PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF CHANNEL GUIDE INDIA LIMITED

Regd Off.: Bokadia Mansion, 3rd Floor, 229, Princess Street, Mumbai-400 002.

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF CHANNEL GUIDE INDIA LIMITED ('CGIL' or 'TARGET COMPANY')

This Public Announcement ('PA') is being issued by Ashika Capital Limited ('Manager to the Offer') forand on behalf of **Mr. Rajendra Sharad Karnik** (hereinafter referred to as 'Acquirer') pursuant to regulation 10 & 12 and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as 'Regulations').

1. Background of the Offer

a. This Offer to the equity shareholders of CGIL is being made by Mr. Rajendra Sharad Karnik ('Acquirer'), residing at A-14, 3rd Floor, The Little Master, Shree Swami Samartha Prasanna C.H.S. Ltd. Unit No. 5, 3rd Cross Lane, Lokhandwala Complex, Andheri (West), Mumbai-400 053 and having office at A-203, 2nd Floor, Greenvilla, Lokhandwala Complex, Andheri (West), Mumbai- 400 053.

b. The Acquirer has acquired 2,13,214 fully paid up equity shares of Rs. 5/- each representing 3.55% of the voting capital of the Target Company, at a price of Rs. 27/- per share from the Promoter Group [Mr. Nemichand L Jain-51,789 shares (0.86%); Mrs. Kamladevi N Jain-71,475 shares (1.19%); Mrs. Anupama R Jain-50,000 shares (0.83%); Mr. Jayshree R Jain-40,000 shares (0.67%)-(hereinafter collectively referred to as 'Sellers')] by signing a Share Purchase Agreement (Agreement) on March 10, 2008 and the transaction was executed through BSE Online Trading (BOLT) system.

c. Prior to the above acquisition, the Acquirer is holding 8,74,483 fully paid up equity shares representing 14.575% of the voting capital of the Target Company which have been acquired from the Open Market through the stock exchange mechanism. The highest price paid was Rs. 30.27 per share and the lowest price paid was Rs. 9.33 per share.

d. The entire consideration for the above shares has been paid to the Sellers through their respective Share & Stock Brokers.

2. The Offer

a. Pursuant to the above Agreement, Acquirer is making an Open Offer to the shareholders (other than the Sellers) of the Target Company to acquire upto 12,00,000 equity shares of Rs. 5/- each representing 20% of the existing outstanding equity share capital, at a price of Rs. 30.50 per equity share ('Offer Price') payable in cash, in terms of regulation 20 of the Regulations ('Offer' or 'Open Offer').

b. The Offer to the shareholders of the Target Company is hereby made in accordance with regulation 10 & 12 of the Regulations, on account of substantial acquisition of equity shares and change in control of the Target Company as a consequence of the Agreement referred above.

c. The equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirer only. There are no Person(s) Acting in Concert with the Acquirer.

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

e. The Offer is subject to the terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of the Target Company.

f. Irrespective of the outcome of the SPA, the Acquirer would complete the Offer formalities under the Regulations.

g. This is not a Competitive Bid.

h. As on date, the Manager to the Offer does not hold any shares in the Target Company. It declares and undertakes that it will not deal in the shares of the Target Company during the period commencing from the date of its appointment as Manager to the offer till the expiry of 15 days from the date of closure of the Offer.

i. The Acquirer is permitted to revise the Offer upward upto seven working days prior to the date of closure of the Offer. In the event of such revision, an announcement will be made in the same newspapers where the PA has appeared and the revised offer price would be paid for all the equity shares tendered anytime during the Offer.

3. The Offer Price

a. The equity shares of the Target Company are listed on Bombay Stock Exchange Limited, Mumbai (BSE).

b. As per the available information, the shares of the Target Company are frequently traded within the meaning of the explanation (1) to regulation 20(5) of the Regulations.

c. The Offer Price of Rs. 30.50 is justified in terms of regulation 20(5) of the Regulations, in view of the following:

S. No.	Particulars	Amount
i.	Negotiated price under the SPA(s)	Rs. 27.00
ii.	Highest price paid by Acquirer for acquisition including by way of allotment in a public or rights Issue, if any, during the twenty six weeks period prior to the date of Public Announcement	Rs. 30.27
iii.	The average of the weekly high and low of closing prices of the shares during 26 weeks period prior to the date of Public Announcement	Rs. 26.01
iv.	The average of the daily high and low of the prices of the shares during two weeks period prior to the date of Public Announcement	Rs. 25.66

