

CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF GMR FERRO ALLOYS & INDUSTRIES LIMITED

Registered Office: 6-3-866/1/G2, Greenlands Begumpet, Hyderabad 500016, Andhra Pradesh, India.

Cash Offer for acquisition of Equity Shares from the shareholders / beneficial owners

This Corrigendum to the Public Announcement is being issued by YES BANK Limited ("YBL"), [hereinafter referred to as the "**Manager to the Offer**"] to the equity shareholders ("**Shareholders**") of GMR Ferro Alloys & Industries Limited ("**GFIL**" or the "**Target Company**") on behalf of Cronimet Mercon Invest Limited [hereinafter referred to as "**Cronimet**" / the "**Acquirer**"] pursuant to and in compliance with among others, Regulation 10 and 12 of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "**SEBI Takeover Regulations**" or the "**Regulations**").

The shareholders / beneficial owners of GFIL are requested to note the following developments / amendments with respect to and in connection with the Public Announcement dated May 29, 2008 ("**PA**").

Revised Schedule of Activities

Securities and Exchange Board of India ("**SEBI**") issued comments on the draft Letter of Offer vide its letter dated May 18, 2009 and therefore the dates with respect to various activities as per the disclosure made in the PA have undergone a change.

Letter of Offer cum Form of Acceptance and Acknowledgement [which includes Form of Withdrawal] ("**LOF and Acceptance Form**") and transfer deeds have been dispatched to the shareholders / beneficial owners on May 28, 2009 and the revised schedule of activities is as follows:

Activities	Schedule as per PA	Revised Schedule
Public Announcement date	Thursday May 29, 2008	Thursday May 29, 2008
Specified Date *	Friday May 30, 2008	Friday May 30, 2008
Last date for Competitive Bid	Thursday June 19, 2008	Thursday June 19, 2008
Date by which letter of offer to be despatched to the Shareholders	Friday July 11, 2008	Thursday May 28, 2009
Offer opening Date	Wednesday July 23, 2008	Tuesday June 2, 2009
Last date for revising the Offer Price / number of Shares	Thursday July 31, 2008	Thursday June 11, 2009
Last date for withdrawal by shareholders	Wednesday August 6, 2008	Wednesday June 17, 2009
Offer closing Date	Monday August 11, 2008	Monday June 22, 2009
Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be despatched	Tuesday August 26, 2008	Tuesday July 7, 2009

* Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer is sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and the Sellers), anytime before the closing of the Offer, are eligible to participate in the Offer.

Additional Details / Clarifications / Developments subsequent to the PA:

- Offer Size:** The offer is to acquire 24,57,059 fully paid up equity shares of the face value of Rs. 10/- (Rupees Ten only) each, representing 20.00% of the voting paid up equity share capital of GFIL, from the public shareholders of GFIL i.e. from all owners (registered and unregistered) of Shares of GFIL except (a) the Acquirer and (b) the Sellers.
- Share Purchase Agreement ("SPA"):** The Acquirer has entered into a SPA with (i) GMR Holdings Private Limited and (ii) GVL Investments Private Limited (hereinafter collectively referred to as the "**Sellers**") on May 26, 2008 to acquire 86,57,855 Shares ("Sale Shares") representing 70.47% of the issued, subscribed and paid up equity share capital of the Target Company. GMR Holdings Private Limited and GVL Investments Private Limited are the promoters of the Target Company.
- SPA Amendment Agreement and Escrow Agreement:** Pending completion of the Offer, the Acquirer and the Sellers have entered into a SPA Amendment Agreement on April 20, 2009. The Sellers and the Acquirer have also entered into an escrow agreement ("**Escrow Agreement**") with YES Bank Limited, 9th Floor, Discovery of India Building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 (the "**Escrow Agent**") for the purpose of securing the due performance by them, of their obligations under the SPA Amendment Agreement. The Escrow Agreement sets out the mechanism in relation to the Escrow Account. The SPA Amendment Agreement sets out the mechanism for completing the transfer of Sale Shares and the payment of the Negotiated Price wherein the Purchase Consideration shall be paid to the Sellers by the Acquirer within 60 days of the date of the Escrow Agreement and upon receipt of the full Negotiation Price, the Sellers shall deposit the Sale Shares in the Escrow Account.
- No additional purchase of equity shares of GFIL by the Acquirer:** the Acquirer has not acquired any additional Shares of GFIL from the date of the PA to the date of this Corrigendum to the PA.
- Disclosure in terms of Regulation 16(ix) of SEBI Takeover Regulations :** Post acquisition of Shares in GFIL, the Acquirer will be in control of the management of the Target Company. The Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the two years from the date of the closure of this Offer except in the ordinary course of business. Acquirer hereby undertakes not to sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company. The Acquirer does not have any specific future plans for the Target Company. The Acquirer or their authorized representatives, who will be in control of the management of the Target Company, will take decisions regarding the future course of the Target Company.
- Background of the Acquirer:** Cronimet Mercon Invest Limited was incorporated on December 25, 2007 under the laws of Jebel Ali Freezone Offshore Companies Regulations 2003. It's registered office and corporate office is situated at LOB 15 -514, P O Box: 17870, Jebel Ali Free Zone, Dubai, United Arab Emirates. Tel: 00 971 4881 4199; Fax: 00 971 4881 6025. The Acquirer is registered as an Offshore company with the Jebel Ali Free Zone Authority (Address: PO Box 17000, Dubai, UAE website - www.jafza.ae).

