PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

GOLDSTONE INFRATECH LIMITED

(Formerly known as Goldstone Teleservices Limited)

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This Public Announcement (PA) is being issued by SAFFRON CAPITAL ADVISORS PRIVATE LIMITED, the Manager to the Offer, on behalf of Goldstone Exports Limited (hereinafter referred to as 'the Acquirer') pursuant to Regulation 11 (1) in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereto [hereinafter referred to as "SEBI (SAST) Regulations"].

1. **The Offer**

1.1 The Board of Directors of Goldstone Infratech Limited (formerly known as Goldstone Teleservices Limited) (hereinafter referred to as the **"Target Company"** or **"GIL"**) at its Board meeting held on January 25, 2007 has considered issue of 1,50,00,000 share warrants ("Warrants") to Goldstone Exports Limited, one of the promoter of GIL on a Preferential Issue basis. The Issue price per share warrant is Rs. 22/- per equity share. GIL has obtained approval from the members of the Company in the Extra Ordinary General Meeting held on February 24, 2007 for such allotment. In principle approval for the listing of shares arising from the conversion of warrants is granted by BSE and NSE vide their letters dated April 23, 2007 and March 30, 2007 respectively. The Warrants were allotted to the Acquirer at the Board meeting on April 30, 2007 against the receipt of 10% of the Issue price i.e. Rs. 2.20 per share warrant, with an option to convert the same in to equity share within 18 months from the date of allotment. Each warrant entitles one equity share of GIL.

1.2 GIL at its Board meeting held on October 29, 2008 has approved allotment of equity shares pursuant to the conversion of Warrants.

1.3 The shareholding of the Acquirer and Promoter Group after conversion of Warrants is as under :

Name/Category of the shareholders	Present Share Holding	% of Present Equity Capital	Allotment of equity shares pursuant to conversion of Warrants	Share Holding after conversion of Warrants	% of post conversion Equity Capital
Goldstone Exports Limited	20,00,000	9.51	1,50,00,000	1,70,00,000	47.19
Promoter Group including Goldstone Exports Limited	33,10,515	15.75	1,50,00,000	1,83,10,515	50.83

1.4 Post conversion of Warrants, Promoter Group of GIL will hold 50.83% of the Post conversion equity Capital, increased from present 15.75% holding. Accordingly, pursuant to Regulation 11 (1) of the SEBI (SAST) Regulations, the Acquirer is making an Offer to the Public Shareholders of GIL to acquire 20% (or 72,04,661 equity shares) of the Post conversion equity Capital i.e. 3,60,23,305 equity shares, at a price of Rs. 23 (Rupees Twenty Three only) per share ("**Offer Price**") payable in cash (**"Offer"**) subject to the terms and conditions mentioned hereinafter.

1.5 The Offer is not conditional on any minimum level of acceptances and the Acquirer will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 72,04,661 equity shares that are tendered in the valid form in terms of this Offer subject to the terms and conditions mentioned in this PA and the Letter of Offer ("LOF") to be mailed to the shareholders of GIL.

1.6 Goldstone Exports Limited is the sole Acquirer for this Open Offer. There is no other person acting in concert with the Acquirer for the purpose of this Offer.

1.7 The Acquirer holds 20,00,000 equity shares representing 9.51% of the present equity capital in GIL as on the date of this Public Announcement. The Acquirer has not acquired either directly or through any other person, any shares of GIL during the 12 months period preceding the date of this Public Announcement.

1.8 Saffron Capital Advisors Private Limited, Manager to the Offer, does not hold any shares in GIL as on the date of this Public Announcement.

1.9 This is not a competitive bid.

2. **The Offer Price**

2.1 The Offer price is Rs. 23/- (Rupees Twenty Three only) per Share.

2.2 The equity shares of GIL are listed on Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE), Ahmedabad Stock Exchange Limited (ASE), Delhi Stock Exchange Association Limited (DSE) and Madras Stock Exchange Limited (MSE) (hereinafter collectively referred as 'Stock Exchanges').

