

Public Announcement for the attention of the Shareholders of
ARNIT INFOTECH LIMITED. (AIL)

(Regd. Office: Level 5, Venkat Plaza, Punjagutta, Hyderabad – 500 082.)

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This Public Announcement is being issued by **SOBHAGYA CAPITAL OPTIONS LIMITED**, the Manager to the Offer, on behalf of **Mrs. Aruna R Ajjarapu & Mr. Kuchimanchi Shridhar (the Acquirers)**, Mr. A S Seshagiri Rao & Mrs. Anuradha Azzarapu, both persons acting in Concert (PACs) who have given their consents to be considered as PACs (though not participating in this Open Offer) pursuant to 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 (hereinafter referred to as “Regulations”)

I. THE OFFER:

- 1.1 The **Acquirers** Mrs. Aruna R Ajjarapu & Mr. Kuchimanchi Shridhar, both Non Resident Indians (NRI's) along with **Persons Acting in Concert**, Mr. A S Seshagiri Rao & Mrs. Anuradha Azzarapu, (though not participating in this Open Offer) are making this Open Offer under Regulations 10 and 12, to the Shareholders of Arnit Infotech Limited (hereinafter referred to as the “the Target Company” or “AIL”) to acquire from them 6,00,000 Equity Shares of Rs.10/- each (representing 20 % of the voting capital of AIL) at a price of Rs. 3/- (Rupees Three only) for each fully paid up equity share of AIL (hereinafter referred to as the “Offer Price”) payable in cash (hereinafter referred to as “Offer” or “Open Offer”). The Offer is not subject to any minimum level of acceptance and is not a conditional offer. The Share capital of AIL does not consist of partly paid up shares. There is no other acquirer or other entities/ persons who are or can be deemed to be persons acting in concert for the purpose of this Open Offer.
- 1.2 The Acquirers have entered into a Share Purchase Agreement (SPA) on 25-01-2007 with the Promoter Group of Arnit Infotech Ltd, through their duly constituted attorney for Mrs. Aruna R Ajjarapu, Mr. A S Seshagiri Rao and for Mr. Kuchimanchi Shridhar Mr. A S N Murthy respectively, to acquire 18,53,000 equity shares of Rs.10/- each, being 61.77% of the issued and paid up equity share capital and voting rights of M/s Arnit Infotech Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office Level V, Venkat Plaza, Punjagutta, Hyderabad – 500 083 (hereinafter referred to as “AIL/the Target Company”) from the promoter group, namely M/s. Fortuna Technologies (India) Private Limited and M/s Fortuna Technologies Inc. (USA), (hereinafter collectively referred to as Sellers) (11,33,000 and 7,20,000 equity shares respectively), at a price of Rs. 2.50 (Rupees Two and Paise Fifty only) per fully paid up equity share payable in cash (“Negotiated Price”). The total consideration for the shares to be acquired as mentioned above is Rs.46,32,500/- (Rupees Forty Six Lacs Thirty Two Thousand Five Hundred Only) and that has resulted in triggering of SEBI (SAST) Regulation 1997. The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.
- 1.3 The promoter group of the company and their shareholding is as below

Sl. No.	Name of the Promoter Group Sellers	Shares agreed to be acquired under the SPA	% of holding
1.	M/s Fortuna Technologies (India) Pvt. Ltd.	11,33,000	37.77
2.	M/s Fortuna Technologies Inc. (USA)	7,20,000	24.00
TOTAL		18,53,000	61.77

