# CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT OF NOVEMBER 07, 2007 TO THE EQUITY SHAREHOLDERS OF GARWARE OFFSHORE SERVICES LIMITED ("TARGET")

**Registered Office:** Chander Mukhi, Nariman Point, Mumbai- 400021, India.

This corrigendum ("**Corrigendum**") is being issued by HSBC Securities and Capital Markets (India) Private Limited ("**HSBC**" or the "**Manager to the Offer**"), for and on behalf of indiaSTAR (Mauritius) Ltd. ("**Acquirer**") to the shareholders of the Target having its registered office at Chander Mukhi, Nariman Point, Mumbai-400 021, pursuant to Regulation 10 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**"), in continuation of, and should be read in conjunction with, the Public Announcement ("**PA**") dated November 07, 2007 and the Corrigenda to the PA dated December 14, 2007 and December 19, 2007 respectively.

The shareholders of the Target are requested to please take note of the following :

1. Section 8 of the PA ("Time schedule for major activities for the Offer") has been revised. The original and revised time schedule for major activities for the Offer is as under:

| Activity | Schedule as published in the Public Announcement | Revised Schedule |
|---|---|---|
| Public Announcement ("PA") Date | Wednesday, November 7, 2007 | Wednesday, November 7, 2007 |
| Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent) | Friday, November 30, 2007 | Friday, November 30, 2007 |
| Last date for a competitive bid | Wednesday, November 28, 2007 | Wednesday, November 28, 2007 |
| Date by which individual Letters of Offer will be dispatched to the shareholders | Wednesday, December 19, 2007 | Wednesday, March 12, 2008 |
| Offer Opening Date | Tuesday, January 1, 2008 | Wednesday ,March 19, 2008 |
| Last date for revising the offer price/number of equity shares | Wednesday, January 9, 2008 | Thursday, March 27, 2008 |
| Last Date for withdrawal by shareholders | Tuesday, January 15, 2008 | Wednesday, April 02, 2008 |
| Offer Closing Date | Monday, January 21, 2008 | Monday, April 07, 2008 |
| Date by which approval/ rejection would be intimated and the corresponding payment for the acquired equity shares and/or the share certificates for the rejected/withdrawn equity shares will be dispatched and/or credited to the beneficiary account in case of dematerialized equity shares | Tuesday, February 5, 2008 | Tuesday, April 22, 2008 |

2. In accordance with the terms of the SEBI (SAST) Regulations and as directed by the Securities and Exchange Board of India, the Acquirer shall pay interest at the rate of 10% per annum to the shareholders of the Target who have validly tendered their shares in the Offer, for the delay caused in completion of the obligations under the Offer.
3. Paragraph 6.2 should be read as 'The total fund requirement for the Offer is Rs. 111, 79, 31,629 (Rupees one hundred and eleven crores, seventy nine lakhs thirty one thousand six hundred and twenty nine only), assuming full acceptance of the Offer. The Acquirer has created an escrow account in the form of a bank guarantee (No. OBUGTE00516) issued by Barclays Bank Plc, International Banking Division, Mauritius dated November 6, 2007 and an amendment to the bank guarantee dated March 04, 2008 in favour of the Manager to the Offer which is valid up to June 30, 2008 for an amount of Rs. 26,25,00,000 (Rupees twenty six crores twenty five lakhs only) being more than 25% (twenty five percent) of the total Offer consideration up to and including Rs 100,00,00,000 (Rupees one hundred crores only) and 10% (ten percent) thereafter. The above mentioned guarantee shall be valid for a period of more than 30 (thirty) days after the closure of the Offer. Further, the Acquirer has deposited a sum of INR 1,11,90,475.41 (Rupees one crore eleven lakhs ninety thousand four hundred and seventy five and paise forty one only) with The Hongkong and Shanghai Banking Corporation Limited, Fort Branch, Mumbai, being more than 1% of the total consideration and a lien has been marked thereon in favour of HSBC Securities and Capital Markets (India) Private Limited'.
4. Section 1.7.3 of the PA has been revised as follows:-

