PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF GEOJIT FINANCIAL SERVICES LIMITED

Registered Office: 5th Floor, Finance Towers, Kaloor, Kochi - 682 017

This Public Announcement (the "PA") is being issued by Ambit Corporate Finance Private Limited ("Manager to the Offer") on behalf of BNP Paribas SA ("BNPP" / the "Acquirer") pursuant to and in compliance with the Regulations 10, 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 (the "SEBI Takeover Code").

The Offer and its background

1. This offer (the **"Offer"**) is being made by the Acquirer to the equity shareholders, of Geojit Financial Services Limited (**"Geojit"** or the **"Target Company"**), other than the Signing Shareholders (as defined below). There are no "persons acting in concert" within the meaning of Regulation 2 (1) (e) (1) of the SEBI Takeover Code in relation to the Offer.
2. At a meeting of the Board of Directors of the Target Company held on March 13, 2007, the Board of Directors issued and allotted to the Acquirer, on a preferential basis (the **"Preferential Issue"**):
   - 56,804,870 fully paid-up voting equity shares of Re.1 each of the Target Company at a price of Rs.26 per equity share (the **"Subscription Shares"**)
   - 22,826,300 warrants (the **"Subscription Warrants"**) of the Target Company at a price of Rs.26 per Subscription Warrant, each Subscription Warrant enabling the holder of the Subscription Warrant to convert each Subscription Warrant into 1 equity share of Re.1 each of the Target Company at Rs.26 per equity share,

   in accordance with the Guidelines for Preferential Issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto (the **"Guidelines"**) and in accordance with the relevant regulatory approvals obtained by the Target Company for the Preferential Issue. The Subscription Shares and the Subscription Warrants, are hereinafter collectively, referred to as the **Subscription Instrument(s).** The Acquirer has entered into a Share Subscription Agreement (the **"SSA"**) for subscription to the Subscription Instruments and a Shareholders Agreement (the **"SHA"**) both dated March 13, 2007 with Geojit and two of its existing promoters viz C.J. George and Shiny George. (the **"Signing Shareholders"**).
3. The Target Company has received the in-principle listing approvals from the Bombay Stock Exchange Limited, (the **"BSE"**) on January 29, 2007 and the National Stock Exchange of India Limited (the **"NSE"**) on February 5, 2007 for the issuance of the Subscription Instruments. Pursuant to: (a) the execution of the SSA and the SHA as set out in Paragraph 7 of the PA, and compliance with the terms thereof, and (b) the receipt by the Company, of the subscription consideration from BNPP for subscription to the Subscription Instruments, the Board of Directors of the Target Company allotted 56,804,870 fully paid-up equity shares and 22,826,300 Subscription Warrants to BNPP on March 13, 2007. The Subscription Instruments will be subject to "lock-in" as per the Guidelines.
4. The Preferential Issue was duly authorized by the Board of Directors of the Target Company at its meeting held on October 22, 2006 (the **"Board Meeting Date"**). At the same meeting, the Board of Directors of the Target Company also authorized the convening of an Extraordinary General Meeting (**"EGM"**) of the equity shareholders of the Target Company to approve the Preferential Issue, subject to: (a) the receipt of relevant regulatory approvals by the Target Company for the Preferential Issue; and (b) execution of definitive documents consisting of the SSA and the SHA.
5. At the EGM held on November 22, 2006 (the **"EGM Date"**), the shareholders of the Target Company authorized the Preferential Issue of the Subscription Instruments by way of a special resolution under Section 81(1A) of the Companies Act, 1956 and other applicable provisions of law including the Guidelines, subject to the receipt, by the Target Company, of relevant regulatory approvals required for the Preferential Issue (which have since been received) and the execution of definitive documentation in this regard.
6. The subscription consideration for the Subscription Instruments, is as follows:
   - Aggregate Consideration paid for the issue and allotment of the Subscription Shares: Rs.1,476,926,620
   - Initial consideration of Rs.3.74 paid for each Subscription Warrant: Rs.8,53,70,362.