- a. The summary of the major terms of the Share Purchase Agreement are:
- i) The Acquirers shall comply with all the obligations of acquirers under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations and also obtain the requisite permission from the Govt. of India if necessary due to their non- resident Indian status. In case of non-compliance with the provisions of the SEBI guidelines or non-receipt of approval from the Government, the parties shall not act upon this SPA.
- ii) The Acquirers shall bear the stamp duty and other charges payable on the transfer of shares.
- iii) Upon the Acquirers purchasing the shares, the Sellers shall cooperate with the Acquirers in restructuring the Board of Directors of the Target Company.
- iv) As per regulation 21(2) where the acquirers acquire more than fifty five per cent (55%) shares or voting rights in the target company through an agreement or memorandum of understanding and the public offer made under regulation 10 or sub-regulation (1) of regulation 11 to acquire minimum percentage of voting capital as specified in sub regulation (1) of regulation 21 results in public shareholding being reduced to a level below the limit specified in the Listing Agreement with the stock exchange for the purpose of listing on continuous basis, the acquirer shall acquire only such number of shares under the agreement or the memorandum of understanding so as to maintain the minimum specified public shareholding in the target company
- 1.4 The Acquirers do not hold any shares in the Target Company as on the date of the PA. but the Persons Acting in Concert Mr. A S Seshagiri Rao & Mrs. Anuradha Azzarapu, (though not participating in this Open Offer) are holding 1,07,824 & 83,471 shares amounting to 6.37 % which were acquired in the months November, 06 to Jan,07 at the rate of Rs. 2.50 per share.
- 1.5 The Acquirers are making an offer, for acquiring upto a maximum of 6,00,000 equity shares of Rs.10/- each of the company representing 20% of the issued and paid up equity share capital of the company held by the public shareholders (i.e. other than the promoter group) at a price of Rs.3.00 (Rupees Three only) per share in cash. (The “Offer”).

- 1.6 The Offer is not subject to any minimum level of acceptance.

II. JUSTIFICATION OF OFFER PRICE

- 2.1 The equity shares of AIL are listed on The Hyderabad Stock Exchange Association Limited (HSE), Pune Stock Exchange Limited (PSE) and The Stock Exchange, Ahmedabad (ASE). Based on available information, the equity shares of AIL are infrequently traded within the meaning of Regulation 20 of the Regulations on HSE, PSE & ASE and there has not been any trading on HSE, PSE & ASE since more than six months from the date of the Public Announcement. The Acquirers want to acquire 6,00,000 (20%) Equity Shares through Open Offer to the Shareholders of AIL.
- 2.2 The price-earning Multiple (based as on 31-03-2006) on the offer price is NIL.
- 2.3 The offer price of Rs. 3/- per share has been determined as per Regulation 20(5) of the Regulations taking into account the following factors:
- a. The Acquirers have entered into a Share Purchase Agreement (SPA) on 25-01-2007 with the Promoter Group of Arnit Infotech Ltd, to acquire 18,53,000 equity shares of Rs.10/- each, being 61.77% of the issued and paid up equity share capital and voting rights of M/s Arnit Infotech Limited, at a price of Rs. 2.50 (Rupees Two and Paise Fifty only) per fully paid up equity share payable in cash (“Negotiated Price”)
- b. The Acquirers do not hold any shares in the Target Company as on the date of the PA. but the Persons Acting in Concert Mr. A S Seshagiri Rao & Mrs. Anuradha Azzarapu, (though not participating in this Open Offer) are holding 1,07,824 & 83,471 shares amounting to 6.37 % which were acquired in the months November, 06 to Jan,07 at the rate of Rs. 2.50 per share.
- c. Other parameters (as on 31.03.2006):- (a) Return on Network: Nil; (b) Book Value: Rs. 13.39; (c) EPS: NIL
- d. Mr. V S K Rao of M/s Satyanarayana Raju & Company, Chartered Accountants, (Membership No. 206132), having their office at: H. No. 8-2-120/86/9/A/34, Plot No. 34, Rao & Raju Colony, L V Prasad Marg, Road No. 2, Banjara Hills, Hyderabad – 500 034, Ph.: 040 – 2354 8331/ 32, Fax No.: 040 – 2354 1367, vide their certificate dated: 13th November, 2006, has certified the following:-
- Net Asset Value (NAV) per Share as on 31-03-2006: Rs. 13.16
- Profit Earning Capacity Value (PECV) per Share as on 31-03-2006: Rs. NIL
- Since the shares of the company are infrequently traded on the above mentioned stock exchanges the fair value of the share has been arrived at based on the decision of the Hon’ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995 (83 com case 30) the value of the equity shares of the target company is computed as follows:
- | | |
|---|-------------|
| Weight to be assigned for NAV | : 1 |
| Weight to be assigned for PECV | : 2 |
| Weight to be assigned to Market Value | : 2 |
| Value per share under NAV Method | : Rs. 13.16 |
| Weighted value of share as per NAV Method | : Rs. 13.16 |
| Value per share under PECV Method | : Rs. NIL |
| Weighted value of share under PECV Method | : Rs. NIL |
| Average Market value per share | : Rs. NIL |
| Weighted value of share under Market Value Method | : Rs. NIL |
| Fair value per share | : Rs. 2.64 |
- Therefore, considering the above parameters the offer price based on the fair value of Rs. 2.64 (Rupee Two and Sixty Four paise only) as calculated above and the negotiated price under Agreement and

