PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF
BLUE CIRCLE SERVICES LIMITED

Regd.Office: The Nest, 6th Road, Santacruz (E), Mumbai-400055

This Public Announcement ("PA") is being issued by VC Corporate Advisors Private Limited ("VCAPL" or "Manager to the Offer") on behalf of Prime Capital Market Limited (herein after referred to as the "Acquirer" or "PCML") pursuant to Regulation 10 & 12 and other applicable provisions as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "Regulations").

1. THE OFFER :

1.1. The Open Offer ("Offer") is being made by the Acquirer to the Equity Shareholders of Blue Circle Services Limited (herein after referred to as "Target Company" or "BCSL").

1.2. The Acquirer has entered into a Share Purchase Agreement ("SPA") dated 21ST August 2009 with Yash Shelters Limited, a public limited company incorporated under the Companies Act 1956 (hereinafter referred to as "Seller" or "YSL") to acquire from them 1,00,000 equity shares (One Lac Only) fully paid-up equity shares of Rs. 10/- each representing 13.39 % of the fully paid-up equity and voting share capital of BCSL at a price of Rs. 10/- per fully paid up equity share payable in cash ("Negotiated Price"). The total consideration for the equity shares acquired as mentioned above is Rs 10,00,000/- (Rupees Ten Lacs Only). The Seller is the present promoter of the Target Company. The Offer is not as a result of global acquisition resulting in indirect acquisition of BCSL.

1.3. As on the date of this PA, the Acquirer is holding 50,000 equity share of BCSL. The Acquirer has not acquired any equity shares of the Target Company during the twelve months preceding the date of this PA except the acquisition of 50,000 equity shares as stated above acquired on 17.08.2009 at a highest and average price of Rs. 10/- per share.

1.4. The Acquirer is now making this Open Offer to the shareholders of BCSL (other than the parties to the SPA) to acquire from them 1,49,400 (One Lac forty nine thousand four hundred Only) fully paid-up equity shares of Rs.10/- each, representing 20.00 % of the fully paid-up equity and voting share capital at a price of Rs. 14/- per share ("Offer Price") payable in cash in terms of Regulation 20 of the Regulations. BCSL doesn't have any partly paid up shares as on date of this PA.

1.5. The shares of BCSL are listed on Bombay Stock Exchange Limited (BSE) & Ahmedabad Stock Exchange Limited (ASE) . As per available information, the equity shares of BCSL are infrequently traded in terms of explanation (i) to Regulation 20(5) of the Regulations and therefore the Offer Price has been determined taking into account the following parameters: -

a)	Negotiated Price under the SPA	:	Rs. 10/- per fully paid-up equity share
b)	Highest Price paid by the Acquirer for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of Public Announcement	:	Rs. 10/- per fully paid-up equity share
c)	Other Parameters	:	Based on Audited Accounts for the year ended 31.03.2009
	Return on Net worth (%)	:	9.16%
	Book Value per share (Rs)	:	13.57
	Earning per Share (Rs)	:	1.24
	Industry Average P/E Multiple*	:	16.80
	Offer price P/E Multiple**	:	11.29

*(Source: Capital Market Journal Vol XXIV/10 July 13-26, 2009, Industry - Miscellaneous). The Industry PE is not strictly comparable as the Industry segment covered by the Capital Market consists of companies which have varied and different businesses compared to BCSL and also vary widely in terms of financial parameters with BCSL.

**Offer price/EPS

In view of the above, the Offer price of Rs.14/- per share is justified in terms of Regulation 20 of the Regulations.

1.6. As on the date of PA, the Manager to the Offer does not hold any equity share in the Target Company. They declare and undertake not to deal in the shares of BCSL 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 the Offer.

1.7. Due to the applicability of Regulation 2(1)(e) of the Regulations, there could be certain entities deemed to be persons Acting in Concert with the Acquirer. However, for the purpose of this Offer, there are no persons acting in concert as per the Provisions of Regulation 2(1)(e) of the Regulations.

1.8. The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.

1.9. The Acquirer will accept all the equity shares of BCSL that are tendered in valid form in terms of this offer upto a maximum of 1,49,400 equity share of Rs. 10/- each representing 20.00% of equity and voting share capital of BCSL.

1.10. This is not a competitive bid.

1.11. The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfilment or outcome of the Agreement and its related conditions.

1.12. The Equity shares will be acquired by the Acquirer free from all lien, charges and encumbrances and together with all rights attached to, including all the rights to dividend, bonus and rights offer declared thereof.