7) Age and PAN number of the Directors of the Acquirer:

Name	Designation	Age	PAN No.
Mr. Rajiv Saxena	Director	50	BBHPS4880H
Mr. Pierrot Valentin Theis	Director	55	N.A.
Mr. Juergen Pilarsky	Director	48	N.A.
Mr. Thomas Heil	Director	48	N.A.

- Option in terms of Regulation 21(2) of SEBI Takeover Regulations:** The minimum public shareholding required for continuous listing of the Shares is 25% (twenty five) of the total share capital. The Acquirer does not intend to delist the Target Company in the next three (3) years as a result of the Offer.

- Experience details of Mr. B V Nageswara Rao:** Mr. B. V. Nageswara Rao has 35 years of experience and is currently the Chairman of GMR Group's Agri Business and Energy Sector. During his stint with Andhra Bank before joining the Group, he gained extensive experience in the banking sector with specific focus on industrial finance.

10) Secured Loans of the Target Company:

(Rs in lakhs)				
S.No	Name of the Lenders	Outstanding balance as on March 31, 2007	Outstanding balance as on March 31, 2008	Outstanding balance as on December 31, 2008
1	Andhra Bank, Tekkali OCC	28.11	31.62	16.84
2	Andhra Bank, Somajiguda OCC	19.80	283.17	34.34
3	Andhra Bank, FUBD	375.54	491.69	-
4	Andhra Bank, Somajiguda PC-INR	1,599.72	1,410.99	1,599.37
5	State Bank of Mysore - DUB	454.20	49.60	65.35
6	Hire purchase Loans	10.52	0.47	-
Grand Total		2,487.89	2,267.54	1,715.90

- Residual shareholding of the current promoters:** The residual shareholding of the current promoter group i.e. 0.41% in the Share Capital of the Target Company will be classified as public shareholding, on consummation of the SPA and upon completion of the open offer.

- Status of pending litigations of the Target Company:** Pending litigations, pertaining to the Target company, as on the date of this Corrigendum to PA are as follows:

- A writ appeal (W.A. No. 1145 of 2005) has been filed in the High Court of Andhra Pradesh by the Company against National Thermal Power Corporation Limited, APTRANSCO and others against the order of the single judge dated April 1, 2005 in WP No. 6287 of 2001. The said order had directed the petitioner to pay the revised supplementary demands in respect of the power supplied to them from out of the 15% unallocated portion of power from NTPC, as per the notifications fixing the NTPC tariff by the Ministry of Power and modified from time to time. The writ appeal is admitted and notice is served to the respondents. The matter shall be taken up for hearing as per the discretion of the court.