acquisition price of Rs.2.50, as mentioned in 2.3(a) & (b) above the offer price of Rs. 3/- (Rupee Three only) per share in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997 is justified.

- 2.4 The Manager to the Offer **SOBHAGYA CAPITAL OPTIONS LIMITED** does not hold any equity shares in the Target Company as on the date of the Public Announcement.

- 2.5 This is not a competitive bid.

III. INFORMATION ABOUT ACQUIRERS:

- 3.1 Mrs. Aruna R Ajjarapu, an NRI, aged about 31 years, residing at 9120, Rock Rose Dr, Tampa, Florida 33647, USA. She is working as Accounts Executive since 2003 in M/s Global Information Technology, Inc., 8913, Regents Park Drive, Ste. # 680, Tampa, Florida 33647, USA. Her Net worth as on 15-11-2006, is US\$ 16,592,976, duly certified by Mr. Timothy M. Griffiths (AICPA Membership No. 01009842 and FICPA Membership No. 4164), M/s. TMG Certified Public Accountants, having their office at: 904, W. Waters Avenue, Suite D, Tampa, Florida 33604, Ph. No.: (813) 932- 8907, Fax No. (813) 932-9749, vide their certificate dated: November 27, 2006.
- 3.2 Mr. Kuchimanchi Shridhar, an NRI, aged about 34 years, residing at 22946 Fontwell Sq, Sterling, Virginia, USA, owns 100% of the common stock of Socius Solutions Inc., a local Internal Technical Consulting Company which specialises in computer consultations. His Net worth as on 04-12-2006 is US\$ 612,436, duly certified by Mr. Timothy M. Griffiths (AICPA Membership No. 01009842 and FICPA Membership No. 4164), M/s. TMG Certified Public Accountants, having their office at: 904, W. Waters Avenue, Suite D, Tampa, Florida 33604, Ph. No.: (813) 932 8907, Fax No. (813) 9329749, vide their certificate dated: December 7, 2006.
- 3.3 The Acquirers and PACs are relatives.
- 3.4 The Acquirers are not holding any equity shares of the Target Company.
- 3.5 The Persons Acting in Concert are 1. Mr. A S Seshagiri Rao, aged about 65years residing at B-93, Indian Airlines Colony, opp. Airport, Begumpet, Hyderabad. 2. Mrs. Anuradha Azzarapu aged about 31 years residing at Plot no.175,Road no.3,Threemurthy Colony, Mahendra Hills,Secunderabad, who are holding 1,07,824 & 83,471 shares respectively amounting to 6.37 % which were acquired in the months November, 06 to Jan,07, at the rate of Rs. 2.50 per share (though not participating in this Open Offer).