1.13. The Acquirer has not entered into any non-compete agreement with the seller.

2. Information about the Acquirer – Prime Capital Market Limited ("PCML")

2.1. PCML having registered office at 18A, B.J.B Nagar, Bhubaneshwar-751014, Orissa Tel No. (0674) 2314659 and corporate office at P-27, Princep Street, Kolkata-700 072, Phone No (033) 2234 9915/ 6715 Fax No (033) 2234 9915 , E-mail : primecap@hotmail.com was originally incorporated in the name and style of 'Prime Securities Limited' on 28.06.1994 under the Companies Act, 1956 in the State of Orissa. The name of the Company was subsequently changed to 'Prime Capital Market Limited' pursuant to resolution passed under Section 21 of the Companies Act, 1956 and a fresh certificate of incorporation consequent to change of name was obtained from Registrar of Companies, Orissa on 24th March, 1995. The Corporate Identification number of the Company is L67120OR1994PLC003649.

2.2. PCML is presently engaged in the business of Investment in shares and securities and providing Loans & Advances. PCML is a Non-banking finance company registered with Reserve Bank of India vide Registration No. 04.00007 dated 06.03.1998.

2.3. M/s Zenser Mercantile Private Ltd. , M/s Bhuwania Vinimay Private Ltd. & Mr. Bimal Kumar Joshi are the present promoters of the Company. The present Directors of PCML are Shri Sushil Kumar Purohit, Shri Bimal Kumar Joshi, Shri Dhruva Narayan Jha & Shri Pravin Kumar Jain. The Acquirer doesn't belong to any group.

2.4. As on the date of Public Announcement, Mr. Dhruva Narayan Jha, Director of PCML is on the Board of BCSL. He has not /will not participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of Regulation 22(9) of the Regulations.

2.5. As on the date of this PA, the Authorised Share Capital of PCML is Rs. 11,00,00,000/- comprising of 1,10,00,000 equity shares of Rs. 10/-each. The paid up equity share capital of PCML is Rs. 10, 00,01,000/-comprising of 1,00,00,100 Equity shares of Rs. 10/- each. The shares of the PCML are presently listed at The Calcutta Stock Exchange Limited(CSE) and Bhubaneshwar Stock Exchange Limited (BhSE).

2.6. The brief financials of the Acquirer is as under :- (Rs. In Lacs)

Particulars	Year Ended March 31, 2009 (Audited)
Total Income	8.29
Profit/ (Loss) After Tax	1.80
Earning Per Share (Rs.)	0.02
Book Value Per Share	11.08
Networth	1108.33
Return on Networth	0.16

Source : - Audited Annual Report for year ended 31.03.2009

3. INFORMATION ABOUT THE TARGET COMPANY (BCSL):

3.1. Blue Circle Services Limited ("BCSL") having its Registered Office at The Nest, 6th Road, Santacruz (East), Mumbai-400055 was originally incorporated in the name and style of "Blue Circle Industrial Services Limited" on 22.02.1983 under the Companies Act, 1956 in the State of Maharashtra and a Certificate of Commencement of Business was obtained from Registrar of Companies, Maharashtra on 19.03.1983. The name of the Company was subsequently changed to "Blue Circle Services Limited" and a fresh certificate of Incorporation consequent to change of name was obtained from Registrar of Companies, Maharashtra on 17.06.1996. The CIN of the Target Company is L74140MH1983PLC029378.

3.2. As on the date of this PA, the Authorised Share Capital of the Target Company is Rs. 10,00,00,000/- comprising of 1,00,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of the Target Company is Rs. 74,70,000/- comprising of 7,47,000 fully paid-up Equity Shares of Rs. 10/- each. BCSL does not have any partly paid-up Equity Shares.

3.3. As per the Audited Annual Report for the year ended 31st March, 2009, BCSL has not carried out any business activities. However, BCSL has earned Rs. 14.26 lacs by way of other income.

3.4. The Board of Directors of the Target Company comprises of Shri Biren Bipinchandra Shah, Shri Darshan Ashokbhai Bhagat, Shri Dhruva Narayan Jha & Shri Ashok Bothra.

3.5. The Equity Shares of BCSL are listed at BSE & ASE. The trading in the shares of the Target Company has been suspended w.e.f. 18.02.2002 due to non-compliance of various clauses of Listing Agreement. The shares of BCSL are not admitted as permitted security in any other Stock Exchange.

3.6. As per Audited Accounts for the year ended March 31, 2009, BCSL earned a Total Income of Rs. 14.26 Lacs and a Net Profit After Tax of Rs. 9.28 Lacs. The Networth and Book Value per share of BCSL as on 31.03.2009 were Rs. 101.37 Lacs & Rs. 13.57 respectively. The Earning per share and return on Networth for the year-ended 31.03.2009 were Rs. 1.24 and Rs. 9.16% respectively.