   The annualised trading turnover during the period October 1, 2005 to March 31, 2006, the six calendar months prior to April, 2006 (the month in which the Board Meeting authorizing the issuance of 10% (ten percent) unsecured optionally convertible debentures was held) in each of the BSE and the NSE is detailed below:

| Name of the Stock Exchange | Total No. of Shares traded during the 6 calendar months prior to the month in which the Board Meeting was held | Total No. of listed Shares | Annualized trading turnover (in terms of % to total listed shares) | Trading status in terms of SEBI (SAST) Regulation |
|---|---|---|---|---|
| BSE | 14,155,539 | 14,399,110 | 196.62% | Frequently traded as per 20 (5) of SEBI (SAST) Regulation |
| NSE# | NA | NA | NA | NA |

*#Note: The Target's Shares commenced trading on the NSE from May 3, 2007*

5. Section 1.7.4 of the PA has been revised as follows:-

   The annualised trading turnover in the shares of the Target in the BSE based on trading volume during the period October 1, 2005 to March 31, 2006 is higher than in the NSE, thus, the BSE is deemed to be the stock exchange where the shares in the Target are "most frequently traded" for the purposes of Regulation 20(4) (c) of the SEBI (SAST) Regulations. The parameters set out in Regulation 20(4) of the SEBI (SAST) Regulations (applicable for companies whose shares are frequently traded on the stock exchanges) and the prices calculated with respect to each parameter is as follows:

| Regulation | Parameter | (Rs./Share) |
|---|---|---|
| 20(4)(a) of the SEBI (SAST) Regulations | The negotiated price for acquisition of Shares or voting rights.* | 110.00 |
| 20(4)(b) of the SEBI (SAST) Regulations | The price paid by the Acquirer for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26 week period prior to the date of the PA. | Not Applicable |
| 20(11)(ii) of the SEBI (SAST) Regulations | Average of weekly high and low of the Closing Prices as quoted on BSE where the Shares are most frequently traded, during the 26 weeks preceding the date of authorization of unsecured optionally convertible debentures.# | Rs. 68.58 |
| 20(11)(ii) of the SEBI (SAST) Regulations | Average of daily high and low of the prices as quoted on BSE where the Shares are most frequently traded, during the 2 weeks preceding the date of authorization of unsecured optionally convertible debentures.# | Rs. 77.36 |

**On June 1, 2006, the Acquirer was allotted 25, 00,000 (twenty five lakhs) 10% unsecured optionally convertible debentures of Rs. 100/- (Rupees one hundred only) each aggregating to Rs. 25,00,00,000 in the Target pursuant to a preferential allotment by the Target. The 10% (ten percent) unsecured optionally convertible debentures had a term of 18(eighteen) months and were convertible at any time during such term into Shares of the Target at a price per share of Rs 110/- (Rupees one hundred and ten only). The conversion price was determined through mutual negotiations with the Company, was in compliance with applicable SEBI DIP Regulations and was at a premium to the market price at the time of acquisition. The 10% (ten percent) unsecured optionally convertible debentures and / or the underlying shares upon conversion had a lock-in for a period of one year from the date of issue.*

*#The price has been calculated on the basis of board resolution dated April 10, 2006 , which authorized the issuance of 10% (ten percent) unsecured optionally convertible debentures*

*Note: The average prices above have been computed in accordance with Regulation 20(4) (c) read with explanation (ii) of Regulation 20 (11) of the SEBI (SAST) Regulations.*

The Directors of the Acquirer accept full responsibility for the information contained in this Corrigendum and for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 1997.

**Issued by MANAGER TO THE OFFER**

HSBC

**HSBC Securities and Capital Markets (India) Private Limited**

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Date: March 10, 2008

CONCEPT

Size: 33 x 12 sq. cm.