IV. INFORMATION ABOUT THE TARGET COMPANY:

- 4.1 AIL was originally incorporated on December 9, 1991 with the Registrar of Companies, Maharashtra, as M/s Janvi Finstock Private Limited and was converted into a Limited company on 17.04.1996. Subsequently the company's name was changed to M/s Chitalia Infotech (India) Ltd., on 24th December 1998.
- 4.2 M/s Chitalia Infotech (India) Ltd a Bombay based company was taken over by the present management in the year 1999-2000 by making an Open Offer under the SEBI (SAST) Regulations, 1997, and thereafter the name was changed to Arnit Infotech Limited on 22.03.2000. The Registered Office of the company was shifted to the State of Andhra Pradesh from the State of Maharashtra w.e.f., 14.11.2000. The Company at present has its Registered Office situated at Level V, Venkat Plaza, Punjagutta, Hyderabad – 500 083, Ph.: 040 – 2341 2070, Fax 040 – 2341 2225
- 4.3 The Company is registered with Software Technology Parks of India, Hyderabad since 2nd March, 2000, as it is in the activity of Export of Software development. The company could not carry on any business due to competition from big and leading companies in the last two years.
- 4.4 The authorised share capital of the Company is Rs. 3,50,00,000/- comprising of 35,00,000 Equity shares of Rs. 10/-, each. The issued, subscribed and paid up capital of the company as on the date of this public Announcement is Rs. 30,00,00,000/- divided into 30,00,000 Equity shares of Rs.10/-, each fully paid up. There are no partly paid up shares.
- 4.5 The shares of the Company are listed in the stock exchanges of The Hyderabad Stock Exchange Association Limited (HSE), Pune Stock Exchange Limited (PSE) and The Stock Exchange, Ahmedabad (ASE). There was no trading in the shares of the target company at HSE, PSE & ASE since more than six months from the date of the Public Announcement..
- 4.6 The total Income of the company for the 12 months period ended 31-03-2006 was Rs.16.65 lakhs with a net profit of Rs.(-17.59) lakhs. Following are the financial parameters of the Target Company for the immediately preceding financial year (year ending 31.3.2006)
- | | |
|---------------------------------|---------------------|
| i) Net worth | : Rs. 4,01,64,011/- |
| ii) Book value per equity share | : Rs. 13.39 |
| iii) Return on Network % | : Nil |
| iv) Earnings per share | : Nil |

V. REASONS FOR THE ACQUISITION AND OFFER AND FUTURE PLAN ABOUT THE TARGET COMPANY:

- 5.1 This offer has been made pursuant to Regulation 10 and 12 of Chapter III for the purposes of taking over the management and control of AIL pursuant to the Shareholders Agreement effective upon closure of the Offer. This would result in a change in control of AIL taking place upon closure of the Offer as stated in para 1 above.
- 5.2 The Acquirers want to continue the same business of Export of Software development. They do not have any intention to dispose-off or otherwise encumber any assets of the Target Company in the next two years from the date of closure of the offer, except in the ordinary course of business and with the prior approval of the shareholders.
- 5.3 Further, the Acquirers undertake that in the next two years they shall not sell off, dispose off or otherwise encumber any substantial asset of AIL except with the prior permission of the AIL shareholders.
- 5.4 The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.
- VI. STATUTORY APPROVALS/OTHER APPROVALS REQUIRED FOR THE OFFER:**
- 6.1 The Offer is subject to the acquirers obtaining the approval (s) from the Reserve Bank of India (RBI), wherever applicable, under the Foreign Exchange Management Act, 1999.
- 6.2 No approval is required from any bank or financial institutions, for the purpose of this Offer, to the best of the knowledge of the Acquirer.
- 6.3 As on the date of Public Announcement, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.
- 6.4 The offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of offer.
- 6.5 In case of delay in receipt of statutory approval, SEBI has power to grant extension of time to the Acquirer for payment of consideration to shareholders, subject to Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by Acquirer in obtaining the requisite approval, Regulation 22(13) of the Regulations will also become applicable.
- 6.6 If the Acquirer fails to obtain the requisite approvals in time due to wilful default or neglect or inaction or non-action on his part, the amount lying in the Escrow Account shall be forfeited in the manner provided in the Regulation 28(12)(e) of SEBI(SAST) Regulations.
- 6.7 The Acquirers reserve the right to withdraw the Offer, in terms of Regulation 27 of SEBI (SAST) Regulations, in the event of the Requisite Statutory Approvals are being refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original Public Announcement is being made.
- 6.8 The Acquirer shall complete all procedure relating to the offer within a period of 15 days from the date of closing of the offer.

VII. OPTION TO THE ACQUIRERS IN TERMS OF REGULATION 21(3):

SEBI has specified that all listed companies will be required to maintain at least 25% shareholding with public for the purpose of continuous listing. The offer by the Acquirer will not result in the public shareholding in the target company falling below the limit specified for the purpose of listing on a continuous basis in terms of the listing agreement with the stock exchanges as the shares to be purchased under the share purchase agreement will be subject to regulation 21(2) of the SEBI (SAST) Regulations, 1997.

