PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SCHLAFHORST ENGINEERING (INDIA) LIMITED

Registered Office: Chandrapura Village, Taluka: Halol - 389350, District: Panchmahals, Gujarat.
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CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF SCHLAFHORST ENGINEERING (INDIA) LIMITED

This Public Announcement ("PA" or "Public Announcement") is being issued by Collins Stewart Inga Private Limited ("CSINGA" or the "Manager to the Offer"), on behalf of INTEGRA Holding AG ("Integra" or "Acquirer"), to the equity shareholders of Schlafhorst Engineering (India) Limited ("SEIL" or the "Target Company") pursuant to and in compliance with Regulation 10 and Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations" or "Regulations").

I. Background to the Offer

1. This offer is being made by INTEGRA Holding AG to the shareholders of Schlafhorst Engineering (India) Limited.
2. The Acquirer has entered into a Share Purchase Agreement on October 20, 2010 ("**SPA** ") for the acquisition of
   (a) 10,551,248 Equity Shares of Rs. 10/-each fully paid-up of the Target Company representing 54.40 % of issued, subscribed and paid-up equity share capital ("**Equity Sale Shares**") from the promoter of the Target Company namely W. Reiners Verwaltungs GmbH, a Company incorporated under the Laws of Germany having its principal office at Leverkuser Str. 65, 42897 Remscheid, Germany, Tel. No. : +49 2191 67-0, Fax No. : +49 2161 284473430 (referred to as "**Seller 1**"); and
   (b) 12,400,000, 4% Cumulative Redeemable Preference Shares of Rs 10/- each fully paid-up representing 100% of the issued, subscribed and paid-up preference share capital of the Target Company ("**Preference Sale Shares**") from Oerlikon Textile GmbH & Co. KG, a limited liability partnership established under the Laws of Germany, (formerly known as Saurer GmbH & Co. KG) having its principal office at Leverkuser Str. 65, 42897 Remscheid, Germany, Tel. No. : +49 2191 67-0, Fax No. : +49 2161 284473430 (referred to as "**Seller 2**"); and
   ("**Seller 1**" and "**Seller 2**" are collectively referred to as "**Sellers**")
   ("**Equity Sale Shares**" and "**Preference Sale Shares**" are collectively referred to "**Sale Shares**"); and
   (c) as a joint and several obligor of Sellers for their liability under the SPA with respect to representations & warranties only, OC Oerlikon Corporation Inc., Pfäffikon, a corporation incorporated under the Laws of Switzerland, having its registered office at Churerstrasse 120, 8808 Pfäffikon, Switzerland Tel. No. : + 41 58 360 96 96, Fax No. : +49 58 3609874 being the ultimate parent company of Seller 1 and Seller 2 (the "**Sellers' Parent**")
   The details of SPA are as under:

SR. NO.	NAME OF THE SHAREHOLDER	NO. OF EQUITY SHARES	% OF PAID-UP EQUITY CAPITAL	PURCHASE PRICE PAYABLE	
				CHF	Rs.
1.	W. Reiners Verwaltungs GmbH	10,551,248	54.40%	725,492.75	33,500,000

SR. NO.	NAME OF THE SHAREHOLDER	NO. OF PREFERENCE SHARES	% OF PAID-UP PREFERENCE CAPITAL	PURCHASE PRICE PAYABLE	
				CHF	Rs.
1.	Oerlikon Textile GmbH & Co. KG	12,400,000	100%	2,165,650	100,000,000