[Source: Audited Annual Report of BCSL for the year ended 31.03.2009]

3.7. BCSL has yet to establish connectivity with both National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL).

4. REASONS FOR THE OFFER AND FUTURE PLANS ABOUT TARGET COMPANY :

4.1. The Offer has been made pursuant to regulation 10 & 12 and other provisions of the Chapter III and in compliance with the Regulations.

4.2. The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change of control and management of the Target Company.

4.3. The Acquirer intends to improve the operational performance of the Target Company and depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 1956, Articles of Association of Target Company and all applicable laws, rules and regulations, the Board of Directors of BCSL will take appropriate business decisions from time to time in this regard. Through this acquisition, the Acquirer also intends to reap the benefits available to a Company listed on the Stock Exchange having pan India presence.

4.4. Subject to satisfaction of the provisions under the Companies Act, 1956 and/ or any other Regulation(s), the Acquirer intends to make changes in the management of BCSL. It is proposed to induct new Directors on the Board of BCSL by the Acquirer. The likely changes in the management /taking control by the Acquirer shall be subject to successful completion of the Open Offer formalities, including dispatch of consideration for the Shares accepted and shall be subject to compliance with Regulation 23(6) of the Regulations.

4.5. The Acquirer does not have any plans to dispose off or otherwise encumber any assets of BCSL in the next two years except in the ordinary course of business of BCSL and /or for the purposes of entering into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and / or streamlining various operations, assets, liabilities, investments, businesses or otherwise of BCSL, subject to applicable shareholders approval.

4.6. The Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

5. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER :

5.1. The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.

5.3. In case of non receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 22(12) of the Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 22(13) of the Regulations will also become applicable.

5.4. No approval is required from any bank or financial institutions for this Offer to the best of the knowledge of the Acquirer.

6. OPTION IN TERMS OF REGULATION 21 :

Assuming full acceptances, the Offer would not reduce the public shareholding below the minimum limit prescribed by SEBI. After this Offer, public shareholding will be 59.92% of the paid up capital of the Target Company. Hence, pursuant to this Offer, the Acquirer will not exercise the delisting option.

7. FINANCIAL ARRANGEMENTS :

7.1. The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources / networth and no borrowings from any Bank and / or Financial Institution are envisaged. Mr. Sunil Dokania, (Membership No. 062097), Proprietor of M/s Dokania Sunil & Co., Chartered Accountants, having Office at 7/1A, Grant Lane , 2nd Floor, Room No-205, Kolkata-700 012 Ph: (033) 2234 5998 Fax No. (033) 2211 0299 e-mail : vendantsunil1@indiatimes.com vide their certificate dated 21st August 2009 has certified that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

7.2. The maximum consideration payable by the Acquirer assuming full acceptance of the Offer would be Rs. 20,91,600/- (Rupees Twenty Lacs Ninety One Thousand Six Hundred Only). In accordance with regulation 28 of the Regulations, the Acquirer has opened an Escrow Account in HDFC Bank, IDBI House, 3A, Gurusaday Road Branch, Kolkata- 700 019 ("Escrow Banker") and made therein a cash deposit of Rs. 5,25,000/- (Rupees Five Lacs Twenty Five Thousand Only) being more than 25% of the consideration payable in the Open Offer.

7.3. The Manager to the Offer i.e. VC Corporate Advisors Private Limited is authorized to operate the above-mentioned Escrow Account to the exclusion of all others and to instruct the Escrow Banker to issue cheques / pay orders / demand drafts / ECS credit, if required , in accordance with the Regulations.

7.4. Based on the aforesaid financial arrangements and based on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8. OTHER TERMS OF THE OFFER :

8.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of BCSL (except parties to the Agreement) whose name appear on the Register of Members at the close of business hours on 11.09.2009 ("Specified Date").

8.2. Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares will be required to send their duly signed Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed and executed Transfer Deed(s) to the Registrar to the Offer, either by hand delivery on weekdays from Monday to Saturday between 11.00 A.M to 5.00 P.M or by Registered Post so as to reach on or before the Closing of the Offer, i.e. 04.11..2009 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

8.3. All owners of the shares, Registered or Unregistered (except parties to the agreement) who own the shares any time prior to the Closing 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 of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, 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 Note issued by the Broker through whom they acquired their shares. No indemnity is required from unregistered owners.

8.4. 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 of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Registered Folio Number, Share Certificate Numbers, Distinctive Numbers, Number of Shares held, Number of Shares offered, along with documents as mentioned in above point '8.3', so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. 04.11.2009.

8.5. Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

8.6. The Letter of Offer along with the form of acceptance would also be available at SEBI's website at www.sebi.gov.in and the eligible persons to the Offer may download the form of acceptance from the website as one of the alternatives available to them for applying in the Offer.

8.7. While tendering the equity shares under the Offer, NRIs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such equity shares tendered. While tendering shares under the Offer, NRI / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, 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.