VIII. FINANCIAL ARRANGEMENTS:

- 8.1 The Acquirers have adequate and firm financial resources to fulfil the obligations under the open offer. The sources of funds shall be through internal resources of the Acquirers. No borrowings from Bank/ Financial Institution is being made for the purpose.
- 8.2 The maximum purchase consideration, as per the offer price, payable by the Acquirer assuming full acceptance of the offer i.e., 6,00,000 equity shares is Rs.18,00,000/- (Rupees Eighteen Lakhs Only).
- 8.3 In accordance with the Regulation 28 of the Regulations, Acquirer has created an Escrow Account with the HDFC Bank Limited, Saeed Plaza, Lakdi-ka-pool, Hyderabad – 500 004, and deposited in the said Escrow Account an amount of Rs. 4,60,000/- (Rupees Four Lakhs Sixty Thousand Only), being more than 25% of the maximum consideration payable under the offer.
- 8.4 The Manager to the offer **SOBHAGYA CAPITAL OPTIONS LIMITED** has been duly authorised by the acquirer to operate and realise the value of the Escrow Account in terms of the Regulations.
- 8.5 The Manager to the offer confirms that the firm arrangements for funds and money for payment through verifiable means are in place to implement this offer.

IX. OTHER TERMS OF THE OFFER:

- 9.1 The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to all the shareholders of AIL (except the Acquirers and PACs) whose names appear on the Register of Members of AIL and to the beneficial owners of the shares of AIL whose names appear on the beneficial records of the respective depositories at the close of the business hours on 01.03.2007 (Thursday) (the Specified Date).
- 9.2 Acquirers have appointed M/s Aarthi Consultants (P) Limited, as “Registrar to the Offer”, having its office at 1-2-285, Domalguda, Hyderabad – 500 029. Phone No. 040 – 2763 8111 / 2763 4445, Fax No.: 040 – 2763 2184, email: info@aarthiconsultants.com, and the contact person is Mr. Bhaskar.
- 9.3 The Registrar to the Offer has opened a special depository account with The Hyderabad Stock Exchange Limited, 6-3-654, Somajiguda, Hyderabad – 500 082 Ph.: 040 – 6651 0812 / 14 Fax No.: 040 – 6651 0813 (Depository – CDSL) styled “Aarthi – Arnit Infotech Ltd – Open Offer Escrow Account”. The DP/Beneficiary/ Client ID is 1302380000197832.
- 9.4 Shareholders, holding shares in physical form, who wish to tender the shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to offer at the address mentioned above, either by hand delivery during normal business hours from Monday to Friday i.e., 10.00 am to 5.00 pm (excluding Bank Holidays) or by Registered Post on or before the close of the offer i.e., 14.04.2007 (Saturday), in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement.
- 9.5 Beneficial owners (holders of Shares in dematerialised form), who wish to tender their shares, will be required to send their Form of Acceptance cum Acknowledgement along with counterfoil/photocopy of the delivery instructions in “Off Market” mode in favour of the special depository account mentioned above, duly acknowledged by the Depository Participant (“DP”) to the Registrar to the Offer either by hand delivery on week days during the normal business hours from Monday to Friday i.e., 10.00 am to 5.00 pm (excluding Bank Holidays) or by Registered Post/Courier on or before the close of the Open Offer, i.e., 14.04.2007 (Saturday), 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 close of the Offer, i.e., 14.04.2007 (Saturday).
- 9.6 All owners of shares, registered or unregistered (except the Acquirer and PACs), who own the shares at any time prior to the closure of the offer are eligible to participate in 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 No., together with the Original Share Certificate(s), valid transfer deed(s) and a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.
- 9.7 In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance to the Registrar to the Offer at the address mentioned hereinabove, on a plain paper stating the Name, Address, No. of shares held, Distinctive Nos., Folio No. (DP name, DP ID and Beneficiary A/c No. in case of holding shares in dmat form), No. of shares offered, along with documents as mentioned above, so as to reach on or before the close of the Offer, i.e., 14.04.2007 (Saturday).
- 9.8 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 the Target Company, who have accepted the offer, until the cheques/drafts for the consideration and/ or the unaccepted shares/ share certificates are dispatched/returned.
- 9.9 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 demat form will be credited back to the beneficial owners’ depository account with the respective depository participant as per the detail furnished by the beneficial owners in the Form of Acceptance cum Acknowledgement.
- 9.10 In case the shares tendered in the offer by the shareholders of AIL are more than the shares to be acquired under the offer, the acquisition of the shares from each shareholder will be as per the provision of Regulation 21(6) of the Regulations on a proportionate basis.
- 9.11 Shares, if any, that are 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 offer. The Letter of Offer in some of these cases wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.
- 9.12 Shares that are subject to any lien, charge or encumbrance are liable to be rejected.
- 9.13 In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered up to three working days prior to the date of closure of the Offer by submitting the required documents (as per the instructions contained in the letter of offer) to the Registrar to the Offer. In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making plain paper application mentioning Name, address, distinctive numbers, folio numbers, and number of shares tendered/withdrawn.
- 9.14 The Acquirer undertakes to pay interest pursuant to Regulation 22(12) to the shareholders for the delay, if any, in payment of consideration.
- 9.15 Schedule of the major Activities pertaining to the Offer is given below:

