Email: sysss72@yahoo.com and zoebsss@hotmail.com as the Registrar to the Open Offer ("Registrar").

9.4 The Registrar to the Offer, System Support Services, has opened a special depository account with the Satguru Capital and Finance Private Limited with Central Depository Services (India) Limited ("CDSL") for receiving shares during the Open Offer from eligible shareholders who hold the equity shares of AIL in dematerialized form.

9.5 All shareholders of the Target Company, except for the parties to the SPA, who own equity shares any time before the closure of the Open Offer, are eligible to participate in the Open Offer.

9.6 The 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 Letter of Offer to the Registrar to the Offer either by registered post / courier or by hand delivery on Mondays to Fridays between 10.00 AM and 6.30 PM and on Saturdays between 10.00 AM to 2.00 PM, on or before the date of closure of the Open Offer, i.e., **Thursday, 29th December 2011**, 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 "**ACI Infocom Limited- Open Offer**" ("**Depository Escrow Account**") filled in as per the instructions given below:

DP Name	:Satguru Capital and Finance Private Limited
DP ID	:12036300
Client ID No.	: 00038137
Depository	: Central Depository Services (India) Limited

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

9.7 In case (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders and (c) owner of the shares who have sent the shares to the Target Company for transfer, a consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with AIL), 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, shall need to be provided so as to reach the Registrar to the Open Offer on or before 6.30 P M upto the date of closure of the Open Offer i.e 29th December 2011 Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.

9.8 In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous for withdrawing the acceptance tendered by them in the offer may do so up to three (3) working days prior to the closing of the offer. The withdrawal option can be exercised by submitting the form of withdrawal enclosed with the Letter of Offer, so as to reach the Registrar to the Offer mentioned above as per the mode of delivery indicated therein on or before Saturday, 24th December 2011.

9.9 The Letter of Offer along with 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 said website.

9.10 No indemnity is needed from unregistered shareholders.

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

9.12 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 authority, 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.

9.13 As per the provision of section 196D (2) of the Income tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institution Investor ("FII") as defined in Section 115AD of the Income Tax Act.

9.14 The consideration received by the shareholders for the shares accepted in the offer will be subject to the capital gain tax or deduction of tax at source applicable as per the IT Act, 1961.

9.15 The payment of consideration for the applications so accepted in the offer, if any, shall be given within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by ECS, Direct Credit or crossed account payee cheques/pay order/demand drafts, RTGS and NEFT. It is desirable that shareholders provide bank details in the form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque/demand drat/pay order.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

10.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, the Acquirer 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 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 AIL is **1 [One]** Equity Share.

10.2 Shareholders who have offered their shares would be informed about acceptance or rejection of the Offer within 15 days from the date of closure of the Open Offer. The payment to the shareholders whose shares have been accepted will be paid by cheque / demand draft / pay order crossed 'Account Payee' only in favour of the first holder of equity shares (and sent by registered post) within 15 days from the date of closure of the Open 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.

10.3 The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of AIL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

11. SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Activity	Date	Day
Public Announcement	18.10.2011	Tuesday
Specified date*	17.11.2011	Thursday
Last date for a Competitive Bid	08.11.2011	Tuesday
Date by which letter of offer be posted to the shareholders	01.12.2011	Thursday
Date of opening of the Offer	10.12.2011	Saturday
Last date for revising the Offer Price/ Number of Shares	21.12.2011	Wednesday
Last Date for withdrawal of acceptance by shareholders	24.12.2011	Saturday
Date of Closure of the Offer	29.12.2011	Thursday
Date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	13.01.2012	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. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Seller) are eligible to participate in the Offer anytime before the closure of the Offer.

12. GENERAL CONDITIONS

12.1 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 up to seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer, the same would be informed by way of PA in the same newspapers where original PA had appeared. Such revised Offer Price would be payable for all the successful shares tendered anytime during the Offer.

12.2 In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous for withdrawing the acceptance tendered by them in the offer may do so up to three (3) working days prior to the closing of the offer. The withdrawal option can be exercised by submitting the form of withdrawal enclosed with the Letter of Offer, so as to reach the Registrar to the Offer mentioned above as per the mode of delivery indicated therein on or before Saturday, 24th December 2011.

12.2.1 The withdrawal option can be exercised by submitting the form of withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

12.2.1.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares

12.2.2 The withdrawal of the shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer on or before offer closing date.

12.2.3 The intimation of returned shares to the shareholders will be sent at the address as per the records of AIL.

12.3 "**If there is a competitive bid:**

12.3.1 The public offers under all the subsisting bids shall close on the same date.

12.3.2 As the offer price cannot be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly"

12.4 Based on the information available, the Acquirer and its Directors, Seller 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 any other Regulation under the SEBI Act, 1992.

12.5 Pursuant to the Regulation 13 of SEBI (SAST) Regulations, the Acquirer has appointed **M/s Comfort Securities Limited** as Manager to the Offer and **System Support Services** as Registrar to the Offer.

12.6 This Pubic Announcement would also be available at SEBI's website, www.sebi.gov.in

12.7 This Public Announcement is being issued on behalf of the Acquirer by the Manager to the Offer i.e. M/s Comfort Securities Limited.

12.8 The Acquirer, **PROG DYE CHEM PRIVATE LIMITED** and their Board of Directors accept full responsibility for the information contained in this PA (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations and subsequent amendments made there of.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
COMFORT SECURITIES LIMITED **SEBI Registration No**.INM000011328 A-301, Hetal Arch, Opp Natraj Market, S. V. Road, Malad (West), Mumbai - 400 064. **Tel nos.:** 022- 28449765/28449766 **Fax no.:** 022 - 28892527 **Contact Person:** Mr. Sarthak Vijlani **Email:** sarthak@comfortsecurities.co.in **Website:** www.comfortsecurities.co.in	**SYSTEM SUPPORT SERVICES** **SEBI Registration No.** INR000000502. 209, Shivai Industrial Estate, 89, Andheri kurla Road, Sakinaka, Andheri (E),Mumbai - 400072 **Tel Nos:** 022-28500835 **Fax no.:** 022-28501438 **Contact Person:** Mr. Mahendra Mehta/ Mr. Zoeb Sutarwala **Email :** sysss72@yahoo.com zoebsss@hotmail.com

Place : Mumbai
Date : 18.10.2011