Size: 32x12 cms

Post Offer Public Announcement for the attention of the Shareholders of

# ALLSEC TECHNOLOGIES LIMITED ("Allsec")

**Registered Office:** 7H, Century Plaza, 560 – 562, Anna Salai, Teynampet, Chennai 600 018, India.

The details subsequent to the completion of Open Offer formalities with respect to (a) Public Announcement ["PA"] dated August 29, 2006 issued pursuant to and in compliance with among others, Regulation 10 and 12 of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ["SEBI Takeover Regulations" / "Regulations"]; (b) Letter of Offer dated November 7, 2006 sent to the shareholders / beneficial owners of Allsec Technologies Limited ["Allsec"] and (c) Corrigendum to Public Announcement dated November 16, 2006 issued by YES BANK Limited as Manager to the Open Offer on behalf of First Carlyle Ventures Mauritius ["Acquirer" / "FCVM"] and Carlyle Asia Growth Partners III, L.P. ["CAGP III"] and CAGP III Co-Investment, L.P. ["CAGP III Co-Invest"] [hereinafter referred to as the "Persons Acting in Concert"/ "PACs"], are as under:

| | | |
|---|---|---|
| 1. | Name of the Target Company | Allsec Technologies Limited |
| 2. | Name of the Acquirer including PACs | Acquirer - First Carlyle Ventures Mauritius<br>Persons Acting in Concert with the Acquirer – (i) Carlyle Asia Growth Partners III, L.P. and (ii) CAGP III Co-Investment, L.P. |
| 3. | Name of the Manager to the Offer | YES BANK Limited |
| 4. | Name of the Registrar to the Offer | Intime Spectrum Registry Limited |
| 5. | Offer Details<br><br><br><br><br><br><br>(a) Date of opening of the Offer<br>(b) Date of closure of the Offer | Open Offer to acquire 30,45,106 equity shares of Rs.10/- each representing 20% of the voting paid up equity share capital, (assuming that 1,60,728 Warrants allotted to the Acquirer and 8,03,640 Warrants allotted to Promoters on preferential allotment basis on August 23, 2006 are not converted into Shares before the expiration of 15 days after the closure of the Offer), at a price of Rs. 260/- per fully paid-up equity share<br>November 21, 2006 [as per revised schedule]<br>December 11, 2006 [as per revised schedule] |

6 Details of the acquisition

| Sr. No. | Particulars | Proposed in the Letter of Offer | | Actuals | |
|---|---|---|---|---|---|
| 6.1 | Offer Price (Rs.) | 260/- | | 260/- | |
| 6.2 | Shareholding of Acquirer and PACs before Subscription and Shareholders Agreement ("SSA") / PA [Refer Note 1]<br>• Number of equity shares<br>• % | Nil<br>NA | | Nil<br>NA | |
| 6.3 | Shares acquired by way of SSA<br>• Number of shares<br>• % | 30,21,685<br>19.85 | | 30,21,685<br>19.85 | |
| 6.4 | Shares acquired in the open offer<br>• Number of shares<br>• % | 30,45,106<br>20.00 | | 4,21,173<br>2.77 | |
| 6.5 | Size of the open offer (No of shares multiplied by offer price per share) | Rs. 79,17,27,560/- | | Rs. 10,95,04,980/- | |
| 6.6 | Shares acquired after PA but before 7 working days prior to offer closure date [Refer Note 2]<br>6.1 Price of the shares acquired<br>6.2 No of shares acquired<br>6.3 % of shares acquired | NA<br>NA<br>NA | | Rs.258.50<br>7,50,000<br>4.93 | |
| 6.7 | Post offer share holding of Acquirer and PACs (6.2+6.3+6.4+6.6)<br>• Number of shares<br>• % | 60,66,791<br>39.85 | | 41,92,858<br>27.54 | |
| 6.8 | Pre & Post offer share holding of Public [Refer Note 3] | **Pre** | **Post** | **Pre** | **Post** |
| | • Number of shares<br>• % | 81,13,821<br>66.49 | 50,68,715<br>33.29 | 81,13,821<br>66.49 | 69,42,648<br>45.60 |
| 7 | Status of Escrow Account, whether released or not | A sum of Rs. 10,95,04,980/- was transferred from Domestic Cash Escrow Account to Special Account on December 15, 2006 for the purpose of making payment towards 4,21,173 shares accepted from 8 shareholders. Balance lying in Domestic Cash Escrow Account will be released to the Acquirer in due course. | | | |
| 8. | Payment of interest, if any, to the shareholders along with details thereof | Not Applicable | | | |
| 9 | Status of Investor complaints received, if any | No Investor complaints are received or pending | | | |

