PUBLIC ANNOUNCEMENT
TO THE SHAREHOLDERS OF GREYCELLS ENTERTAINMENT LIMITED (GEL)
(FORMERLY KNOWN AS CONCEPT PRODUCTIONS LIMITED)

(Registered Office –Bunglow No. 2, Janki Kutir, Juhu, Mumbai- 400 049)
Tel. No.: 022 - 26131465 Fax No: 022- 26131491

This public announcement is being issued by the Manager to the offer, Aryaman Financial Services Limited, on behalf of Mr. Uday Sinh Wala and Mrs. Simeron Ghei (Acquirers) pursuant to Regulation 10 and 12 and other provisions of Chapter III and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the “Regulations”).

1. Background to the Offer

a. Greycells Entertainment Limited (GEL/ Target Company) has acquired the business of Grey Cells Communication and Production Private Limited (earlier known as Grey Cells Media Pvt. Ltd.) by issuing shares of GEL to the shareholders of Grey Cells Communication & Production Pvt. Ltd. by virtue of an agreement dated 31st October, 2005. Pursuant to the agreement the acquirers Mr. Uday Sinh Wala and Mrs. Simeron Ghei have been allotted 6,11,000 & 39,000 Equity shares respectively of GEL after the necessary approvals from Bombay Stock Exchange Limited (BSE). The said allotment of equity shares has been approved by the shareholders of GEL by passing a special resolution in the Extra Ordinary General Meeting (EGM) of shareholders held on 21st March 2005. The target company had allotted 6,11,000 equity shares on October 31, 2005 to Mr. Uday Sinh Wala and 39,000 equity shares to Mrs. Simeron Ghei. Before the aforesaid preferential allotment, the Acquirers were not holding any equity shares in the target company. After the allotment of shares, the Acquirers Mr. Uday Sinh Wala and Mrs. Simeron Ghei hold 19.76 % and 1.26 % respectively of the post issue paid up equity share capital of GEL. The shares were allotted to the Acquirers at Rs. 20/- per share. Subsequent to the allotment of shares, the shareholding of the Acquirers in the target company has increased beyond the limits as specified in Chapter III of the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 (SEBI (SAST) Regulations).

b. The Acquirers Mr. Uday Sinh Wala and Mrs. Simeron Ghei both residing at 31/A, Peace Haven, St. Andrews Road, Bandra (W), Mumbai - 400 050 are now making an open offer to the equity shareholders of GEL as required under the (SEBI (SAST) Regulations).

2. The Offer

a. The Acquirers together are presently holding 6,50,000 equity shares representing 21.03 % of the paid up capital of the target company. The Acquirers are now making an open offer to the shareholders of GEL to acquire 6,18,300 equity shares representing 20% of the post issued paid up capital of GEL as per SEBI (SAST) Regulations at a price of Rs. 20/- per share .

b. The Offer is not conditional to any minimum level of acceptance. The Acquirer will acquire all the equity shares of GEL that are tendered in valid form in accordance with the terms and conditions set out herein and in the Letter of Offer to be sent to the shareholders.

c. The Equity Shares of the Company are infrequently traded within the meaning of Regulation 20 of the SEBI (SAST) Regulations. No shares were traded in the 6 months (i.e. 18.08.2004 to 17.02.2005) prior to the date (i.e.18.02.2005) which is one month prior of the date of the Extra ordinary General Meeting (i.e.21.03.2005). Further, the number of shares traded during the preceding 6 calendar months prior to the month in which the board meeting was held, wherein preferential allotment to the shareholders of Greycells Communication and Production Pvt. Ltd. was made (i.e. 31st October 2005) was **nil** shares (from April, 2005 to September, 2005). The offer price of Rs. 20/- per share has been arrived at as per the Regulation 20 (5) of the SEBI (SAST) Regulations taking into account the following :

(i) The negotiated price under the agreement, which in this case is not applicable (Regulation 20 (5) (a)).

(ii) The Acquirers have been allotted 6,50,000 equity shares of GEL representing 21.03 % of the post issue paid up capital on October 31, 2005 at a price of Rs. 20/- per share on preferential allotment basis. (Regulation 20(5) (b)).

(iii) Other financial parameters based on the audited results of the Company as on 31.03.2005 such as Book value of **Rs.0.63** per share [Book value = (Share Capital + Reserves – Miscellaneous exp.)/ Total no. of shares issued], EPS Rs. **Nil** per share [EPS = PAT/ total no. of shares issued] and Return on Networth **Nil%** [Return on networth = PAT/ = (Share Capital + Reserves – Miscellaneous exp.)] (Regulation 20(5)(c))

3. Information about the Acquirers

a The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulation made under the SEBI Act.

b. There has been no agreement between the Acquirers as regards the open offer.

c. The Acquirers Mr. Uday Sinh Wala and Mrs. Simeron Ghei are related to the extent that they are husband and wife.

d. As regards compliance with Chapter II of the SEBI (SAST) Regulations, 1997, by the Acquirers Mr. Uday Sinh Wala and Mrs. Simeron Ghei, the same as applicable are being complied with..