The Company had made a deposit of Rs. 60 lakhs by way of fixed deposit receipt during the pendency of WP No. 5713 of 2000, which was realised by APTRANSCO. The case is posted onwards in the list.

- A writ appeal (W.A. No. 1146 of 2005) has been filed in the High Court of Andhra Pradesh by the Company against National Thermal Power Corporation Limited, APTRANSCO and others against the order of the single judge dated April 1, 2005 in WP No. 5713 of 2000. The said order had directed the petitioner to pay the revised supplementary demands in respect of the power supplied to them from out of the 15% unallocated portion of power from NTPC, as per the notifications fixing the NTPC tariff by the Ministry of Power and modified from time to time. The writ appeal is admitted and notice is served to the respondents. The matter shall be taken up for hearing as per the discretion of the court.

GMR Industries had made a deposit of Rs. 154 lakhs by way of fixed deposit receipt during the pendency of WP No. 5713 of 2000, which was realised by APTRANSCO. The case is posted onwards in the list.

- A writ petition (No. 19706 of 2003) has been filed by the Company against APTRANSCO, Eastern Power Distribution Company of AP Limited ("APEPDCL"), the Superintending Engineer and Senior Accounts Officer of APEPDCL in the High Court of Andhra Pradesh praying for issue of a writ of mandamus to declare as unauthorized the demand made by APEPDCL of Rs. 48,16,386/- allegedly arising out of delayed payments to NTPC for supplementary arrears and penal interest for the period November 2002 to July 2003. The Company contends that this action is unjustified as payment of the principal amount was pending adjudication in WP 5713 of 2000 and writ petition No. 6287 of 2001. An order dated September 18, 2003 was passed in miscellaneous petition (M.P. No. 24711 of 2003) filed in this suit granting suspension of operation of the letter issued by APEPDCL demanding payment of the additional amount. APTRANSCO has filed its counter. The matter shall be taken up for hearing as per the discretion of the court.
- A suit (O.S. No 181 of 2005) has been filed in the court of the Chief Judge, City Civil Court Hyderabad, by the Company against Shree Mahalaxmi Coke Distributors under the provisions of the Code of Civil Procedure. The Company had paid an advance of Rs. 8,32,000/- to the defendants for the supply of low ash metallurgical coke but the same were not delivered. Over time the defendants have at irregular intervals paid small amounts of money but they have not repaid the full amount and thus the suit has been filed to recover the outstanding amount of Rs. 7.8 lakhs including interest.
- A industrial dispute (ID No. 101 of 2004) has been filed before the Chairman, Industrial Tribunal and Presiding Officer Labour Court, Visakhapatnam by Mr. Sampala Seetharama Murthy stating that he was wrongly dismissed from service and seeking re-instatement into service and claiming back wages and all other consequential benefits. The counter has been filed by the Company and the plaintiff has filed a rejoinder in response to the same. The Company had also filed an interim application questioning the jurisdiction of the labour court at Visakhapatnam which was subsequently dismissed. The Hon'ble high Court of Andhra Pradesh has given a stay on the order of the labour Court.

- Justification of offer price:** As on the date of the PA, the Shares of the Target Company were in the process of being listed on the BSE and the NSE.

As the Shares were not listed on the date of the PA, for the purpose of this Offer, the Shares were deemed to be infrequently traded on the date of the PA within the meaning of Regulation 20(5) of the SEBI Takeover Regulations. Further, there are no partly paid up equity shares in the books of the Target Company.

Consequently, the minimum offer price to be computed for this Offer was governed by Regulation 20(5) of the SEBI Takeover Regulations as being the highest of the following parameters:

Negotiated Price	Rs 26.047
Highest price paid by the Acquirer or persons acting in concert with the Acquirer for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA	Not Applicable
Other parameters based on the audited financial results for the year ended on March 31, 2007:	
Book Value per Share	Rs. 23.02
Return on Net Worth	240%
Earning per Share	Rs. 0.06
P/E Ratio	Not Applicable
Fair Value per Share*	Rs. 8.53