2.3 The annualized trading turnover based on the trading volume in the shares of GIL on each of the above mentioned stock exchanges is as under:

Name of Stock Exchange(s)	Total no. of shares traded during the 6 calendar months prior to		Total No. of listed Shares	Annualized Trading turnover with reference to the relevant date (as a % to total listed shares)
	the month in which PA is made	the month of the relevant date		
(a)	(b)	(c)	(d)	(e = c/d*100)
BSE	62,79,911	1,16,63,882	2,10,23,305	111.0%
NSE	63,56,171	84,84,202	2,10,23,305	80.7%
DSE	–		2,10,23,305	Nil
ASE	–		2,10,23,305	Nil
MSE	–		2,10,23,305	Nil

The Equity shares of GIL are frequently traded on BSE & NSE, most frequently traded on BSE with reference to the relevant date, and infrequently traded on ASE, DSE, and MSE within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations.

2.4 The Offer Price is justified in terms of Regulations 20 (4) and 20 (5) of the SEBI (SAST) Regulations in view of the following:

a.	The Negotiated Price	Not Applicable	
b.	Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential issue during the 26 weeks prior to the date of PA.	Not Applicable	
c.	The average of the weekly High and Low of the closing prices of the shares of GIL on Stock Exchange, where it is most frequently traded, during 26 weeks period preceding the date of the board resolution which authorised the preferential allotment.	Rs.17.58	
d.	The average of the daily High and Low of the prices of the shares of GIL on the stock exchange,where it is most frequently traded, during 2 weeks period preceding the date of the board resolution which authorised the preferential allotment.	Rs. 22.69	
e.	**Other Financial Parameters**	**31/03/2008**	**30/09/2008**
	Return on Net Worth (%)	11.70	5.10
	Book Value per share (Rs.)	41.05	43.31
	Earning per share (Rs.)	4.76	2.23
	Price Earning multiple (with reference to Offer price of Rs. 23/- per share)	4.83	5.16*
	Industry (Computers - Software Medium / Small) Average Price Earning Multiple **	5.70	

* Based on annualised EPS

** (Source*: Capital Market Vol. XXIII/17, Oct 20 – Nov 02, 2008*).

M/s. P. Murali & Co, Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082; Tel No: +91 40 2332 6666, 2331 2554; Fax No: + 91 40 2339 2474, have vide their report dated October 25, 2008 certified that the Fair Value per share of GIL is Rs. 21.39 (Rupees Twenty One & Paise Thirty Nine only).

3. **Information on Goldstone Exports Limited (the "Acquirer")**

3.1 Goldstone Exports Limited(GEL) is a Company incorporated on April 10, 1992 at Hyderabad (Andhra Pradesh State) under the provisions of Companies Act, 1956 as a private limited Company named as Goldstone Exports Private Limited. The company became a deemed public company in the year March 1998 by virtue of the section 43A (1A) (1B). Subsequently, its registered office was shifted to the state of Delhi and fresh certificate to this effect was issued by Registrar of Companies, Delhi and Haryana on August 31, 2005. The registered office is presently situated at 6/10, Shanti Niketan, New Delhi- 110 021, Tel No +91 11 24110561 Fax No. +91 11 24111153, Email: sarma@goldstone.net

3.2 The main objects of GEL are to carry on the business of export and import of machinery, goods, products, commodities and services of all kinds and description. However the Company is currently dealing in business of Investment in shares, which is covered under the ancillary objects of the MOA. However, from FY 2005-06 onwards, the Company has ventured into real estate business.

3.3 The promoters of the Acquirer are Ms. Mahita Caddell and Ms. Sunitha Prasad. The Board of Directors of the Acquirer comprises of Ms. Mahita Caddell, Ms. Sunitha Prasad, Ms. Indrani Prasad, Mr. PVS Sarma (alternate director to Ms. Sunitha Prasad) and Mr. Surendernath (alternate director to Ms. Mahita Caddell).

3.4 The Company is a part of Goldstone group of Companies.

3.5 The shares of the Company are not listed on any Stock Exchanges.

3.6 Financial information of GEL for the year ended March 31, 2008: Total Income was Rs. 1923.44 Lacs; Profit after tax was Rs. 334.92 Lacs; the Paid-up Equity Capital was Rs. 282.00 Lacs and the Net Worth (excl. Revaluation Reserve – Rs. 898.12 Lacs) was Rs. 2311.37 Lacs. For the year ended March 31, 2008 Return on Net Worth was 14.4%, Book Value per Share was Rs. 81.96 and Earning per share was Rs.11.88.