8.8. As per the provisions 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 Institutional Investor ('FII') as defined in Section 115AD of the Income Tax Act.

8.9. The Registrar to the Offer will hold in trust the Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form(s) on behalf of the shareholders of BCSL who have accepted the Offer, till the Cheques / Drafts/ ECS Credit for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

8.10. Share Certificates, Transfer Forms and other documents in respect of shares not accepted under the Offer, if any, will be returned by Registered Post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

8.11. In case the shares tendered in the Offer by the shareholders of BCSL 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. The rejected Applications / Documents will be sent by Registered Post. The marketable lot of BCSL is 50 (Fifty) equity shares.

8.12. The payment of consideration for the applications so accepted in the Offer, if any, shall be given within 15 days from the date of 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 the shareholders provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque / demand draft / pay order.

8.13. In terms of regulation 22(5A) of the Regulations, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing date by submitting the required documents, so as to reach the Registrar to the Offer on or before 29.10.2009. The withdrawal option can be exercised by submitting the Form of Withdrawal enclosed with Letter of Offer. In case of non-receipt of Form of Withdrawal, the withdrawal can be exercised by making it on plain paper along with the details as mentioned in the point '8.4' above. The shares withdrawn by the Shareholders, if any, would be returned by Registered Post.

8.14. A Schedule of some of the major activities in respect of the Offer is given below :

Activities	Date	Day
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	11.09.2009	Friday
Last Date for a Competitive Bid, if any	17.09.2009	Thursday
Date by which the Letter Of Offer to be Dispatched to the shareholders	08.10.2009	Thursday
Date of Opening of the Offer	16.10.2009	Friday
Last date for revising the Offer Price / Number of Shares	23.10.2009	Friday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	29.10.2009	Thursday
Date of Closing of the Offer	04.11.2009	Wednesday
Date of communicating acceptance / rejection and payment of consideration for applications accepted.	19.11.2009	Thursday

9. GENERAL :

9.1. 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 Closure of the Offer i.e. 29.10.2009.

9.2. If there is any upward revision in the Offer Price up to seven working days prior to the date of Closure of the Offer i.e. 23.10.2009 or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same Newspapers where this original Public Announcement appeared and such revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and accepted under the Offer.

9.3. If there is a 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 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.

9.4. The Acquirer, the 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 except ex-parte interim order dt. 29.09.2005 passed against the Acquirer u/s 11B and 11(4) of SEBI Act, 1992 suspending the trading in equity shares of Acquirer till further direction. Subsequently SEBI vide its final order dated 12th January 2006 confirmed that the above mentioned interim order shall remain in force till the deletion of the name of the Acquirer from the list of vanishing companies as appeared in the Public Notice dated October 14, 2005 issued by the Ministry of Company Affairs. The CSE resumed trading in the equity shares of the Acquirer on its submission of letter bearing no. ROC/STA/TSVC/1957 dated 5th July 2007 issued by Ministry of Corporate Affairs confirming the deletion of the name of the Acquirer from the list of vanishing companies.

9.5. Pursuant to regulation 13 of the Regulations, the Acquirer has appointed VC Corporate Advisors Private Limited, as Manager to the Offer.

9.6. The Acquirer and the directors of the Acquirer accept full responsibility for the information contained in this Public Announcement and also for the obligations of Acquirer laid down in Regulations.

9.7. This Public Announcement will be available on SEBI's website at www.sebi.gov.in Eligible persons to the Offer may also download a copy of Letter of Offer along with Form of Acceptance cum Acknowledgement and Form of Withdrawal, which will also be available on SEBI's website from the Offer opening date i.e. 16.10.2009 and apply in the same.

9.8. For further details, please refer to the Letter of Offer & Form of Acceptance.

Issued by Manager to the Offer :

Manager to the Offer:

VC CORPORATE ADVISORS PRIVATE LIMITED
(Contact Person: Mr. Tanmay Kumar Saha)
31, Ganesh Chandra Avenue, 2nd Floor,
Suite No –2C, Kolkata – 700 013.
Phone No: (033) 2225-3940/ 3941
Fax: (033) 2225-3941
E-mail: mail@vccorporate.com

Registrar to the Offer :

PURVA SHAREGISTRY (INDIA) PVT. LTD.
(Contact Person:- Mr. V.B Shah)
9, Shiv Shakti Industrial Estate
J R Boricha Marg, Lower Parel (E)
Mumbai-400 011
Phone No: (022) 2301 6761
Fax: (022) 2301 2517
E-mail: busicomp@vsnl.com

On behalf of the Acquirer
Prime Capital Market Limited
18A, B.J.B Nagar, Bhubaneshwar-751014, Orissa

Place : Kolkata

Date : 27.08.2009