* Fair value of the Shares has been determined vide valuation report dated May 26, 2008 issued by Mr. Ashwin Damania, Partner, (Membership No. 38976), M/s. G. M. Kapadia & Co., Chartered Accountants, 1001, Raheja Chambers, 213 Nariman Point, Mumbai 400 021 an independent Chartered Accountant, taking into consideration the parameters set out by the Hon'able Supreme Court of India in the case of *Hindustan Lever Employee Union v. Hindustan Lever Limited*, (1995) 83 Comp Case 30. The said valuation report, prepared on the basis of Net Asset Value [Rs. 23.02 per Share], Profit Earning Capacity Value [Rs. 1.28 per Share] and Market Value [Not Applicable], indicates that the fair value of the Shares based on the audited financial statements of the Target Company as on March 31, 2007 is Rs. 8.53 per Share.

As per independent valuation of the shares of the Target Company done by independent Chartered Accountants appointed for the instant matter subsequent to SEBI's direction, the offer price for the shares of the Target Company is Rs 26.05 per share.

- Financial Arrangements:** The maximum purchase consideration payable by the Acquirer under this Offer assuming full acceptance is Rs. 6,40,06,386.95 (Rupees Six Crore Forty Lakhs Six Thousand Three Hundred Eighty Six and Paise Ninety Five only) for acquisition of 24,57,059 shares at a price of Rs. 26.05 per Share. Consideration payable by the Acquirer under the SPA is Rs. 22,55,11,149/- (Rupees Twenty Two Crores Fifty Five Lakhs Eleven Thousand One Hundred Forty Nine only) for acquisition of 86,57,855 shares at a price of Rs. 26.047 per share. The Acquirer proposes to finance the Offer and the consideration payable under the SPA aggregating to Rs. 28.95 cr, through internally generated funds including capital contributions made by its shareholders. The paid up share capital of the Acquirer is USD 12 million i.e. approximately Rs. 47.96 cr (Conversion Rate: 1USD = Rs. 39.97 on March 31, 2008. Source: RBI web site www.rbi.org.in). In view of this, the Acquirer is in a position to fulfill obligations under the SPA and the Open offer.

- No Non Compete fee:** The Acquirer has not paid any monetary or non monetary consideration, by way of non compete fee, in relation to acquisition of the Sale Shares of the Target Company from the Sellers.

- Upward revision in offer price, if any:** It will be ensured that the Offer Price is higher than the highest price paid by the Acquirer for any acquisition of Shares of the Target Company, if any, from the date of PA i.e. Thursday – May 29, 2008 up to seven working days prior to the closure of the Offer i.e. Thursday – June 11, 2009. Further, the Acquirer is permitted to make an upward revision in the Offer Price at any time 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 Shares tendered anytime during the Offer.

- Statutory / other approvals :** The Manager to the offer filed an application with RBI for approval for transfer of Shares of GFIL from eligible public Shareholders of GFIL in favour of the Acquirer on July 17, 2008 and RBI, vide their letter dated August 5, 2008 granted approval to the Acquirer to acquire Shares through open offer from the eligible Shareholders.

Pursuant to Press Note no. 4 (2006 Series) dated February 10, 2006 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, transfer of shares from residents to non-residents in compliance of SEBI Takeover Regulations does not require a specific approval from FIPB, provided that the transfer of shares is within the sectoral FDI limits as specified therein. As per regulation 5(1) of Notification No. FEMA 20 / 2000 – RB dated May 3, 2000 and Master Circular on Foreign Investment in India No. 02/2008-09 dated July 1, 2008 issued by RBI, FDI is permitted up to 100% in the Target Company under the automatic route.

RBI, vide A.P. (DIR Series) Circular No. 62 dated May 24, 2007 decided to permit the Authorised Dealers to open escrow account and special account on behalf of non resident acquirers without prior approval of RBI. Accordingly, the Acquirer has opened a cash escrow account.

As on date no statutory / other approvals are required for the Offer. If any other statutory approvals become applicable, the Offer would be subject to such approvals.