For 6 months ended September 30, 2008: Total Income and Profit after Tax was Rs. 1800.00 Lacs and Rs. 199.33 Lacs respectively and paid-up Equity Capital was Rs. 282.00 Lacs. Net worth (excl. Revaluation Reserve – Rs. 898.12 Lacs) was Rs. 2511.75 Lacs; Book Value per Share was Rs. 89.07.

4. **Information on GOLDSTONE INFRATECH LIMITED (GIL) ("the Target Company")**

4.1 GIL (formerly known as Goldstone Teleservices Limited) was formed as per the Scheme of Arrangement filed before High Court of Andhra Pradesh and accordingly it was incorporated on October 11, 2000 in the State of Andhra Pradesh under the Companies Act, 1956 as a Public Limited Company with Registration No. 01-35451. The company received its Certificate of Commencement of Business on October, 18 2000.GIL has its registered office at 9-1-83 & 84, Amarchand Sharma Complex, S.D. Road, Secunderabad – 500 003, Tel No: + 91 40 2780 7640/0742; Fax No: +91 40 3912 0023, E-mail: cs@goldstone.net, Website: www.goldstonepower.com. The Company's manufacturing unit is situated at Plot No. 1 & 9, IDA, Phase II, Cherlapally, Hyderabad – 500 051.

4.2 GIL was promoted by Goldstone Exports Limited and Mr. L.P. Sashikumar. The Board of Directors of GIL includes Dr. MVSR Kamesam, Mr.M.Gopalakrishna, Mr. L P Sashikumar, Ms. Mahita Caddell, Mr. S. Murali Krishna, Mr. Sukesh Gupta, and Mr. Dhakan Kishore Ratilal.

4.3 The total Issued, subscribed and paid-up equity share capital of the Target Company:

Particulars	No. of Shares of Rs. 4 each/- Voting Rights (VR)	% of Post Issue Share Capital
Present paid up Equity Share Capital	2,10,23,305	58.36
Issue of shares pursuant to conversion of Warrants	1,50,00,000	41.64
Post Issue Share Capital	**3,60,23,305**	**100.00**

There are no partly paid shares as on the date of this PA.

4.4 GIL is engaged in the business of production of Thermoweld Filled Heat Shrinkable Sleeves, Jelly Filled Telephone Cable Jointing Kits & Sub Kits, Composite Polymer Insulators, etc.

4.5 The shares of the GIL are listed and frequently traded on BSE & NSE and are also listed on DSE, MSE and ASE, however there has been no trading of the target company's shares on these exchanges for over three years. The Company is in compliance with the listing agreement.

4.6 GIL and its promoters have done all Chapter II compliances as applicable.

4.7 Mr. L.P. Sashikumar is the brother of Ms. Indrani Prasad, a director on the Board of the Acquirer. Ms. Mahita Caddell, promoter of the Acquirer, is the daughter of Ms. Indrani Prasad, a director on the Board of the Acquirer. Ms. Mahita Caddell and Mr. L.P. Sashikumar, directors on the board of the target company, have given an undertaking that they shall recuse themselves and shall not participate in any matter(s) concerning or 'relating' to the offer including any preparatory steps leading to the offer.

4.8 **Financial information of GIL for the year ended March 31, 2008:**

As at March 31, 2008 Total Income was Rs. 5173.23 Lacs; Profit after tax was Rs. 1012.16 Lacs; the Paid-up Equity Capital was Rs. 840.93 Lacs and the Net Worth (excl. Revaluation Reserve - Nil) was Rs. 8630.43 Lacs, Return on Net Worth was 11.70%, Book Value per Share was Rs. 41.05 and Earning per share was Rs. 4.81.

For 6 months ended September 30, 2008: Total Income and Profit after Tax was Rs. 2253.83Lacs and Rs. 468.45 Lacs respectively and paid-up Equity Capital was Rs. 840.93 Lacs. Net worth (excl. Revaluation Reserve - Nil) was Rs. 9104.22 Lacs; Book Value per Share was Rs. 43.31.