   The key terms of the SPA are as follows:
   i) The Sellers have the obligation to sell and the Acquirer have the obligation to buy the sale shares.
   ii) The Sellers, the Acquirer and Wenger & Vieli Limited ("**Escrow Agent**") having their main offices at Dufourstrasse 56, 8008 Zurich, Switzerland have executed an escrow agreement **("Escrow Agreement")** contemporaneously with the SPA on such terms and conditions as mentioned in the said Escrow Agreement for the purpose of holding back the Sale Shares, the deeds of assignment of Sale Shares in demat rather than physical form and the purchase price between the closing of the SPA and the earlier of the completion of the Open Offer as contemplated under the SEBI (SAST) Regulations or the rescission of the SPA due to a failure of the Open Offer.
   iii) The Acquirer is entitled to reconstitute the Board of Directors of the Target Company as of the closing of the SPA.
   iv) Subject to the consummation of, and effective as of, the closing of the SPA, (a) the Target Company shall appoint such members to the Company's Board of Directors as are intimated by the Acquirer to the Sellers as provided for and in accordance with the SPA, at anytime before the date of such Board Meeting , (b) the Sellers shall cause the resignation of Mr. K. M. Thanawalla and Mr. Ulrich Wunder or their replacement (if any), as members of the Target Company's Board of Directors.
   v) Pursuant to the SEBI (SAST) Regulations, the Acquirer cannot become the legal and beneficial owner of the Sale Shares until the completion of the Open Offer as contemplated under the SEBI (SAST) Regulations.
   vi) The Acquirer shall make a public announcement to acquire equity shares of the Company pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.
   vii) The Sellers shall have the obligation to sell and the Acquirer shall have the obligation to acquire the Sale Shares of the Sellers subject to the satisfaction or - in case of item (b) below - waiver of the following conditions precedent as detailed in the SPA:
      a. The SEBI has cleared the Acquirer's draft Letter of Open Offer; and
      b No action, order, injunction or decree of any competent court, administrative body or arbitration tribunal exists or is pending which prohibits or seeks to prohibit the consummation of the transactions contemplated by the SPA.

   For some of the above terms more specifically defined in SPA and other details of the SPA shareholders of the Target Company may refer SPA which would be available to them for inspection during the period between the Offer opening date and the Offer closing date at the office of Manger to the Offer.
3. The Acquirer, Sellers and Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities Exchange Board of India Act, 1992 as amended (the "**SEBI Act**") or under any other regulation made under the SEBI Act.

II. The Offer

4. This Offer is being made by the Acquirer as a result of acquisition of 10,551,248 Equity Shares representing 54.40 % of issued, subscribed and paid-up equity share capital by way of a SPA the Target Company entered into between Acquirer, Sellers and Sellers' Parent as explained in Paragraph 2 above.
5. In view of the proposed substantial acquisition of equity shares and consequent change in control of the Target Company, a mandatory open offer is being made by the Acquirer in compliance with Regulation 10 and Regulation 12 and other applicable provisions of SEBI (SAST) Regulations.
6. The Acquirer is making an open offer to acquire up to 3,879,040 equity shares ("**Shares**") of the face value of Rs. 10/- each, representing 20% of the issued, subscribed and paid-up voting equity share capital of the Target Company in terms of Regulation 21(1) of the SEBI (SAST) Regulations, at a price of Rs. 9.65 (Rupees Nine and Paise Sixty Five Only) per fully paid up equity share ("**Offer Price**") payable in cash subject to the terms and conditions set out in this PA and the Letter of Offer.
7. This Offer is being made to all the shareholders of the Target Company (other than the parties to the SPA) and is not conditional upon any minimum level of acceptance. The Acquirer will acquire all the Shares of the Target Company that are validly tendered as per terms of the Offer up to a maximum of 3,879,040 equity shares (representing 20% of the issued, subscribed and paid-up voting equity capital).
8. This is not a competitive bid.
9. The Offer is subject to the terms and condition set out therein and in the Letter of Offer that will be sent to the shareholders of the Target Company.
10. This Offer is subject to the receipt of the statutory and other approvals mentioned in paragraph 32 to 35 of the PA. In terms of Regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
11. The Acquirer and the Manger to Offer do not hold any equity shares in the Target Company as on the date of this Public Announcement.
12. Neither the Acquirer nor their directors have acquired nor have they been allotted any shares of Target Company during the 12 months period prior to the date of this Public Announcement.
13. The 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 bonus and rights declared thereon.

III. The Offer Price

14. The shares of the Target Company are listed on Bombay Stock Exchange Limited ("BSE").
15. The shares of the Target Company are frequently traded on BSE (Source:www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.
   The annualized trading turnover in the equity shares of Target Company on BSE based on trading volume during April 2010 to September 2010 (six calendar months preceding the month in which the PA is made) is as given below:

Stock Exchange	Total No. of Shares traded during 6 calendar months prior to the month in which the PA is made	Total No. of Listed shares	Annualized Trading Turnover (as % of Total Shares Listed)
BSE	1,146,850	19,395,196	11.83%