   The Acquirer would be required to pay an additional sum of Rs.22.26 for every Subscription Warrant that is converted into one equity share of Re.1 each of the Target Company. Assuming, conversion of all Subscription Warrants this additional consideration would be Rs.508,113,438.
7. In addition to the SSA, the SHA has also been entered into between the Acquirer, the Target Company and the Signing Shareholders, which sets out the rights and obligations of the Acquirer, the Signing Shareholders and the Company in relation to the management and operations of the Target Company, its subsidiaries and joint ventures.
8. The paid-up equity and voting capital of the Target Company prior to the Preferential Issue was Rs.152,186,000 which consisted of 152,186,000 equity shares having a face value of Re1 each (each a **"Share"**). The Shares have been issued on a fully paid up basis and there are no partly paid up Shares in the Company. Post the Preferential Issue, the paid-up equity and voting capital of the Target Company on a fully diluted basis i.e. including the Subscription Shares and Shares arising out of conversion of Subscription Warrants (assuming full conversion) (**"Post Preferential Issue Capital"**), as on the expiry of 15 days after the closure of the Offer, would be Rs.231,817,170 (Rupees Twenty Three Crores Eighteen Lakhs Seventeen Thousand One Hundred and Seventy Only) consisting of 231,817,170 Shares. The Target Company has presently granted 6,989,400 employee stock options which shall vest from March 2008 onwards.
9. Following is a summary of the key terms of the SSA:
   - BNPP agreed to subscribe to 56,804,870 (Five Crores Sixty Eight Lakhs Four Thousand Eight Hundred and Seventy Only) Subscription Shares for an amount of Rs.26 (Rupees Twenty Six) per Subscription Share, for an aggregate consideration of Rs.1,476,926,620 (Rupees One Hundred and Forty Seven Crores Sixty Nine Lakhs Twenty Six Thousand Six Hundred and Twenty Only)
   - BNPP agreed to subscribe to 22,826,300 (Two Crores Twenty Eight Lakhs Twenty Six Thousand Three Hundred Only) Subscription Warrants for an amount of Rs.26 (Rupees Twenty Six) per Subscription Warrant, for an aggregate consideration of Rs.59,34,83,800 (Rupees Fifty Nine Crores Thirty Four Lakhs Eighty Three Thousand Eight Hundred Only) (the **"Warrant Subscription Consideration"**). Out of the Warrant Subscription Consideration, Rs.3.74 (Rupees Three and Seventy Four Paise) per Subscription Warrant, aggregating to Rs.8,53,70,362 (Rupees Eight Crores Fifty Three Lakhs Seventy Thousand Three Hundred and Sixty Two) (the **"Initial Warrant Consideration"**), shall be paid as application moneys for the Subscription Warrants prior to the allotment of the Subscription Warrants. In terms of the Guidelines, the Subscription Warrants are exercisable by BNPP at its sole discretion for a period of 18 months from the date of allotment of the Subscription Warrants. The conversion of the Subscription Warrants is limited such that, post the acquisition of Shares under the Offer made under the SEBI Takeover Code, BNPP would be entitled to convert only such number of Subscription Warrants such that post conversion of the Subscription Warrants, BNPP's shareholding in the Target Company shall not exceed 34.35% of the Post Preferential Issue Capital.
   - The SSA could be terminated by either of the parties in circumstances as specified therein, if BNPP or the Signing Shareholders or the Target Company are not able to fulfill their respective obligations specified thereunder; and
   - There are certain indemnities provided by the Signing Shareholders and the Target Company, which are intended to protect the interests of the Acquirer.
10. Following is a summary of the key terms of the SHA:
    - Subject to (i) the provisions of the SEBI Takeover Code and other applicable laws and (ii) approval of the shareholders at a general meeting, BNPP shall have the right to nominate directors on the Board of Directors of the Target Company, the number of such nominees being linked to the extent of BNPP's shareholding in the Target Company. BNPP shall have the right to nominate for appointment, at least one director on each of the committees and provided its shareholding is over 15%, two directors as members of each of (a) the audit committee and (b) the remuneration committee of the Board of Directors of the Target Company;
    - The Signing Shareholders shall have the right to nominate upto three directors on the Board for appointment by the shareholders of the Target Company at a general meeting, subject to the level of their shareholding in the Target Company. C. J. George shall be a non-rotational director and shall continue to be the managing director of the Target Company;
    - BNPP and the Signing Shareholders shall each at all times have the right to nominate for appointment, one third of the directors on the Board of Directors of each of the subsidiaries of the Target Company;
    - There are certain affirmative rights that shall be available to BNPP, as long as BNPP and/or any affiliate thereof, holds individually or collectively, at least 10% of the paid-up equity share capital of the Target Company. Some of these rights pertain to mergers, de-mergers, increase or decrease in the share capital, assumption of debt beyond specified levels, related party transactions and approval of annual business plan, among others. These rights shall extend to the Target Company as well its subsidiaries and affiliates;
    - The SHA provides for the rights and obligations of the Parties (as defined in the SHA) in relation to the transfer of shares and change in shareholding and other provisions governing inter-se rights and obligations including non-compete related obligations;
    - BNPP shall have a right of first refusal for any issuance of Shares subsequent to the Preferential Issue, in proportion to its shareholding in the Target Company. Additionally, both BNPP and the Signing Shareholders shall have a right of first refusal on each other's Shares while transferring to a third party.
    - The Acquirer shall not acquire any further Shares and the Signing Shareholders shall not divest any Shares except as agreed in the SHA.
    - Subject to BNPP holding not less than 33% of the issued and outstanding share capital of the Company, the Target Company shall be entitled to use the name "BNP Paribas" in the signage and other publicity materials of the Company. Subject to applicable law and receipt of relevant statutory approvals, the name of the Target Company is proposed to be changed to "Geojit BNP Paribas Limited".
11. Pursuant to the Preferential Issue, the Acquirer holds 56,804,870 Shares and 22,826,300 Subscription Warrants, convertible into 22,826,300 Shares as on the date of this Public Announcement. Other than the Subscription Shares issued to the Acquirer pursuant to the Preferential Issue, the Acquirer has not acquired any Shares during the twelve month period prior to the date of this PA. None of the directors of the Acquirer have acquired any Shares during the twelve month period prior to the date of this PA. The Manager to the Offer does not hold any Shares as on the date of this PA.
12. The existing promoters of the Target Company are C.J. George, Shiny George and Kerala State Industrial Development Corporation Limited ("KSIDC"), holding the following number of Shares:

Name	No. of Shares	% of equity and voting capital
C.J. George	40,606,760	26.68%
Shiny George	8,000,000	5.26%
KSIDC	20,000,000	13.14%

Source:Shareholding pattern of the Target Company (as on December 31, 2006) published on the BSE website.