5. **Reasons for the Acquisition and Offer and Future Plans about the Target Company**

5.1 The Acquirer proposes to consolidate its holding by opting for conversion of the Warrants held by it. This Offer of 20% of the Post conversion equity capital, i.e. 72,04,661 shares of GIL is made in terms of Regulation 11 (1) of the SEBI (SAST) Regulations.

5.2 The Acquirer does not have any plans to dispose of or otherwise encumber any assets of GIL within two years from the date of closure of the Offer except in the ordinary course of business of GIL. However, re-organization and/or streamlining of various businesses may be considered for commercial reasons and operational efficiencies which may include the restructuring and/or rationalization of assets of GIL, however, not limited to, merger.

5.3 Further, the Acquirer undertakes that in the next two years it shall not sell, dispose of or otherwise encumber any substantial asset of GIL except with the prior approval of the GIL's shareholders.

6. **Statutory Approvals & Conditions of the Offer**

6.1 Non-resident shareholders who wish to tender their shares in this offer will be required to submit all the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. **In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares tendered in the offer.**

6.2 There are no statutory approvals required to acquire the shares tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals that may become applicable prior to completion of the Offer.

6.3 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closing of the offer.

6.4 The Acquirer reserves the right to withdraw the Offer, in terms of Regulation 27 of the SEBI (SAST) Regulations, in the event the requisite statutory approvals are being refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this PA is being made.

6.5 In case of delay, due to non-receipt of statutory approvals, as per Regulation 22(12) of SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of the approvals was not due to willful default or negligence, grant an extension for the purpose of completion of the offer provided the Acquirer agrees to pay interest to the shareholders for delay beyond 15 days from the date of closing of the offer.

6.6 If the Acquirer fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be forfeited in the manner provided in Regulation 28(12)(e) of SEBI (SAST) Regulations.

7. **Delisting / Continuous Listing Option to the Acquirer in terms of Regulation 21(2)**

The minimum public shareholding required for continuous listing of the equity shares of the Target Company is 25% (twenty five) of the post preferential issue equity share capital. The Acquirer's holding along with Promoter group is raised to 50.83% post conversion of Warrants and it is making this offer to acquire 20% of the post conversion equity share capital. In view of the above public shareholding post this Open Offer will not fall below the levels specified for continuous listing in the listing agreement with Stock Exchanges.

The Acquirer does not have any intention to delist the Target Company from BSE and NSE in the next 3 years. However, it may delist from DSE & MSE and ASE, in compliance with the SEBI Delisting Guidelines.

8. **Financial Arrangements**

8.1 The total fund requirement for the acquisition of 72,04,661 equity shares, being 20% of the Post conversion capital of GIL, at Rs. 23/- per share is Rs. 16,57,07,203/- (Rupees Sixteen Crore Fifty Seven Lacs Seven Thousand two Hundred three only).

8.2 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has created an Escrow Account as under :

a) Bank Guarantee for Rs. 4,15,00,000/- (Rupees Four Crore Fifteen Lacs Only), being in excess of 25% of the offer size, issued by State Bank of Hyderabad valid till March 31, 2009; and

b) Cash Deposit of Rs. 16,60,000/- (Rupees Sixteen Lacs Sixty Thousand only), being in excess of 1% of the offer size, with Axis Bank Limited, Vile Parle (east), Mumbai.

Saffron Capital Advisors Private Limited, the Manager to the Offer has been empowered to realize the value of the Escrow in terms of the SEBI (SAST) Regulations.

8.3 In case of a revision in the Offer price, the Acquirer would raise the amount in the escrow account to ensure compliance with Regulation 28 of SEBI (SAST) Regulations.

8.4 The Acquirer has adequate resources to meet the financial requirements of the Offer. The same is certified by M/s. P. Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082; Tel No: +91 40 2332 6666, 2331 2554; Fax No: + 91 40 2339 2474.

8.5 The Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Offer will be implemented by the Acquirer through their own funds and/or borrowings from friends and associates.

9. **Other Terms of the Offer**

9.1 All the shareholders, except the Acquirer who owns the shares of GIL are eligible to participate in the Offer anytime before the date of closing of the offer.