   (Source:www.bseindia.com)
16. The Offer Price of Rs. 9.65 (Rupees Nine and Paise Sixty Five Only) per equity share fully paid up is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations being more than the highest of the following:

(a)	the negotiated price payable under the SPA	CHF 0.0687589 equivalent to Rs. 3.17 per share**
(b)	Highest price paid by the Acquirer for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement.	Not Applicable
(c)	The average of the weekly high and low of closing prices of the shares on BSE of the Target Company during the 26 weeks preceding the date of the Public Announcement*	Rs. 8.90 per share
(d)	The average of the daily high and low prices of the shares on BSE of the Target Company during the two weeks preceding the date of the Public Announcement*	Rs. 9.60 per share

   *(Source:www.bseindia.com)
   ** conversion rate Rs./ CHF exchange rate of 0.0216565 as on October 20,2010 (Source : https://wb1.ubs.com/cache/fin/pub/gvu)
17. There is no non-compete agreement between the Acquirer, Sellers, the Target Company and any other entity as envisaged under Regulation 20(8) of the Regulations. No additional payments are being made by the Acquirer as non-compete fees.
18. The Offer Price of Rs. 9.65 (Rupees Nine and Paise Sixty Five only) per share offered by the Acquirer to the shareholders of the Target Company under the proposed Open Offer is justified in the opinion of Manager to the Offer.
19. If the Acquirer, acquire any shares of the Target Company after the date of this Public Announcement and up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

IV. Information of Acquirer - INTEGRA Holding AG

20. The Acquirer was incorporated on October 4, 1988 under the Laws of Switzerland as a public limited company. The registered office of the company is situated at Hammerweg 1, 8304 Wallisellen, Switzerland. The Acquirer does not belong to any Group.
21. Acquirer is a financial investment company incorporated with the purpose inter alia includes administration of assets; to conduct the activities of commercial financial businesses for own and third-party accounts, financing development projects, venture funding etc.
22. The Acquirer is promoted by ORGU Foundation.
23. The audited financial details of the Acquirer for the last 3 years is as follows:

(CHF and Rs. in lacs, except EPS and Book Value)

Particulars	December 31, 2009 (Audited) 12		December 31, 2008 (Audited) 12		December 31, 2007 (Audited) 12	
	CHF	Rs.	CHF	Rs.	CHF	Rs.
Other Income	55.03	2466.99	71.31	3245.32	52.00	1807.00
Net Profit	27.71	1242.24	29.08	1323.43	35.45	1231.89
Equity Capital	100.00	4483.00	100.00	4551.00	100.00	3475.00
Reserves and Surplus (net of misc. expenditure not written off)	394.04	17664.81	352.69	16050.92	324.61	11280.20
Net Worth	494.04	22147.81	452.69	20601.92	424.61	14755.20
Dividend	10%*		5%		5%	
Earnings Per Share (EPS)	27.71*	1242.24	58.16	2646.86	70.90	2463.78
Return on Net Worth	5.61%		6.42%		8.35%	
Book Value	494.04*	22147.81	905.38	41203.84	849.22	29510.40

* In 2009 Shares were split 1 : 2

Exchange Rate : 1 CHF = Rs. 44.83 (December 31,2009), 1 CHF = Rs. 45.51(December 31, 2008), 1 CHF = Rs. 34.75 (December 31, 2007) (Source : **http://www.xe.com/ict)**

(Source: Annual Report)