The Target Company, vide its letter dated May 06, 2006, has communicated to the NSE and the BSE regarding the de-classification of Punnoose George (who held 9,060,000 Shares as on the date of the said letter) as a promoter of the Target Company, and subsequent disclosures made by the Target Company to the NSE and BSE reflect the fact that Punnoose George is not a promoter of the Target Company.

13. The Preferential Issue would lead to a change of control of the Target Company on account of the acquisition of the Subscription Shares, the Subscription Warrants and control by the Acquirer pursuant to the rights contained in the SHA. Pursuant to the Preferential Issue, the maximum number of Shares which can be acquired by the Acquirer is 79,631,170 (assuming full conversion of the Subscription Warrants) which constitutes 34.35 % of the Post Preferential Issue Capital. The Acquirer is making the Offer to the shareholders of the Target Company, other than the Signing Shareholders, in terms of Regulations 10 and 12 of the SEBI Takeover Code.
14. The Offer is for the acquisition of 46,363,434 Shares from the existing shareholders of the Target Company (other than Signing Shareholders), representing 20% of the Post Preferential Issue Capital of the Target Company, at a price of Rs.27.50 per Share (Rupees Twenty Seven and Fifty Paise only) (the **"Offer Price"**) payable in cash. The acquisition of Shares tendered pursuant to the Offer is subject to the receipt of statutory approvals as set out in Paragraphs 35 and 36 of this PA, and other terms and conditions as set out in this PA. Upon the completion of the Offer, assuming full acceptances, no Subscription Warrants would be converted and the Acquirer will hold 44.50% of the then outstanding voting and equity share capital. In the event there is no response to the Offer, upon closure of the same, all the Subscription Warrants would be converted and the Acquirer will hold 34.35% of the Post Preferential Issue Capital.
15. The Offer is not subject to any minimum level of acceptance.
16. This is not a competitive bid.

Offer Price

17. The Shares are listed on the NSE and the BSE. Based on the information available, the Shares are frequently traded on both the NSE and the BSE. The Shares are most frequently traded on the NSE, within the meaning of explanation to Regulation 20(5) of the SEBI Takeover Code. The Offer Price of Rs. 27.50 per Share of the Target Company is justified in terms of Regulation 20 (4) of the SEBI Takeover Code in view of the following:

i	Negotiated Price	Not applicable
ii	Highest price paid by the Acquirer for acquisition of Shares during the 26 weeks period preceding the date of the PA i.e. March 16, 2007, the acquisition price under the Preferential Issue	Rs.26.00 per Share
iii	Average of the weekly high and low of the closing prices of the Shares during the 26 weeks period preceding the Board Meeting Date.	Rs.21.35 per Share*
iv	Average of the daily high and low of the prices of the Shares, during the 2 weeks preceding the Board Meeting Date	Rs.25.43 per Share

(Source: www.nseindia.com, the website of the NSE, where the Shares are most frequently traded)

* Please note that the equity shares of the Target Company, of face value Rs.10/- each were sub-divided into 10 equity shares of face value of Re 1/- each. Hence, the share prices of the Target Company pertaining to the period prior to September 26, 2006 (the date on which the Re 1 face value Share started quoting on the NSE) have been adjusted for the change in face value from Rs.10 to Re 1.

The Offer Price of Rs.27.50 is higher than the highest of i, ii, iii and iv above and is therefore justified as per Regulation 20 of the SEBI Takeover Code.