4. Information about the Acquirer

a. Mr. Rajendra Sharad Karnik, aged 42 years, son of Shri Sharad Karnik, is residing at A-14, 3rd Floor, The Little Master, Shree Swami Samartha Prasanna C.H.S. Ltd. Unit No. 5, 3rd Cross Lane, Lokhandwala Complex, Andheri(West), Mumbai-400 053 and having office at A-203, 2nd Floor, Greenvilla, Lokhandwala Complex, Andheri(West), Mumbai-400 053. He completed his Higher Secondary Education in the year 1983. He is having around 18 years of experience in the areas of Electronic Media and Information Technology. The networth of Mr. Rajendra Sharad Karnik as on 31.01.2008, as certified by Shri M. S. Shetty, (Membership No. 15661) Partner of M/s. Shetty & Somani, Chartered Accountants, having office at 507-509, Sai Chambers, Near Rly. Station, Santacruz (E), Mumbai-400 055; Tel No. 022-66943067; 66771349/50; Fax: 022-2617 2481; E-mail: irshetty@rediffmail.com, vide his certificate dated 10.03.2008, is Rs. 922.22 Lakhs.

b. Mr. Rajendra Sharad Karnik is not on the Board of any listed company.

5. Information on Channel Guide India Limited (Target Company)

a. Channel Guide India Limited was originally incorporated on 23.07.1992 as a Public Limited Company in the name & style of 'Bokadia Finance Limited' and subsequently the name of the Company was changed to 'Channel Guide India Limited' vide fresh certificate of incorporation dated 12.12.2000. The Registered Office of the company is situated at Bokadia Mansion, 3rd Floor, 229, Princess Street, Mumbai-400 002.

b. The Target Company is engaged in the business of production, transmission, promotion and distribution of cinematography films, video, television multimedia.

c. The equity shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai.

d. As on the date of this PA, the issued & subscribed capital is Rs. 300.00 Lakhs comprising of 60,00,000 equity shares of Rs. 5/- each. There are no partly paid-up equity shares. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity shares at any later date. There are no shares under lock-in period.

e. There has been no merger / de-merger, spin off in the last three years in the Target Company.

f. The financial highlights of the Target Company are given below:

(Rs. in Lakhs)

Particulars	For the year ended 31.03.2007	For the period ended 29.02.2008
Total Income	150.57	69.96
Profit/(Loss) After tax	28.36	(18.65)
Paid up equity capital	300.00	300.00
Networth	286.24	267.59
Earning Per Share of Rs. 5/- (Rs.)	0.47	(0.31)
Return on Networth (%)	9.91	(6.95)
Book value per share of Rs. 5/- (Rs.)	4.77	4.46

Source: Annual Reports and certified financials

6. Reason for the Acquisition and future plans

a. The acquisition is made with the object of substantial acquisition of shares and voting rights accompanied with change in control / management.

b. This Offer to the shareholders of the Target Company has been made pursuant to regulation 10 and 12 and other provisions of Chapter III and in compliance with the Regulations.

c. The Acquirer plans to focus on improving the efficiency levels of the operations and also to increase the business levels and revenue generation by adding new clients and business partners from new facility/infrastructure and restructuring of the business modules.

d. The Acquirer does not currently intend to dispose of or otherwise encumber any significant assets of the Target Company in the next two years, except such disposals or encumbrances in the ordinary course of business of the Target Company and / or for the purposes of restructuring, rationalizing and / or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Further, the Acquirer undertakes not to sell, dispose off 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.

7. Statutory Approvals and Other Approvals for the Offer

a. The Offer is subject to the Acquirer obtaining the approvals, if any, from Reserve Bank of India under the Foreign Exchange Management Act, 1999 (FEMA) and subsequent amendments there to for acquiring equity shares tendered by Non Resident Shareholders, if any. The Acquirer will make applications for the requisite approvals from the RBI, if any, at an appropriate time.

b. The acquisition of shares under the Share Purchase Agreement and this Open Offer is subject to the approval of The Ministry of Information and Broadcasting, Government of India. To the best of knowledge and belief of the Acquirer, as of the date of this PA, there are no other statutory approvals, other than the above, required for the acquisition of equity shares tendered pursuant to this Offer. The Offer will be subject to all other statutory approvals that may become applicable at a later date before the completion of the Offer.

c. In case of non-receipt of any approval, SEBI may, if satisfied that non-receipt of approval 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 this 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 any delay occurs on account of any willful default by the Acquirer in obtaining the requisite approvals, regulation 22(13) of the Regulations will also become applicable.

8. Option to the Acquirer in terms of Regulation 21

Pursuant to the Offer (assuming full acceptance), the public shareholding in Target Company would not result in public shareholding falling below the limit specified in the listing agreement for the purpose of listing on a continuous basis. As per the listing agreement, the Target Company is required to maintain atleast 25% public shareholding for listing on a continuous basis.