9.2 The Letter of Offer together with Form of Acceptance cum Acknowledgement (FOA), the Form of Withdrawal (FOW) and Transfer Deed (TD) (for shareholders holding shares in physical form) will be mailed to all the shareholders of GIL, except the Acquirer, whose names appear on the Register of Members of GIL and the beneficial owners of the shares whose names appear as beneficiaries on the records of the respective share depositories, at the close of business hours on November 07, 2008 (**Specified date"**).

9.3 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. 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 GIL as on the specified date.

9.4 The Acquirer has appointed **Aarthi Consultants Private Limited** as Registrar to the Offer. The shareholders who wish to tender their shares will be required to send the Form of Acceptance-cum-Acknowledgement duly filled and signed alongwith enclosures to the **Registrar to the Offer:** - Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029 Tel No: +91 40 2763 8111/4445; Fax No: + 91 40 2763 2184; Email: info@aarthiconsultants.com; Contact Person: Mr. G. Bhaskar, either by Hand Delivery or by Registered Post on or before the closure of the Offer, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

The documents can be tendered at the above centres between 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday. The centres will be closed on Sundays and Public holidays.

9.5 All registered shareholders who wish to tender their shares will be required to send duly completed FOA filled and signed in accordance with the instructions specified in the Letter of Offer and FOA, to the Registrar to the Offer at the centres mentioned above before the closure of the Offer, i.e. January 12, 2009.

9.6 A special depository account has been opened details thereof are as under:

Account Name	Aarthi – Goldstone Infratech Ltd. – Open Offer – Escrow A/c
Depository	Central Depository Services (India) Limited
DP Name	Inter - Connected Stock Exchange of India Limited
DP ID Number	13023400
ISIN	INE260D01016
Mode	Off Market
Client ID Number	1302340000288961

9.7 Shareholders having their beneficiary account in NSDL have to use inter depository delivery instructions slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

9.8 The beneficial owners (holders of shares in Dematerialised form) who wish to tender their shares will be required to send the FOA along with the counterfoil/photocopy of the delivery instructions in "Off-Market" mode in favour of the special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar to the Offer either by Hand Delivery or by Registered Post on or before the date of closing of the Offer. In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, it will be deemed that the shareholder has tendered acceptance of the Offer.

9.9 For shareholders of GIL holding physical shares and who wish to accept the Offer and tender their shares will be required to send the FOA together with the share certificate(s) and transfer deed(s) to the Registrar.

9.10 The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the closure of the Offer i.e. January 12, 2009. FOA, in respect of dematerialized equity shares not credited to the above special depository account before the date of closing of offer, is liable to be rejected.

9.11 In case of non-receipt of the Letter of Offer/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrars to the offer at any of the collection centres clearly marking the envelope "GIL Open Offer" or make an application on plain paper duly signed and stating their name, address, No. of Shares held, no. of shares offered, DP name, DP ID, Client ID and the counterfoil/photocopy of the delivery instruction in "Off-Market" mode in favour of the special depository account, duly acknowledged by the DP, to the Registrar to the Offer, before the closure of the Offer.

9.12 Unregistered owners holding shares in physical form may send their application in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s) and valid transfer deed(s) as received from the Broker **(columns meant for transferee / buyer should be kept blank)** to the Registrar to the Offer. Unregistered owners will also be required to submit documents to prove their title to the shares in respect of which they are accepting the Offer such as original broker's contract note and transfer deed(s) executed by the registered holder of the shares. No indemnity is required from the unregistered owners.

9.13 In case any person has lodged shares of GIL for transfer and the transfer has not yet been effected, the concerned person may apply in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s), valid transfer deed(s) duly signed **(columns meant for transferee / buyer should be kept blank)** and the acknowledgement of the lodgment of shares for transfer. Such person should also instruct GIL and its Registrars & Transfer Agents to send the transferred share certificate(s) directly to the collection centres of Registrars to the offer as mentioned above before the date of closing of the offer.

9.14 Shareholders who have sent their physical shares for Dematerialization and the dematerialization has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by shareholder's DP. The shareholder should ensure that process of getting shares dematerialized is completed well in time so that the credit in the special depository account should be received before closure of the Offer i.e. January 12, 2009, else the application will be rejected.