Information about the Acquirer

18. BNPP (www.bnpparibas.com) is a company incorporated under the laws of France. The registered office of the Acquirer is situated at 16, Bd des Italiens - 75009 Paris, France. BNPP is registered with Registre du Commerce et des Sociétés in Paris under number 662 042 449.
19. BNPP is one of the top global players in financial services, conducting retail, corporate and investment banking, private banking, asset management, insurance and other financial activities. The Acquirer has a presence in over 85 countries and has about 140,000 employees, including over 110,000 in Europe.
20. BNPP has a 140 year old presence in India as a foreign bank offering Corporate Banking and Private Banking services. BNPP has also set up two joint ventures in India through specialized subsidiaries. These include: (i) SBI Life, a life insurance company, which is a partnership between State Bank of India and Cardif, the life insurance subsidiary of the BNP Paribas Group (holding a 26% stake in the Joint Venture); and (ii) Sundaram - BNP Paribas Asset Management, a joint venture between the Sundaram Group and BNP Paribas Asset Management (holding a 49.9% stake), focused at management of Mutual Funds. BNPP also has a presence in United Arab Emirates, Saudi Arabia and Qatar, countries where Geojit already has a presence or is in the process of establishing a presence. In these countries, BNPP is active as a bank, offering corporate banking and private banking services.
21. BNP was formed in 1966 through the merger of BNCI and CNEP, which was later privatized in 1993. Compagnie Financière de Paribas, Banque Paribas and Compagnie Bancaire merged to form Paribas in 1998. BNPP was, in turn, formed by the merger of BNP and Paribas in 2000.
22. The shares of BNPP are listed on the Paris and Tokyo stock exchanges. The shares are also traded on SEAQ International in London, the Frankfurt stock exchange and in Milan on MTA International. BNPP shares are a component of France Cac 40, Euro Stoxx 50, Dow Jones Stoxx 50, Aspi Eurozone, FTSE4Good, DJ SI World and DJ SI Stoxx indices. The quoted price of the BNPP share was EUR 78.12 on March 13, 2007 at the Paris Bourse, France. According to the information available to BNPP, 76.10% of its share capital is held by Institutional investors, including 5.8% by AXA, with 52.7% being held in Europe as at December 31, 2006. The employees of BNPP hold 5.4% and the remaining 12.7% is held by public/others.
23. Michel Pébereau, Patrick Auguste, Claude Bébéar, Jean-Louis Beffa, Gerhard Cromme, Jean-Marie Gianno, François Grappotte, Alain Joly, Denis Kessler, Jean-François Lepetit, Laurence Parisot, Helene Ploix, Baudouin Prot and Louis Schweitzer are the members of the board of directors of BNPP.
24. As on January 22, 2007, the share capital of BNPP amounted to Euros 1,865,756,980 and was divided into 932,878,490 shares of Euro 2 each.
25. As per the audited accounts for the year ended December 31, 2006, BNPP recorded consolidated total turnover of Euros 87,047 mn equivalent to Rs.50,696,173 lakhs (Euros 68,960 mn equivalent to Rs.40,162,304 lakhs for the previous financial year ended December 31, 2005). The consolidated net profit for the same period was Euros 7,808 mn equivalent to Rs.4,547,379 lakhs (Euros 6,286 mn equivalent to Rs.3,660,966 lakhs) (excluding minority interest). The share capital and additional paid-in capital amount to Euros 15,589 mn equivalent to Rs.9,079,034 lakhs. (Euros 9,701 mn equivalent to Rs.5,649,862 lakhs). The consolidated shareholders' equity (without minority interests) was Euros 49,512 mn equivalent to Rs.28,835,789 lakhs (Euros 40,718 mn equivalent to Rs.23,714,163 lakhs). The earnings per share were Euros 8.03 equivalent to Rs.468 (Euros 6.97 equivalent to Rs.406). The book value per share was Euros 49.80 equivalent to Rs.2900 (Euros 45.80 equivalent to Rs.2667). The return on equity (shareholders equity and minority interests) was 14% for the year ended December 31, 2006 (14%). Without taking into account minority interests, the return on equity was 15% for the year ended December 31, 2006 (14%). The Price Earnings multiple on 2006 earnings was 10.3 as on December 31, 2006. The figures in brackets are for the previous financial year ended December 31, 2005. (One Euro = Rs.58.24 as on March 13, 2007; Source: Reference rate at www.rbi.org.in)

Information about the Target Company

26. C J George and Ranajit Kanjilal founded Geojit Financial Services Limited as a partnership firm in the year 1987. In 1993, Ranajit Kanjilal retired and the firm became a proprietary concern of C J George. On November 24, 1994, it was incorporated as a Public Limited Company by the name Geojit Securities Ltd. Subsequently, KSIDC became a co-promoter. The Target Company was listed at the BSE in the year 2000 and NSE in the year 2005. On October 16, 2003, the Target Company was renamed as Geojit Financial Services Ltd. The registered office of the Target Company is situated at 5th Floor, Finance Towers, Kaloor, Kochi 682017. The Target Company has the following subsidiaries / associated companies: Geojit Commodities Ltd (100% held), Geojit Credits Ltd (49.99% held) and Barjeel Geojit Securities LLC (30% held). Additionally, Geojit Commodities Ltd. has the following 100% subsidiaries: Geojit Technologies Pvt. Ltd., Geojit Financial Distribution Pvt. Ltd and Geojit Financial Management Services Pvt. Ltd. The Target Company and its subsidiaries provide brokerage services in the equity and commodity markets, distribution of financial products, consultancy services, financing in equity and commodities markets and portfolio management services. The Target Company is listed on the NSE and the BSE and is a member broker of each of the NSE, the BSE and the Cochin Stock Exchange Limited. Barjeel Geojit Securities LLC, a joint venture of the Target Company with the Al-Saud group in UAE, facilitates online and offline trading services to NRI clients in UAE.
27. As on the date of this PA, to the best of the knowledge of the Acquirer, there are no partly paid-up equity shares or outstanding convertible instruments, other than 6,989,400 employee stock options which shall vest from March 2008 onwards.
28. As per the audited accounts for the year ended March 31, 2006, the Target Company recorded a total income of Rs.8797.58 lakhs (Rs.4677.97 lakhs for the previous financial year ended March 31, 2005) and total expenditure of Rs.5993.55 lakhs (Rs.3290.14 lakhs for the previous financial year ended March 31, 2005). The net profit after tax for the same period was Rs.1844.43 lakhs (Rs.899.97 lakhs). The subscribed share capital was Rs.1521.86 lakhs. (Rs.1521.86 lakhs). The net worth was Rs.4237.31 lakhs (Rs.3086.99 lakhs). The earnings per share were Rs. 1.16 (Rs. 0.54). The book value per share was Rs. 2.79 (Rs. 2.03). [Note: EPS and BV/share have been adjusted to reflect the 1:10 split]. The return on net worth was 43.53% for the year ended March 31, 2006 (29.15% for the previous financial year ended March 31, 2005). The figures in brackets are for the previous financial year ended March 31, 2005. The figures are for the Target Company as a standalone legal entity, on a non consolidation basis.
29. As on the date of this PA, the Board of Directors of the Target Company comprises of A. P. Kurian (Non - Executive & Independent Chairman), C. J. George (Managing Director), Jiji Thomson, P. C. Cyriac, Mahesh Vyas, Rakesh Jhunjhunwala, Ramanathan Bupathy and Punnoose George. There are no directors representing the Acquirer on the Board of the Target Company.