- Background of promoters of Acquirer:** The Acquirer is promoted by (i) Mercon Holdings Limited, (ii) Matrix Holdings Limited, (iii) Matrix Industries Limited and (iv) Cronimet Mining GmbH. Relevant details are as follows:

- Mercon Holdings Limited:** Mercon Holdings Limited, incorporated on November 19, 2003, is a company formed pursuant to the Jebel Ali Free Zone Offshore Companies Regulations 2003. Its registered office is situated at LOB 15 – 514 PO Box: 17870, Jebel Ali Free Zone, Dubai, United Arab Emirates. As on the date of the PA the paid up capital of Mercon Holdings Limited is USD 10000 equivalent to Rs. 4.27 lakhs (Conversion Rate: 1USD = Rs. 42.77 on May 29, 2008. Source: www.oanda.com). It is engaged in the business of investment in limited liability companies, partnerships, joint ventures and any other company, general trading and investment in properties. Metalton Resources Limited, Worldwide Metals Limited and Matrix Holdings Limited hold 40%, 40% and 20% respectively in the share capital of Mercon Holdings Limited. Ms. Shivani Saxena, Mr. Ajit Singh Bubber and Mr. Pierrot Valentin Theis are the Directors on the Board of Mercon Holdings Limited.

- Matrix Holdings Limited:** Matrix Holdings Limited, incorporated on July 17, 2004, is a company formed pursuant to the Jebel Ali Free Zone Offshore Companies Regulations 2003. Its registered office is situated at LOB 15 – 514 PO Box: 17870, Jebel Ali Free Zone, Dubai, United Arab Emirates. As on the date of the PA the paid up capital of Matrix Holdings Limited is AED 1.00 million equivalent to Rs. 116.5 lakhs (Conversion Rate: 1AED = Rs. 11.65 on May 29, 2008. Source: www.oanda.com). It is engaged in the business of

investment in limited liability companies, partnerships, joint ventures, any other company, general trading and investment in properties. Mr. Rajiv Saxena and Ms. Shivani Saxena hold 50% each in the share capital of Matrix Holdings Limited. Ms. Shivani Saxena and Mr. Rajiv Saxena are the Directors on the Board of Matrix Holdings Limited.

- Matrix Industries Limited:** Matrix Industries Limited, incorporated on July 17, 2007, is a company formed pursuant to the Jebel Ali Free Zone Offshore Companies Regulations 2003. Its registered office is situated at LOB 15 – 514 PO Box: 17870, Jebel Ali Free Zone, Dubai, United Arab Emirates. As on the date of the PA, the paid up capital of Matrix Industries Limited is AED 1.00 million equivalent to Rs. 116.5 lakhs (Conversion Rate: 1AED = Rs. 11.65 on May 29, 2008. Source: www.oanda.com). It is engaged in the business of investment in limited liability companies, partnerships, joint ventures, any other company, general trading and investment in properties. Matrix Worldwide Limited holds 100% of the share capital of Matrix Industries Limited. Ms. Shivani Saxena and Mr. Rajiv Saxena are the Directors on the Board of Matrix Industries Limited.

- Cronimet Mining GmbH:** Cronimet GmbH, incorporated on December 6, 2004, is a company duly formed pursuant to the laws of Germany and it has its registered office at Suedbeckenstr, 22, 76189 Karlsruhe, Germany. As on the date of the PA, the paid up capital of Cronimet GmbH is Euro 50000 equivalent to Rs. 33.53 lakhs (Conversion Rate: 1Euro = Rs. 67.06 on May 29, 2008. Source: www.oanda.com). It is engaged in the management of participations in mining companies, the trading with recyclable alloy materials and the trading with ferroalloys, metals, molybdenum and stainless steel. Cronimet Mining GmbH is 100% owned by Cronimet Verwaltungs GmbH, a company registered under No. HRB 109611 at the local court of Mannheim with its registered office at Suedbeckenstr, 22, 76189 Karlsruhe, Germany. Mr. Jürgen Pilarsky, Mr. Elke Pilarsky and Mr. Joachim Pilarsky hold 33.33% each in the share capital of Cronimet Verwaltungs GmbH. Mr. Heil Thomas, Mr. Pilarsky Günter Karlsruhe, Mr. Pilarsky Joachim Karlsruhe and Mr. Pilarsky Jürgen Karlsruhe are the Directors on the Board of Cronimet Mining GmbH.