V. Information of the Target Company

24. Schlafhorst Engineering (India) Limited, ("SEIL / Company"), is an Indo-German joint venture company. SEIL was incorporated in Maharashtra on June 3, 1981, as Padmatex Engineering Private Limited. The Company became a public limited company with effect from June 3, 1982, the name of the Company was changed to Padmatex Engineering Limited and the certificate of change of name was issued by the Registrar of Companies Maharashtra to that effect.The name of the Company was changed to Schlafhorst Engineering (India) Limited on October 10, 1994 consequent upon the Company's collaborator, W. Schlafhorst AG & Co., Germany ("WSC") (through its holding company W. Reiners Verwaltungs GmbH, Germany ("WRV") taking over the management control of the Company by acquiring (on February 3, 1994) 51% of equity share capital of the Company. WRV & WSC were part of Saurer Group, Switzerland which was subsequently taken over by the Oerlikon Group in the year 2007.
25. On February 1, 1996, the registered office of the Company was shifted to Vadodara, Gujarat from Maharashtra by a resolution passed by the shareholders on May 5, 1995 and as confirmed by the Company Law Board on November 23, 1995. On July 1, 2005, the registered office of the Company was shifted to Halol, Gujarat by a resolution passed by the shareholders on April 21, 2005. The registered office is now located at Chandrapura Village, Taluka: Halol - 389 350 District: Panchmahals, Gujarat, Tel. No.: +91-02676-221870, Fax No.: +91-02676-220887.
26. Present Business of the Target Company:
   SEIL is presently engaged in the business of manufacturing high speed draw frames and also provide services which includes drafting, conversion and renovation of any make of draw frame, parts for autoconer and draw frame, machining on job work basis and sheet metal fabrication on job work basis like auxiliary converter boxes and power converter boxes for Indian railways through Bombardier, BHEL & NELCO, etc.
27. The issued and subscribed share capital of the Target Company consists of Rs. 193,951,960 divided into 19,395,196 equity shares of the face value of Rs. 10/- each, fully paid-up and 124,000,000 divided into 12,400,000 4% Cumulative Redeemable Preference Shares of face value of Rs 10/- each, fully paid-up. There are no partly paid up shares of the Target Company as on the date of the Public Announcement. The equity shares of the Target Company are listed on Bombay Stock Exchange Limited.
28. The audited financial highlights of the Target Company are as given below for last 3 years;

(Rs. In lacs except EPS and Book Value)

Particulars	December 31, 2009 (Audited) 12	December 31, 2008 (Audited) 12	December 31, 2007 (Audited) 12
Total Income	720.40	933.89	1265.82
Net Profit	102.21	145.54	184.02
Equity Capital	1939.52	1939.52	1939.52
Reserves and Surplus (net of misc. expenditure not written off)	623.31	623.31	623.31
Cumulative Redeemable Pref. Share	1240.00	1240.00	1240.00
Net Worth (Excluding CRPS)	478.27	499.00	353.46
Earnings Per Share (EPS)	0.53	0.75	0.95
Return on Net Worth	21.37	29.17	52.06
Book Value	2.47	2.57	1.82

(Source : Annual Report)

VI. Reasons for Acquisition and Offer

29. The Offer is mandatory offer and is being made pursuant to the SPA between the Acquirer, Sellers and Sellers' Parent as described in paragraph 2 above whereby the Acquirer intends to acquire 54.40% of the issued, subscribed and paid-up equity share capital and 100% of issued, subscribed and paid-up preference share capital in the Target Company from the Sellers. This acquisition of Equity Shares has resulted in substantial acquisition of shares and change in control of the Target Company in terms of the SEBI (SAST) Regulations. Hence, this Open Offer is being made in compliance with Regulation 10 and Regulation 12 read with other applicable provisions of the SEBI (SAST) Regulations.
30. INTEGRA Holding AG pursues a growth strategy in India and aims at expanding its current presence significantly during the next years. The acquisition shall provide the company with real estate resources in a strategic location, poised for the future growth of the company. Moreover, the current assets of the company will allow the utilisation of synergies with its existing subsidiary company INTEGRA India Group Company Limited having its registered office at Vadodara, Gujarat.
31. The Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of Target Company, other than in the ordinary course, except with the prior approval of the shareholders of Target Company. An undertaking to this effect has been provided by the Target Company to Manager to the Offer.

VII. Statutory / Other Approvals Required for the Offer

32. The Offer is subject to the receipt of approval from Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA), as amended from time to time for the acquisition of equity shares by the Acquirer from resident shareholders validly tendered under the Offer.
33. The Acquirer will make the necessary applications to the various authorities to obtain the statutory approvals described above.
   As on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer, other than those indicated above. If any other statutory approvals become applicable, the Offer would be subject to receipt of such approvals. The Acquirer, in terms of Regulation 27 of SEBI (SAST) Regulations, will not proceed with the Offer in the event the statutory approvals indicated above are refused.
34. In case of delay in receipt of the above approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. However, in terms of Regulation 22(13) of the SEBI (SAST) Regulations, if the Acquirer fail to obtain statutory approvals in time on account of the willful default or neglect or inaction or non-action by Acquirer in obtaining the requisite approval(s), the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in the SEBI (SAST) Regulations.
35. Any consents required from banks and financial Institutions, pursuant to any outstanding loan agreements shall be obtained before the Offer Opening Date.