9. Funding Arrangement for the Offer

a. The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own sources/Networth and no borrowings from any Bank and/or Financial Institutions is envisaged.

b. The total fund requirement for the Offer assuming full acceptance of the Offer would be Rs. 3,66,00,000 (i.e. 12,00,000 equity shares of Rs. 5/- each at a price of Rs. 30.50 per share).

c. In accordance with regulation 28 of the Regulations, the Acquirer has made a cash deposit of Rs. 92,00,000/- in a bank account with HDFC Bank Limited, Fort Branch, Mumbai-400 001 ('Escrow Account'). The amount placed in the Escrow Account is more than 25% of the total Offer consideration, assuming full acceptance which is higher than the amount required under Regulation 28 of the SEBI Takeover Code.

d. Shri M. S. Shetty, (Membership No. 15661) Partner of M/s. Shetty & Somani, Chartered Accountants, having office at 507-509, Sai Chambers, Near Rly. Station, Santacruz (E), Mumbai-400 055; Tel No. 022-66943067; 66771349/50; Fax: 022-26172481; E-mail: irshetty@rediffmail.com, vide certificate dated 10.03.2008 have confirmed that the Acquirer has adequate resources to implement the Offer in full.

e. The Manager to the Offer has been duly authorised by the Acquirer to operate and realise the value of Escrow Account in terms of the Regulations.

f. Based on the above, the Manager to the Offer has satisfied that the Acquirer has the ability to implement the Offer in accordance with the Regulations and firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

10. Other Terms of the Offer

a. The Letter of Offer, specifying the detailed terms and conditions, together with the Form of Acceptance cum Acknowledgment ('Form of Acceptance'), Form of Withdrawal and Transfer Deed (for shareholders holding equity shares in the physical form) will be mailed to the shareholders of Target Company whose names appear on the register of members of the Target Company and to the Beneficial Owners of the equity shares of the Target Company whose names appear as beneficiaries on the records of respective depositories, at the close of the business hours on March 28, 2008 ('Specified Date').

b. No Letter of Offer together with a Form of Acceptance cum Acknowledgment will be mailed to the Acquirer and the Sellers. 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. All owners of equity shares, registered or unregistered, except the Acquirer and Sellers are eligible to participate in the Offer anytime before closure of the Offer.

c. Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity shares pursuant to the Offer will be required to submit the Form of Acceptance, original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer, so as to reach on or before the Closure of the Offer in accordance with the instructions provided in the Letter of Offer and the Form of Acceptance. In case of non-receipt of the Letter of Offer, shareholder(s) may download the same from the SEBI website or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the said shares.

d. The Registrar to the Offer, Purva Share Registry Pvt. Ltd., has opened a special depository account with Central Depository Services (India) Limited ('CDSL') as Depository, BCB Brokerage Private Limited as Depository Participant called, 'PSIPL ESCROW ACCOUNT- CHANNEL GUIED OPEN OFFER. The DP ID is 12010400 and Client ID is 00011901. For equity shares which are tendered in electronic form, the bank account as obtained from the beneficiary provided by the Depositary will be considered and the payment instrument will be issued with the said bank particulars. Forms of Acceptance of dematerialized equity shares not credited to the above special depository account on or before the closure of the Offer are liable to be rejected. Beneficial owners are therefore requested to tender their delivery instructions at least two days prior to the closing of the Offer. Shareholders having their beneficiary account in NSDL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

e. Unregistered owners or shareholders who have not received the Letter of Offer, may (i) download the same from the SEBI's website (www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer at Purva Sharegistry India Private Limited, 33, Priniting House, 28-D, Police Court Lane, Behind Old Handloom House, Fort, Mumbai-400 001, or (iii) send their consent, to the Registrars to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Nos., Folio No. along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer, or in the 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 the 'Off-market' mode, duly acknowledged by the DP, in favor of the aforesaid special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer. No indemnity is required from the unregistered owners.

f. Shareholders of the Target Company who have sent their equity shares for transfer should submit Form of Acceptance duly completed and signed, copy of the letter to the Target Company (for transfer of said shares) and acknowledgment received thereon and valid share transfer form. Shareholders who have sent their physical share for dematerialization should submit their Form of Acceptance as applicable along with the copy of the demat request form (DRF) duly acknowledged by the DP. However, they have to ensure that the corresponding credit of the dematerialized shares is received in the escrow depository account on or before the date of closure.

g. In case the number of shares tendered for sale by the shareholders are more than the shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the shareholders on a proportionate basis as per regulation 21(6) of the Regulations in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.