***Note 1**: Preferential Allotment also entailed an allotment of 1,60,728 Warrants to the Acquirer representing 0.99% of the post conversion fully diluted paid up equity share capital, with each Warrant convertible into one equity Share of the face value of Rs. 10/- each at a premium of Rs. 250/- per Share i.e. at a price of Rs. 260/- per converted Share, within eighteen months from the date of allotment i.e. on or prior to February 22, 2008. The terms of the Preferential Allotment further entailed an allotment of 8,03,640 Warrants representing 4.96% of the post conversion fully diluted paid up equity share capital to Promoters of Allsec with each warrant convertible into one equity Share of the face value of Rs. 10/- each at a premium of Rs. 250/- per Share i.e. at a price of Rs. 260/- per converted Share, within eighteen months from the date of allotment i.e. on or prior to February 22, 2008 .*

***Note 2**: Acquired by FCVM on October 12, 2006 from Euronet by way of an off market purchase.*

***Note 3**: Upon conversion of 1,60,728 Warrants by the Acquirer and 8,03,640 Warrants by the Promoters, shareholding of public will come down from the post offer level of 45.60% to 42.88%.*

The Acquirer i.e. First Carlyle Ventures Mauritius ["FCVM"] and the directors of FCVM and Persons Acting in Concert with the Acquirer viz (i) Carlyle Asia Growth Partners III, L.P. ["CAGP III"] and (ii) CAGP III Co-Investment, L.P. ["CAGP III Co-Invest"] accept joint and several responsibility for the information contained in this Post Offer PA and also for the obligations of Acquirer and PACs as laid down in the SEBI Takeover Regulations.

**This Post Offer Public Announcement would also be available on SEBI's website at www.sebi.gov.in**

**Registrar to the Offer**

INTIME SPECTRUM REGISTRY LIMITED

**Intime Spectrum Registry Limited**
C-13, Kantilal Maganlal Industrial Estate
(Pannalal Silk Mills Compound)
L.B.S. Marg, Bhandup West, Mumbai 400 078
Tel No: 91 22 2596 0320 -28; Fax No: 91 22 2596 0329
E-mail: allsecoffer@intimespectrum.com
SEBI Registration No: INR 00000 3761
**Contact:** Ms. Awani Punjani

Issued by:

**MANAGER TO THE OFFER**

YES BANK
EXPERIENCE OUR EXPERTISE

**YES BANK Limited**
12th Floor, Discovery of India Building
Nehru Centre, Dr. Annie Besant Road
Worli, Mumbai 400018
Tel No: 91 22 6669 9000 Fax No: 91 22 2497 4158
Email ID: allsec@yesbank.in
SEBI Reg No: MB / INM 0000 10874
**Contact:** Dhanraj Uchil / Steven Sule

Issued on behalf of Acquirer i.e. First Carlyle Ventures Mauritius, c/o Multiconsult Limited, 10, Frere Felix De Valois Street, Port Louis, Mauritius and PACs viz, Carlyle Asia Growth Partners III, L.P., 2, Walker House, PO Box 908 GT, Mary Street George Town, Grand Cayman, Cayman Islands and CAGP III Co–Investment, L.P., 2, Walker House, PO Box 908 GT, Mary Street George Town, Grand Cayman, Cayman Islands.

Place: Mumbai
Date: January 12, 2007