VIII. Disclosure under Regulation 21(2) of the SEBI (SAST) Regulations, 1997

36. The Offer assuming full acceptance will not result in the public shareholding falling below 25% in the Target Company, which is the minimum level required to be maintained as per the provisions of clause 40A of the Listing Agreement. Therefore, the provisions of Regulation 21 (2) of Regulations are not applicable.

IX Funding Arrangement for the Offer

37. The Acquirer has made firm financial arrangement for financing the acquisition of equity shares under the Public Offer, in terms of Regulation 16 (xiv) of the Regulations.
38. The total fund requirement for implementation of the Offer at Rs. 9.65 (Rupees Nine and Paise Sixty Five only) per fully paid up equity share is Rs. 3,74,32,736 (Rupees Three Crore Seventy Four Lacs Thirty Two Thousand Seven Hundred Thirty Six only) assuming that full acceptance for the Offer is received ("**Offer Consideration**").
39. In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has caused the deposit of Rs. 42,500,000 (Rupees Four Crore Twenty Five Lacs Only) in the escrow account of HSBC Bank, Shiv Building, Plot No. 139-140 B, Western Express Highway, Sahar Road Junction, Vile Parle (East), Mumbai – 400 057 styled Schlafhorst Engineering India Ltd.–Open Offer Escrow Account ("**Escrow Amount**"), in favour of CSINGA, Manager to the Offer. The Escrow Amount represents the required escrow amount that needs to be deposited in accordance with Regulation 28 of the SEBI (SAST) Regulations. In accordance with Regulation 28 of the SEBI (SAST) Regulations, CSINGA, Manager to the Offer has been duly authorized to realize the value of the aforesaid Escrow Amount.
40. Mr. Shalin S. Divatia, Membership No. 39755, partner of S. R. Divatia & Co. (Chartered Accountants) located at 219-221, Avon Arcade, D. J. Road, Vile Parle (West), Mumbai – 400056 , Tel. No.: +91-22-26160791, +91-22-26631927 Fax No.: +91-22-26104926 have in his letter dated October 20, 2010 certified that INTEGRA Holding AG, Acquirer has made firm arrangements to meet the financial obligations under the Open Offer to be made to the shareholders of the Target Company.
41. The reserve and surplus of the Acquirer shall be utilised to meet the obligations under the Offer.
42. The Manager to the Offer is satisfied about the ability of Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfil the obligations under the SEBI (SAST) Regulations.

X. Other Terms of the Offer

43. A Letter of Offer specifying the detailed terms and conditions of the Offer, together with a Form of Acceptance-cum-Acknowledgement ("**FOA**") and Form of Withdrawal will be mailed on or before December 2, 2010 to all the shareholders of the Target Company (other than parties to the SPA), whose names appear on the register of members of the Target Company and to the owner of the shares whose names appear as beneficiaries on the records of the respective Depositories at the close of business hours on October 29, 2010 (the "**Specified Date**"). Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of the Target Company as on the Specified Date.
44. Shareholders who wish to tender their Shares, held in physical form, will be required to send the FOA, original share certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer, Mondkar Computers Private Limited, either by hand delivery on weekdays or by Registered Post, at their sole risk, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., no later than January 3, 2011 in accordance with the instructions to be specified in the Letter of Offer and in the FOA. In case of registered shareholders in whose respect, the aforesaid documents have not been received, but the original share certificate(s) and duly signed share transfer form(s) have been received, the Offer shall be deemed to have been accepted.
45. For the shareholders holding shares in dematerialised form The Registrar to the Offer, Mondkar Computers Private Limited, has opened a special depository account with Central Depository Services (India) Limited ("CDSL") called, " MCPL ESCROW ACCOUNT SEL OPEN OFFER ". Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their equity shares in the special depository account:

Depository Participant ("DP") Name	Sushil Financial Services Private Limited
DP ID	12028900
Client ID	1202890000980906
ISIN No.	INE984B01015
Depository	Central Depository Services (I) Limited

   Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") have to use inter-depository delivery instruction slips for crediting their shares in favour of the special depository account with CDSL.
46. All owners of equity shares demat/physical, registered/unregistered (other than parties to the SPA) are eligible , to participate in the Offer anytime before closure of the Offer. All registered owners can send duly completed FOA, filled and signed in accordance with the instructions contained in the Letter of Offer and FOA, to the Registrars to the Offer, at the collection centres mentioned in paragraph 49, before the closure of the Offer i.e. January 3, 2011. No indemnity shall be required from the unregistered shareholders.
47. In case of non-receipt of the aforesaid documents, but receipt of the Shares in the special depository account, the Offer shall be deemed to have been accepted. Shareholders holding dematerialized Shares and wishing to participate in the Offer, should ensure the credit of the Shares in favour of the special depository account mentioned above before the close of business hours on the close of the Offer, i.e., no later than January 3, 2011 ("**Offer Closing Date**").
48. Beneficial owners (holders of Shares in dematerialized form) who wish to tender their Shares will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account to the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., no later than January 3, 2011 , in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before closure of the Offer, i.e., no later than January 3, 2011.
49. In addition to the above-mentioned address, the Shareholders of the Target Company, who wish to avail of and accept the Offer, can also deliver the Acceptance Form along with all the relevant documents at the collection centres below in accordance with the procedure as set out in the Letter of Offer. (Monday to Friday 10 a.m. to 3 p.m. & Saturdays 10 a.m. to 1p.m.)

Collection Centres	Address of Collection Centres	Contact Person	Contact Details	Mode of delivery
Mumbai	Mondkar Computers Pvt. Ltd. 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093	Mr. Devanand Dalvi	**Tel No.** +91- 22-2820 7201 / 022 – 28207203 **Fax No.** +91 22- 2820 7207 **Email:** info@mondkarcomputers.com	Post / Hand Delivery
Vadodara	Mondkar Computers Pvt. Ltd. C/o Mr. Sanjay Sutar 45, Taskent Society, Nr. Davedeep Shopping Complex, Nizampura, Baroda - 390002	Mr. Sanjay Sutar	**Tel No.** +91-265-2775420 / 09825450718 **Fax No.** +91-22-2775420 **Email:** info@mondkarcomputers.com	Hand Delivery

The centres will be closed on Sundays and Public Holidays.

50. All owners (registered or unregistered) of shares of the Target Company, except the parties to SPA, are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they had acquired their shares. No indemnity is required from the unregistered owners.
51. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, distinctive numbers, folio number, number of shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the Close of the Offer, i.e., no later than January 3, 2011 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e., no later than January 3, 2011.
52. Applications in respect of Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Shares are not received together with the Shares tendered under the Offer. The Letter of Offer in such cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
53. If the Shares tendered in this Offer by the shareholders of the Target Company are more than the Shares to be acquired under this Offer, the acquisition of Shares from each shareholder will be on a proportionate basis as per the provisions of Regulation 21(6) of the Regulations such that the acquisition from each 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 for the Target Company is 1 (one) Share.
54. **Duly executed Form(s) of Acceptance along with share certificate(s) and share transfer form(s) should be sent only to the Registrar to the Offer and not to Manager to the Offer or Acquirer.**
55. In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity Shareholders desirous of withdrawing the acceptance tendered by them in the Offer, may do so upto 3 (three) working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at collection centres mentioned above as per the mode of delivery indicated therein on or before December 29, 2010.
   a. The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.
   b. In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
      – In case of physical shares: name, address, distinctive numbers, folio number, number of shares tendered; and
      – In case of dematerialized shares: name, address, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.
56. The Registrar to the Offer will hold in trust the 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 Target Company who have accepted the Offer, till the cheques/drafts for the consideration and/or the unaccepted shares/share certificates are dispatched/ returned.
57. The payment consideration for equity shares accepted under the Offer may be made through a crossed Demand draft/Pay Order or through Direct Credit ("DC"), National Electronic Funds Transfer ("NEFT"), Real Time Gross Settlement ("RTGS"), National Electronic Clearing Services ("NECS"), at specified centres where clearing houses are managed by the Reserve Bank of India within 15 days from the date of closure of Offer. Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS are requested to give the authorization for the same in the Form of Acceptance cum Acknowledgment and enclose a photocopy of cheque along with the Form of Acceptance cum Acknowledgment.
58. The consideration to those shareholders whose shares or share certificates and /or other documents are found complete, valid and in order, will be paid by demand drafts / pay orders or through DC/NEFT/RTGS/NECS. Such considerations in excess of Rs. 1500/- or unaccepted Share Certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post/speed post at the shareholders'/unregistered owners' sole risk to the sole/ first shareholder/unregistered owner. Equity Shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. The Acquirer are required to deduct tax on source, as may be applicable. All dispatches involving payment of a value upto Rs.1,500/- will be made under certificate of posting at the shareholders sole risk.
59. Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
60. 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. Unaccepted Shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.
61. Shareholders, who have sent their shares for dematerialization, need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of closure of the Offer, i.e., no later than January 3, 2011, else their application would be rejected.
62. While tendering the shares under the Offer, NRIs/OCBs/foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the Shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such Shares tendered.
63. Compliance with tax and other regulatory requirements:
   a. As per the provisions of section 196D(2) of the Income-tax Act, 1961 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 payable to a Foreign Institutional Investor as defined in section 115AD of the Income-tax Act, 1961.
   b. While tendering their equity shares under the Offer, NRIs, OCBs and other non-resident shareholders will be required to submit a No Objection Certificate or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by Acquirer before remitting the consideration, failing which Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs on the entire consideration amount payable to such shareholder.
64. Securities transaction tax will not be applicable to the shares accepted in the Offer.
65. A schedule of the activities pertaining to the Offer is given below:-