h. The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the special depository account, Form of Acceptance, and the transfer deed(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 equity shares/ share certificates are dispatched/ returned.

i. Equity shares tendered in the Offer by the shareholders of the Target Company shall be free from lien, charges or encumbrances of any kind whatsoever.

j. Equity Shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of the Target Company may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such Equity Shares are received together with the Equity Shares tendered under the Offer prior to the date of closure of the Offer.

k. As per the provisions of Section 196D(2) of the Income Tax Act, 1961 ('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 payable to a Foreign Institutional Investor ('FII') as defined in section 115 AD of the Income Tax Act. However, while tendering their Equity Shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non-resident shareholders will be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

l. The consideration to the shareholders whose shares or share certificates and/ or other documents are found complete, valid and in order, will be paid by crossed account payee cheques/ demand drafts. Such consideration in excess of Rs. 1,500/ - or unaccepted share certificate(s) , transfer deed(s) and other documents, if any., will be returned by registered post/ speed post, at the shareholders' registered / 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 is required to deduct tax on source, as may be applicable on payment of consideration to non-resident shareholders. All dispatches involving payment of a value upto Rs 1,500/- will be made under certificate of posting at the shareholders' sole risk.

m. A schedule of some of the key events in respect of the Offer is given below:

Activities	Date	Day
Specified Date*	March 28, 2008	Friday
Last date for a Competitive Bid	April 3, 2008	Thursday
Date by which Letter of Offer will be posted to shareholders	April 23, 2008	Wednesday
Date of Opening of the Offer	April 30, 2008	Wednesday
Last date for revising the Offer Price / No. of equity Shares	May 8, 2008	Thursday
Last date of withdrawal of tendered application by the shareholders of Target Company	May 14, 2008	Wednesday
Date of Closing of Offer	May 19, 2008	Monday
Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired Equity Shares and/or the unaccepted Equity Shares / Share Certificate(s) will be dispatched / credited	June 3, 2008	Tuesday

* Specified Date is only for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer would be sent and owners (registered or unregistered) of the shares (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

11. General

a. In accordance with regulation 22(5A) of the Regulations, the shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement and the Letter of Offer shall have option to withdraw the acceptance tendered by them upto three(3) working days prior to the date of closure of the Offer.

b. The Acquirer is permitted to revise the Offer Price of Shares / No. of equity shares upwards, such upward revision will be made in accordance with regulation 26 of the Regulations, not later than May 8, 2008 which is 7 (Seven) working days prior to the date of closure of the Offer. If the Offer Price is revised upward, such revised price will be payable to all shareholders who have accepted the Offer and submitted their Equity Shares at any time during the period between the date of opening of the Offer and the date of closing of the Offer to the extent that their Shares have been verified and accepted by the Acquirer. The same would be informed by way of Public Announcement in the same newspapers where this Public Announcement appears.

c. **If there is a competitive bid:**

a. The public offer under all the subsisting bids shall close on the same date.

b. As the Offer Price cannot be revised during the seven working days prior to the closing date of the offers/bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final offer price of each bid and tender their acceptances accordingly.

d. The Acquirer and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992 or any other regulation made under the SEBI Act.

e. Pursuant to regulation 13 of the Regulations, the Acquirer has appointed **Ashika Capital Limited** as Manager to the Offer.

f. The Acquirers have appointed **Purva Sharegistry India Private Limited,** as Registrar to the Offer, having their office at 33, Priniting House, 28-D, Police Court Lane, Behind Old Handloom House, Fort, Mumbai-400 001; Tel.: 022-23016761; Fax: 022-23018261; E-mail: busicomp@vsnl.com. The Contact Person is Mr. V.B. Shah.

g. Please note that some financial data contained in this PA has been rounded off to the nearest Lakhs, except stated otherwise.

h. For further details, please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.

i. The Acquirer accepts full responsibility for the information contained in this PA and also for the obligations of the Acquirer as laid down in the Regulations.

j. Eligible persons to the Offer may also download a copy of Letter of Offer, Form of Acceptance and the Form of Withdrawal which will be available on SEBI's website at www.sebi.gov.in from the date of Opening of the Offer, i.e. April 30, 2008 and can apply on the same.

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

ASHIKA
Growing & Sharing with You

ASHIKA CAPITAL LIMITED
1008, 10th Floor, Raheja Centre,
214, Nariman Point, Mumbai-400021.
Tel: 022-6611 1700; Fax: 022-6611 1710
E-Mail: mbd@ashikagroup.com
Contact Person: Mr. Narendra Kumar Gamini

Aditya

Place: Mumbai **Date: March 13, 2008.**