- Activities of the Acquirer:** The Acquirer was incorporated inter-alia to carry on the business of (i) Investment in limited liability companies, partnerships, joint ventures and any other company including acquisition of major shares, voting rights and control over companies (ii) general trading. Presently, the Acquirer is engaged *inter alia* in investment activities and is into the business of investment in companies in the metal industry including ferro alloys.

20) Chapter II Compliance by Target Company, Acquirer, Seller, Major shareholders:

Acquirer: Other than the Sale Shares to be acquired by the Acquirer pursuant to the SPA, the Acquirer did not hold any Shares in the Target Company as on the date of the PA and has not acquired any Shares between the date of the PA and the date of this Corrigendum to the Public Announcement. Accordingly the reporting requirements under Chapter II of the SEBI Takeover Regulations do not apply. The Acquirer did not hold any Shares in the past and therefore, the relevant provisions of Chapter II of the SEBI Takeover Regulations were not applicable.

Target Company, Seller, Major shareholders: As the Shares were not listed on the date of the PA, the provisions of Chapter II of the SEBI Takeover Regulations were not applicable to the Target Company, the promoters and the major shareholders. Post listing of the Shares, (i) the Target Company, (ii) the promoters and (iii) the major shareholders have complied with the provisions of Chapter II of the SEBI Takeover Regulations.

- Number of Public Shareholders:** As on Specified date i.e. May 30, 2008 there were 20,447 Public Shareholders.

- Undertaking by the Manager to the Offer:** As on the date of the PA and this Corrigendum, YES Bank Limited, the Manager to the Offer, does not hold any Shares of the Target Company. In terms of Regulation 24(5A) of the SEBI Takeover Regulations, the Manager to the Offer shall not deal in the Shares during the period commencing from the date of its appointment in terms of Regulation 13 of the SEBI Takeover Regulations until the expiry of fifteen days from the date of closure of the Offer.

23) General:

This announcement should be read in conjunction with the PA. The terms not defined herein will have the same meaning as defined in the PA. All other terms and conditions of the Offer remain unchanged. For further details, please refer to the LOF and Acceptance Form.

The Acquirer and the directors of the Acquirer accept full responsibility for the information contained in this corrigendum to the PA and also for the obligations of the Acquirer to the extent as required and as laid down in the SEBI Takeover Regulations.

The PA is available on SEBI's website at www.sebi.gov.in. This corrigendum to the PA is also expected to be available on SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the LOF and Acceptance Form which will be available on SEBI's website during the Offer period i.e. from Tuesday– June 2, 2009 to Monday – June 22, 2009 and send their acceptances on or before Monday – June 22, 2009.

For further details, please refer to the LOF and Acceptance Form.

Registrar to the Offer



Mondkar Computers Pvt Limited
21, Shakil Niwas, Opp: Satya Saibaba Temple
Mahakali Caves Road, Andheri East, Mumbai 400093
Tel No: 91 022 2825 7641 / 2836 6620
Fax No: 91 022 2820 7207
Email: info@mondkarcomputers.com
SEBI Registration No: INR 000000 114
Contact: Ravi Utkar / Devanand Dalvi

This corrigendum to the PA is being issued by the Manager to the Offer on behalf of the Acquirer i.e. Cronimet Mercon Invest Limited., LOB 15-514, P O Box: 17870, Jebel Ali Free Zone, Dubai, United Arab Emirates.

Manager to the Offer



YES BANK Limited
12th Floor, Discovery of India Building
Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018
Tel No: 91 22 6669 9000, Fax No: 91 22 2497 4158
Email ID: merchantbanking@yesbank.in
SEBI Reg No: MB / INM 0000 10874
Contact : Dhanraj Uchil / Ajay Shete

Place : Mumbai
Date : May 29, 2009

C O N C E P T

Size: 37x33 sq. cm