9.15 Equity shares tendered by the shareholders of GIL in the offer shall be free from lien, charges and encumbrances of any kind whatsoever.

9.16 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 GIL 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 in the offer prior to the date of closing of the offer.

9.17 In case the shares tendered in the Offer by the shareholders, are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provisions of Regulation 21 (6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 1 (one) share.

9.18 While tendering shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. **In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares.** While tendering shares under the Offer, NRI / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

9.19 The consideration received by the shareholders for shares accepted in the offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on shares accepted in this offer.

9.20 The Registrar to the Offer will hold in Trust the Shares / Share certificates, FOA, if any, and the transfer form/s on behalf of the shareholders of GIL who have accepted the Offer, till the Acquirer completes the offer obligations in accordance with the Regulations.

9.21 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Shares held in demat 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 FOA.

9.22 A schedule of some of the major activities in respect of the Offer is given below:

Activity	Date	Day
Specified Date (for the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent)	November 07, 2008	Friday
Last date for a competitive bid, if any	November 25, 2008	Tuesday
Date by which Letter of Offer will be posted to shareholders	December 18, 2008	Thursday
Date of opening of the Offer	December 24, 2008	Wednesday
Last date for Revising the Offer Price / Number of Shares	January 02, 2009	Friday
Last date for Withdrawing acceptances tendered by shareholders	January 07, 2009	Wednesday
Date of closing of the Offer	January 12, 2009	Monday
Date of communicating acceptance/ rejection and payment of consideration for accepted shares / dispatch of the share certificate in case of rejection	January 27, 2009	Tuesday

10. **Procedure for Withdrawal of Application**

10.1 In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations 1997, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date i.e. up to January 07, 2009.

10.2 Shareholders who wish to withdraw their shares from the Offer will be required to send the FOW duly completed & signed alongwith the requisite documents.

10.3 In case of non receipt of Form of Withdrawal, the withdrawal can be exercised by making an application on plain paper along with following details :-

– **In case of physical shares**: by stating Name, Address, Distinctive numbers, Folio number, Number of shares tendered and to be withdrawn.

– **In case of dematerialized shares**: by stating Name, Address, Number of shares tendered and to be withdrawn, DP Name, DP ID, Beneficiary account number, Counterfoil/ Photocopy of the delivery instruction in "Off Market" mode duly acknowledged by the DP in favour of the special depository account.

– **In either case:** a copy of the acknowledgement received from the Manager to the Offer upon tendering of the Shares,

so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before January 07, 2009.

11. **General**

11.1 If there is any upward revision in the Offer Price till the last date of revision in terms of Regulation 26 i.e. January 02, 2009 or Withdrawal of the Offer, the same would be informed by way of a Public Announcement in the same newspapers in which this Public Announcement is being made. In case of an upward revision in the offer price, the revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and have been accepted under the Offer.

11.2 **"If there is 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 7 working days prior to the closing date of the Offers / 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 acceptance accordingly."

11.3 Neither Acquirer nor the Target Company has been prohibited by SEBI from dealing in securities, in terms of directions issued u/s 11B of SEBI Act.

11.4 The Acquirer has not acquired any shares of GIL in the last twelve months nor do they hold any shares in GIL as on the date of this Public Announcement except as disclosed above in para 1.7.

11.5 Pursuant to Regulation 13 of SEBI (SAST) Regulations, Acquirer has appointed Saffron Capital Advisors Private Limited, as Manager to the Offer.

11.6 The Acquirer and its Board of Directors accepts full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

This Public Announcement would also be available on SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the Letter of Offer and the Form of Acceptance-cum-Acknowledgement which would be available on SEBI's website at www.sebi.gov.in from the Offer opening date, i.e. December 24, 2008 and send their acceptances by filling in the same.

Issued by: Manager to the Offer

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energising ideas

SAFFRON CAPITAL ADVISORS PRIVATE LIMITED
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On behalf of the Acquirer

Goldstone Exports Limited
Registered office: 6/10, Shanti Niketan, New Delhi - 100 024.

Place : New Delhi
Date : November 04, 2008

CONCEPT

Size: 47x33 sq. cm