Activity	Date and Day
Specified Date *	October 29, 2010, Friday
Last date for a competitive bid	November 12, 2010, Friday
Date by which Letter of Offer to be dispatched to shareholders	December 2,2010, Thursday
Date of opening of the Offer	December 14, 2010, Tuesday
Last date for revising the Offer Price	December 23, 2010, Thursday
Last date for withdrawing acceptance from the Offer	December 29, 2010, Wednesday
Date of closing of the Offer	January 3, 2011, Monday
Last date of communicating rejection/ acceptance under the Offer would intimated and the corresponding payment for the acquired equity shares and /or the unaccepted demat shares / share certificate(s) for the rejected shares will be credited / dispatched	January 18,2011, Tuesday

* 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.

XI. General

66. **Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the PA / Letter of Offer shall have the option to withdraw acceptance tendered by them upto 3 (three) working days prior to the date of closure of the Offer, in terms of Regulation 22 (5A) of the SEBI (SAST) Regulations.**
67. If there is any upward revision in the Offer Price by Acquirer till the last date of revision viz. December 23, 2010 or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the original PA had appeared. The Acquirer would pay such revised price for all the Shares validly tendered any time during the Offer and accepted under the Offer.
68. **If there is a competitive bid**:
   a. **The public offers under all the subsisting bids shall close on the same date.**
   b. **As the Offer Price cannot be revised during 7 (seven) working days prior to the Closing date of the Offers / bids, it would, therefore, be in the interest of the Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
69. Pursuant to Regulation 13 of the SEBI (SAST) Regulations, the Acquirer has appointed CSINGA as Manager to the Offer. Manager to the Offer does not hold any shares of the Target Company as on the date of this PA.
70. INTEGRA Holding AG, Acquirer having office at Hammerweg 1, 8304 Wallisellen, Switzerland and its respective Directors severally and jointly accepts the responsibility for the information contained in this PA. Acquirer are responsible for the fulfilment of its obligations under the SEBI (SAST) Regulations.
   Registrar to the Offer – Mondakar Computers Private Limited, **Address:** 21, Shakil Niwas,Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 **Tel. No.:** +91- 22-2820 7201 / 022 – 28207203 **Fax No.:** +91 22- 2820 7207 **E-mail:** info@mondkarcomputers.com, **Contact Person:** Mr. Devanand Dalvi.

This Public Announcement would also be available on the SEBI's website (www.sebi.gov.in). For applying in this Offer, eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement which will be available on SEBI's website at (www.sebi.gov.in) from the Offer Opening Date, December 14, 2010.

Issued by Manager to the Offer on behalf of the Acquirer.

Collins Stewart Inga

Collins Stewart Inga Private Limited
A-404, Neelam Centre, 4th Floor, Hind Cycle Road, Worli, Mumbai – 400 030
Tel. No.: +91-22 - 2498 2919 / 2498 2927; Fax No.: +91-22 - 2498 2956
Email: seilopenoffer@csinga.com
Contact Person: Mr. Mihir Pandhi

Place : Switzerland
Date : October 21, 2010