Reasons for the Acquisition and Future Plans about Target Company

30. The Offer is being made in compliance with Regulations 10, 12 and other applicable provisions of the SEBI Takeover Code, for the purpose of substantial acquisition of Shares and voting rights, as disclosed earlier, accompanied with change in control and management of the Target Company, whereby the Acquirer shall be entitled to exercise control over the Target Company inter-alia, through the right to appoint directors or through control over management or policy decisions, by virtue of its shareholding and the rights under the SHA. Subject to the Articles of Association of the Target Company and the SHA (as discussed in paragraph 10 hereof) and the provisions of applicable law, the Acquirer reserves the right to seek reconstitution of the Board of Directors of the Target Company, in accordance with the provisions contained in the SEBI Takeover Code and the Companies Act, 1956. As mentioned earlier, the Target Company will be permitted to use the name "BNP Paribas" in the signage and other publicity material and subject to applicable law and receipt of statutory approvals, the name of the Target Company will accordingly be changed to Geojit BNP Paribas Limited, subject to the Acquirer holding not less than 33% of the paid-up equity share capital of the Target Company.
31. The acquisition under the Preferential Issue and the Offer is a strategic investment on the part of the Acquirer to enter retail broking business in India. After this investment in the Target Company, the Acquirer intends to help grow the existing business of the Target Company, and expects that the shareholders of the Target Company would benefit from BNPP's entry as a major shareholder.
32. The investment in Geojit does not conflict with BNPP's presence in India or in any of the other countries where the Target Company has a presence, namely the United Arab Emirates, Saudi Arabia and Qatar. BNPP's investment in Geojit is expected to be complementary to its presence in the regions where Geojit has a presence.
33. Except to the extent that may be required (i) in the ordinary course of business of the Target Company and/or (ii) for the purpose of restructuring, rationalizing and/or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company, which shall be with the consent of the shareholders of the Target Company, the Acquirer does not intend to sell, dispose of or otherwise encumber any assets of the Target Company in the succeeding two years. Further, the Acquirer undertakes that it shall not 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.
34. The Board of Directors of the Target Company will take appropriate decisions from time to time with respect to the future plans of the Target Company, as per the requirements of the business and in line with opportunities or changes in the economic scenario, from time to time.

Statutory and Other Approvals required for the Offer

35. The Offer is subject to the receipt of approval of the Reserve Bank of India (**"RBI"**) under the Foreign Exchange Management Act, 1999 (**"FEMA"**) and the rules and regulations made thereunder for each of the: (a) acquisition of the equity shares by the Acquirer under the Offer; and (b) the opening and operation of the escrow account and special account to be opened under the applicable provisions of the SEBI Takeover Code and other related matters (collectively the **"RBI Approvals"**). The Acquirer will shortly be filing applications for each of the above-mentioned RBI approvals.
36. To the best of the knowledge and belief of the Acquirer, as of the date of the PA, other than the RBI Approvals set out in paragraph 35, no other statutory approvals are required to acquire the equity shares tendered pursuant to the Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. In terms of Regulation 27 of the SEBI Takeover Code, the Acquirer will not proceed with the Offer in the event that such statutory approvals that are required for the Offer are refused.
37. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the Offer Closing Date. It may be noted that in case the Acquirer is unable to make the payment of consideration to the shareholders who have accepted the Offer, within 15 (fifteen) days from the date of closure of the Offer, and such non-payment is due to non receipt of any of the statutory approvals set out in paragraphs 35 and 36 above, SEBI, if satisfied that the non receipt of the statutory approvals was not due to willful default or negligence on part of the Acquirer, has the power to grant an extension of time to the Acquirer for payment of consideration to the shareholders who have accepted the Offer provided the Acquirer agrees to pay interest to the shareholders for the delay beyond the above-mentioned period of 15 (fifteen) days at such rates as may be specified by SEBI under Regulation 22(12) of the SEBI Takeover Code. Further, if the delay occurs due to willful default or neglect or inaction or non-action of the Acquirer in obtaining the requisite statutory approvals, Regulation 22(13) of the SEBI Takeover Code shall be applicable.

Disclosure in terms of Regulation 21 of the SEBI Takeover Code

38. In the event the public shareholding is found to be reduced below the minimum level required as per the listing agreement entered into by the Target Company with the various stock exchanges on which its shares are listed (the **"Listing Agreement(s)"**), as a result of acquisition of shares under (i) the Preferential Issue; and/or (ii) conversion of the Subscription Warrants, if any; and/or (iii) the Offer, the Acquirer shall take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreement, within the time period stipulated therein.