ACTIVITY	DATE & DAY
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent	01.03.2007(Thursday)
Last date for a Competitive Bid, if any	22.02.2007(Thursday)
Date by which Letter of Offer to be posted to the shareholders.	13.03.2007(Tuesday)
Date of Opening of the Offer	26.03.2007(Monday)
Last date for revising the offer price/Number of shares	04.04.2007 (Wednesday)
Last date for withdrawal of acceptance by shareholders who have accepted the offer	10.04.2007(Tuesday)
Date of Closure of the Offer	14.04.2007(Saturday)
Date by which acceptance/rejection under the Offer would be communicated and the corresponding payment for the acquired shares and/or the unaccepted shares/share certificates will be despatched/credited	21.04.2007(Saturday)

X. GENERAL

- 10.1 Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public announcement/Letter of offer, can withdraw the same up to three working days prior to the date of the closure of the offer.
- 10.2 If there is any upward revision in the offer price before the last date of revision (i.e., 04.04.2007, Wednesday) or withdrawal of the offer, the same would be informed by way of public announcement in the same newspaper where the original public announcement appeared. Such revised Offer Price would be payable to all the shareholders who have tendered their shares at any time during the offer and which have been accepted under the offer.
- 10.3 “If there is competitive bid: (i) The public offers under all the subsisting bids shall close on the same date. (ii) As the offer price cannot be revised during 7 working days (i.e., 04.04.2007, Wednesday) 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”.
- 10.4 The Acquirer and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/r 11B of SEBI Act or under any other regulations made under the SEBI Act.
- 10.5 The Acquirers accept full responsibility for the information contained in the Public Announcement and also for the obligations of Acquirers as laid down in the Regulations.
- 10.6 Pursuant to the Regulation 13 of the Regulations Acquirers have appointed **SOBHAGYA CAPITAL OPTIONS LIMITED** as “Manager to the Offer”.
- 10.7 For further details please refer to the Letter of Offer and the Form of Acceptance. This public announcement would also be available on SEBI's website at www.sebi.gov.in. Eligible persons to the offer may also download a copy of Form of Acceptance cum Acknowledgement which will be available on SEBI's website at www.sebi.gov.in from the offer opening date.

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS AND PACs:

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER
	SOBHAGYA CAPITAL OPTIONS LIMITED, 7-1-32/4, P - 1, Leelanagar, Begumpet, Hyderabad - 500 016.	M/S. AARTHI CONSULTANTS (P) LIMITED, Regd. Off.: 1-2-285, Domalguda, Hyderabad - 500 029.
	Phone No. : 040 - 6552 8262	Phone Nos. : 040 - 2763 8111
	Fax No. : 040 - 2374 0419	040 - 2763 4445
	Email : sobhagyacapital@yahoo.com	Fax No. : 040 - 2763 2184
	Sebi Regn. No. : INM000008571	Email : info@aarthiconsultants.com
Place : Hyderabad	Contact Person : Ms. Lavanya Chandra	Contact Person : Mr Bhaskar
Date : 31.01.2007		