Financial Arrangements

39. The total financial resources required for the Offer, assuming full acceptance at the Offer Price will be Rs.1,274,994,435 (Rupees One Hundred Twenty Seven Crores Forty Nine Lakhs Ninety Four Thousand Four Hundred and Thirty Five only) (**"Maximum Consideration"**).
40. By way of security for the performance of its obligations, under the SEBI Takeover Code, the Acquirer has procured a bank guarantee (the **"Bank Guarantee"**) in favour of the Manager to the Offer, in terms of and in fulfillment of its obligations to deposit in escrow such sums as prescribed under Regulation 28 of the SEBI Takeover Code. The Bank Guarantee has been issued by UTI Bank Limited, Fort Branch, Mumbai in favour of the Manager to the Offer, is valid till September 13, 2007 and is for a sum of Rs.27,75,00,000/- (Rupees Twenty Seven Crores and Seventy Five Lakhs only) which is in excess of the prescribed escrow amount in terms of Regulation 28 of the SEBI Takeover Code. Further, pending receipt of the RBI approval for opening and operating an escrow account in India for the purpose of depositing a sum equal to 1% of the Maximum Consideration as per Regulation 28(10) of the SEBI Takeover Code, the Acquirer has also made a cash deposit of Euro 250,000 with UTI Bank Limited, Singapore Branch, the equivalent value of which at the RBI reference rate as on March 13, 2007 is more than 1% of the Maximum Consideration. On receipt of requisite RBI approval, funds equal to 1% of the Maximum Consideration will be transferred from this account to an escrow account of the Acquirer with UTI Bank Limited in India. The Manager to the Offer has been authorised to realise the value of the escrow arrangement consisting of the Bank Guarantee and the cash deposit, in terms of and as per the provisions contained in the SEBI Takeover Code.
41. The Acquirer has adequate financial resources and has made firm financial arrangement for the implementation of the Offer in full out of its own financial resources. Deloitte & Associates, 185, Avenue Charles-de-Gaulle, 92524 Neuilly-sur-Seine Cedex, France Tel No. +33 (0) 1 40 88 28 00, Fax: +33 (0) 1 40 88 28 28, vide their letter dated March 13, 2007, have certified that the Acquirer has adequate financial resources to fulfill all its financial obligations arising out of the Offer. Based on this certificate, the Manager to the Offer confirms that adequate funds are available with the Acquirer through verifiable means to fulfill its obligations under the Offer, in full.

Other terms of the Offer

42. The Offer is not conditional on any minimum level of acceptance by the shareholders of the Target Company. During the Offer period, the Acquirer may purchase additional equity shares of the Target Company in accordance with the SEBI Takeover Code.
43. A letter of offer (the "Letter of Offer"), specifying the detailed terms and conditions of this Offer, along with a Form of Acceptance-cum-Acknowledgement (the "Form of Acceptance"), will be mailed to all the shareholders of the Target Company (other than the Signing Shareholders) whose names appear on the register of members of the Target Company, and to the beneficial owners of Shares whose names appear on the beneficial records of the respective depositories, at the close of business hours on March 30, 2007 (the "Specified Date"). All the shareholders (other than the Signing Shareholders) who own the Shares anytime before May 28, 2007 (the "Offer Closing Date") are eligible to participate in the Offer.
44. Shareholders who are holding Shares in physical form and wish to tender their equity shares will be required to send the completed Form of Acceptance, original Share Certificate(s) and transfer form(s) duly signed & witnessed to Mondkar Computers Private Limited, acting as the registrar to the Offer (the "Registrar to the Offer"), at any of the addresses mentioned below in paragraph 48, in accordance with the instructions to be specified in the Letter of Offer and the Form of Acceptance so that the same are received on or before the close of business hours on the Offer Closing Date. In case of registered shareholders in whose respect, the aforesaid documents have not been received, but the original share certificate(s) and duly signed transfer form(s) have been received, the Offer shall be deemed to have been accepted.
45. Beneficial owners holding Shares in the dematerialised form who wish to accept the Offer, will be required to send their completed Form of Acceptance to the Registrar to the Offer at any of the addresses mentioned below in paragraph 48, so that the same are received on or before the close of business on the Offer Closing Date. The Form of Acceptance should be sent along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode in favour of the special depository account mentioned in paragraph 46 and duly acknowledged by their respective depository participants (**"DP"**).
46. For shareholders holding Shares in dematerialised form, the Registrar to the Offer has opened a special depository account. Beneficial owners are requested to fill in the following details in the off-market delivery instructions for the purpose of crediting their Shares in the special depository account:

DP Name	HDFC Bank Limited
DP ID	IN301151
Client ID	22009237
Account name	MCPL - Geojit Open Offer Escrow Account
Depository	National Securities Depository Limited (**"NSDL"**)

Shareholders having their beneficiary account in Central Depository Services (India) Limited (**"CDSL"**) have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with NSDL. NSDL and CDSL are collectively referred to as Depositories.

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 dematerialised Shares and tendering them in the Offer should ensure the credit of the Shares in favour of the special depository account mentioned above before 5 PM on the Offer Closing Date.
48. All eligible owners of Shares, registered or unregistered (including the beneficial owners) who wish to avail of and accept the Offer can submit the Form of Acceptance along with all the relevant documents at any of the collection centres mentioned below in accordance with the procedure to be set out in the Letter of Offer. No indemnity is required from unregistered equity shareholders. All centres mentioned herein below would be open during the Offer period on all working days (except Sundays and Bank Holidays) during business hours as shown below:

Sr. No.	Location	Name & Address of the Collection Center	Contact Person	Tel. No.	Fax No.	Mode of delivery
1	Bangalore	Mondkar Computers Pvt. Limited, C/O Meenakshi Investments 703, B Wing, 7th Floor,Mittal Tower, M G Road,Bangalore 560001	H J Yatisha	080-25321231	080-25321232	Hand Delivery
2	Chennai	Mondkar Computers Pvt. Limited, C/O Skystock Financial Services Pvt. Limited, Shankar Traders, No.66, Redhills Road, Vijay Laxmi Puram, 1st Floor,Ambattur, Chennai 600053	Srinivas B	9840109859	04425507845	Hand Delivery
3	Kochi	Mondkar Computers Pvt. Limited, C/O Skystock Financial Services Pvt. Limited CC,39/895, Kailas Carrier, Station Road, Ernakulam SouthKochi 682016	B Raman	0484-2376268	04842378528	Hand Delivery
4	Mumbai (Andheri)	Mondkar Computers Pvt. Limited, 21, Shakil Nivas,Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri East, Mumbai 400 093	Devanand Dalvi	022-28207201 022-28207203	022 28207207	Hand Delivery / Registered Post
5	Mumbai (Fort)	Mondkar Computers Pvt. Limited, C/O Beetal Consultants, C/O Ghia Textile, 5, Agra Building, 1st Floor, 121, M G Road, Opp. Mumbai University, Mumbai 400 001	Philip	022-32623359	022-22651498	Hand Delivery
6	New Delhi	Mondkar Computers Pvt. Limited C/O Beetal Consultants Gr. Floor, 99, Madangir, B/H Local Shopping Centre (Pushp Vihar), Nr. Dada Harsukhdas Mandir, New Delhi 110 062	Ashok K Sundriyal	011-29962971 011-29962972	011-29961284	Hand Delivery
7	Thrissur	Mondkar Computers Pvt. Limited C/O Skystock Financial Services Pvt. Limited, T C 35/4311, Rajalaxmi Niwas, Warriam Lane, Thrissur 680001	Paratha Sarathy	0487-2422296	0487-2426917	Hand Delivery

Working Hours: Monday to Friday 10 AM to 5 PM, Saturday 10 AM to 1 PM, except : on Sundays and Bank Holidays

Shareholders who cannot hand deliver their documents at the collection centres referred to above may send the same by registered post, at their own risk, to the Registrar to the Offer at their office at Mondkar Computers Private Limited 21, Shakil Nivas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri(E), Mumbai 400 093 and not to any other collection centre so that the same are received on or before the Offer Closing Date.

49. This PA would be available on the SEBI's website at http://www.sebi.gov.in. The Letter of Offer / Form of Acceptance / Form of Withdrawal would also be available on SEBI's website. In case of non-receipt of the Letter of Offer / Form of Acceptance / Form of Withdrawal, eligible shareholders and unregistered owners (including beneficial owners) may download the same from the SEBI's website or obtain a copy of the same by writing to the Registrar to the Offer at the collection centres set out in paragraph above clearly marking the envelope "Geojit Financial Services Limited - Open Offer" by providing suitable documentary evidence of ownership of Shares.
50. In case of non-receipt of the Letter of Offer / Form of Acceptance / Form of Withdrawal eligible shareholders and unregistered owners (including beneficial owners), may also submit their acceptance on plain paper. Shareholders holding Shares in physical form should state their name, address, folio number, number of Shares held, distinctive numbers, number of Shares offered, bank particulars along with original share certificate(s), duly signed & witnessed transfer form(s). Beneficial owners should state their name, address, DP name, DP ID, beneficiary account number, number of Shares held, number of Shares offered, bank particulars, photocopy of the delivery instructions in "Off-market" mode or a counterfoil of the delivery instructions in "Off-market" mode duly acknowledged by the DP in favour of the special depository account mentioned above, as may be relevant, and submit the same to the collection centres on or before the close of business hours on the Offer Closing Date. The acceptance should be signed by all the shareholders as per the registration details available with the Target Company / Depositories and should be sent to the Registrar to the Offer in an envelope clearly marked "Geojit Financial Services Limited - Open Offer".
51. In case any person has submitted Shares in physical form for dematerialisation and such dematerialization has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialisation request form acknowledged by such shareholder's DP. Such shareholders should ensure that the process of getting the Shares dematerialised is completed well in time so that the credit of the Shares to the special depository account is completed on or before 5 PM on the Offer Closing Date, failing which such an acceptance would be rejected. A copy of delivery instructions acknowledged by the DP in favour of the special depository account should be forwarded to the collection centre where the Form of Acceptance and other documents were tendered, before the close of business on the Offer Closing Date.
52. In case any person has lodged Shares for transfer and such transfer has not yet been effected, the concerned person may apply as per instructions to be contained in the Letter of Offer, together with the acknowledgement of the lodgement of Shares for transfer. Such persons should also instruct the Target Company and/or its registrar & transfer agents - S.K.D.C. Consultants Limited, P.B.No.2979, No.7, Seth Narayandoss Layout, Street No.1, West Power House Road, Coimbatore - 641 012 (the **"R&T Agents of the Target Company"**) to send the transferred equity share certificate(s) directly to the collection centre located at Mondkar Computers Private Limited 21, Shakil Nivas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (E), Mumbai 400 093. The person should ensure that the equity share certificate(s) reach the designated collection centre on or before 5 PM on the Offer Closing Date.
53. The Acquirer shall acquire a maximum of 46,363,434 Shares from the shareholders who have validly tendered the Shares under the Offer (i.e. Shares and /or other documents are in order in terms of the Offer) and remit the consideration in respect thereof within 15 days from the Offer Closing Date or within such time as may be extended by SEBI, in cash, by Account Payee Cheque/ Demand Draft / Payorder at the shareholders' sole risk. The information as to whether the Shares tendered under the Offer have been accepted (in full or in part) or rejected and the consideration payable would be sent by registered post / speed post to the relevant shareholders by June 12, 2007. The payment instrument will be drawn in favour of the sole/first named shareholder in case of joint registered holders / beneficial owners.
54. 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 and the transfer form(s), if any, on behalf of the shareholders who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the SEBI Takeover Code.
55. Any Shares that are subject matter of litigation or are held in abeyance due to pending court cases/ attachment order(s) / restriction from other statutory authorities, wherein the shareholder(s) may be precluded from transferring the Shares during pendency of the said litigation are liable to be rejected in case directions/orders of the Court/relevant statutory authority permitting transfer of these Shares are not received together with the Shares tendered under the Offer.
56. While tendering Shares under the Offer, where the Offer consideration (no. of Shares tendered multiplied by the Offer Price) payable exceeds Rs.1 lakh, shareholders are requested to give their Permanent Account No. / General Index Register No. and attach a photo copy of the PAN / GIR no./ duly filled Form 60 (as applicable). The Acquirer reserves the right to reject such tenders from shareholders, where the details of PAN / GIR No. and a photo copy of the PAN / GIR no./ duly filled Form 60 (as applicable) is not submitted.
57. While tendering Shares under the Offer, NRIs/ OCBs/ foreign and other non resident shareholders will be also required to submit copies of the RBI approvals, if any (specific or general) that they would have obtained for acquiring the Shares. In case the RBI approvals are applicable but copies thereof are not submitted, the Acquirer reserves the right to reject the Shares tendered.
58. While tendering Shares in the Offer, non resident shareholders are required to submit a No Objection Certificate (**"NOC"**) / Tax Clearance Certificate (**"TCC"**) from Income Tax authorities indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC / TCC 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. The Acquirer reserves the right to reject such tenders from non-resident shareholders, where the aforesaid NOC / TCC is not submitted. As per the relevant provisions of the Income Tax Act, 1961 (**"Income Tax Act"**), no deduction of tax at source shall be made before remitting the consideration for Shares held under "Investment / Capital Account" and tendered under the Offer by Foreign Institutional Investors (**"FIIs"**) as defined in the Income Tax Act. This exemption is not available for payment of consideration in respect of Shares held by FIIs under their "Trade Accounts".
59. If the aggregate of the valid responses to the Offer exceeds 46,363,434 Shares, then the Acquirer shall accept the valid acceptances received on a proportionate basis from each shareholder as per Regulation 21(6) of the SEBI Takeover Code. The Shares are compulsorily traded in dematerialised form and the minimum marketable lot for the purposes of acceptance, for both physical and demat will be one Share.
60. Unaccepted share certificates, transfer forms 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. Shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted Shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
61. A schedule of some of the key events in respect of the Offer is as follows:

Activity	Day & Date
Specified Date *	Friday, March 30, 2007
Last date for a competitive bid	Friday, April 06, 2007
Date by which Letter of Offer to be dispatched to shareholders	Friday, April 27, 2007
Date of opening of the Offer	Wednesday, May 09, 2007
Date of closure of Offer	Monday, May 28, 2007
Last date for revising the Offer Price / number of shares	Thursday, May 17, 2007
Last date for withdrawing acceptance from the Offer	Wednesday, May 23, 2007
Last date of communicating acceptance / rejection and payment of consideration for accepted Shares	Tuesday, June 12, 2007

* 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. All eligible owners (registered or unregistered including beneficial owners) of the Shares (other than Signing Shareholders) can participate in the Offer any time before the Offer Closing Date.

General

62. The Acquirer can revise the Offer Price upwards up to seven (7) working days prior to the closing of the Offer. If there is any upward revision in the Offer Price or number of Shares proposed to be acquired under the Offer by the Acquirer till the last date of revision viz. May 17, 2007, or if the Offer is withdrawn, the same would be informed by way of a public announcement in the same newspapers in which this PA has appeared. Such revised price, if any, would be paid for all the Shares validly tendered any time during the Offer and accepted under the Offer.
63. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992. Based on the information presently available publicly, the Target Company has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992.
64. Pursuant to Regulation 13 of the SEBI Takeover Code, the Acquirer has appointed Ambit Corporate Finance Private Limited as the Manager to the Offer. Further, Mondkar Computers Private Limited has been appointed as the Registrar to the Offer. The office of the Registrar to the Offer is at Mondkar Computers Private Limited 21, Shakil Nivas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri(E), Mumbai 400 093, Tel. No. 022-28207201/203, ; Fax No. 022-28207207; email: info@mondkarcomputers.com; Contact Person: Ashok Gupta.
65. For further details please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.
66. In terms of Regulation 22(5A) of the SEBI Takeover Code, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents, including the Form of Withdrawal, as per the instructions to be contained in the Letter of Offer, so as to reach the Registrar to the Offer at the collection center where the original tender was submitted, on or before May 23, 2007.
67. **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 can not be revised during seven working days prior to the closing date of the Offer/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 equity shares accordingly.**
68. BNPP Paribas SA accepts full responsibility for the information contained in this PA and also for fulfilling its obligations as laid down in the SEBI Takeover Code.
69. This PA is issued by the Manager to the Offer on behalf of the Acquirer.
70. **This PA would be available on the SEBI's website at www.sebi.gov.in. Eligible persons may also download a copy of the Letter of Offer, Form of Acceptance and Form of Withdrawal, which will also be available on SEBI's website and apply using the same.**

Issued by the Manager to the Offer

Ambit

Ambit Corporate Finance Private Limited
Ambit RSM House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel. No.: (022) 39821819; Fax No.: (022) 39823020, Email:- gfslopenoffer@ambitpte.com
Contact Person: Astha Daga

On behalf of

BNP PARIBAS

BNP Paribas SA
16, Bd des Italiens - 75009 Paris, France

Date : March 16, 2007
Place : Mumbai