A. Mr Uday Sinh Wala:-

Mr.Uday Sinh Wala, aged about 42 years resides at 31/A, Peace Heaven, St. Andrews Road, Bandra (West), Mumbai: 400050 Tel No: 022 - 30918606. His career spans for more than 17 years in strategic planning and execution in the Advertising, sports/Entertainment Television Business and he worked with leading agencies like Leo Burnett India, Lowe (Lintas) India Ltd., and Grey India. He has, in the past created successful and innovative Television Programming in the entertainment sphere along with Sports Management and Broadcast. As C.O.O. at Nimbus he was responsible for the first ever initiative in customizing Sports Programming for the Indian marketplace with the 1998 Asian Games – Bangkok and followed by the ICC Cricket World Cup 1999 in England. He has worked on Tele-vision Programming ranging from formatted shows to Soaps, Magazine Programmes to live coverage, channel management services to tele-films, the entire gamut of programmes and genres of Indian Television. He is working as director / partner / proprietor in the following companies.

a. Greycells Entertainment Limited (Managing Director)
b. Greycells Communication and Production Private Limited (Director)
c. Mindseye Entertainment Private Limited (Director)

The net worth of Mr. Uday Sinh Wala as on March 31, 2005. is Rs. 116.00 Lacs as certified vide certificate dated October 28, 2005 by M/s. Anil A. Masand & Co, Chartered Accountants (Membership No. of Mr. Anil A. Masand is 37245), having their office at 3, Shewa Appartment, 33-B, 3rd Road, Khar (W), Mumbai 400052, Telephone No. : 26482720.

B. Mrs.Simeron Ghei :-

Mrs.Simeron Ghei, aged about 40 years resides at 31/A, Peace Heaven, St.Andrews Road, Bandra (West), Mumbai: 400050 Tel No: 022 - 30918606. She has completed Post Graduation in Mass Communication. She has experience of over 10 years in the Advertising & Tourism Industry. She is director in Mindseye Entertainment Private Limited

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The net worth of Mrs. Simeron Ghei as on March 31, 2005 is Rs. 11.00. Lacs as certified vide certificate dated October 28, 2005 by M/s. Anil A. Masand & Co, Chartered Accountants (Membership No. of Mr.Anil A Masand is 37245), having their office at 3, Shewa Appartment, 33-B, 3rd Road, Khar (W), Mumbai 400052, Telephone No. : 26482720.

4. Information of the Target Company

a. **Greycells Entertainment Limited (GEL)** is a Public Limited Company incorporated on 14.09.1983 under the name of MJP Leasing Limited and obtained the certificate of commencement of business on 19.09.1983 from the Registrar of Companies, Maharashtra. The name of the company was subsequently changed to Concept Productions Limited on 27-02-2003 and a fresh certificate of incorporation was obtained from the Registrar of Companies, Maharashtra. Further the name was changed to Greycells Entertainment Limited and a fresh certificate of incorporation was obtained from the Registrar of Companies, Maharashtra on 21.04.2005..

b. The company was incorporated with the main object of carrying on investment related activities. With the acquisition of the company as per the SEBI (SAST) Regulations, 1997 by M/s Concept Communications Limited in the year 2003, the company entered into the business of production and distribution of films, event management and other related areas. Therefore, consequent upon this acquisition it has become the sole/main activity of the company. Post this, at the request of the Company, the NBFC registration of the Company was cancelled by the Reserve Bank of India. Further, with a view to focus on project development and execution in the areas of television-licensing, marketing and production, motion pictures production, Live broadcast management, sports marketing and consulting, broadcast consulting, Airtime and in-films/ television sales and youth based marketing and activation, the company acquired Grey Cells Communication and Production Pvt. Ltd, a company floated by a group of professionals from the media, (motion picture and television), sports, marketing and advertising fields, and allotted shares on preferential basis to the shareholders of Grey Cells Communication and Production Pvt. Ltd. Subsequently, the name of the company was changed from Concept Productions Limited to Greycells Entertainment Ltd.

c. Authorised Share Capital of the company is Rs. 5.00 crores divided into 50,00,000 equity shares of Rs.10/- each. As on date, the issued and subscribed capital of the company is Rs. 3,09,15,000/- divided into 30,91,500 equity shares of Rs. 10/- each. There are no partly paid up shares in the company.

d. The Company's shares are listed on Bombay Stock Exchange Limited, Mumbai. As regards the status of compliance with the listing requirement, the company has complied with all the compliances as per the listing agreement. No punitive action has been taken at any time by the stock exchange.

e. The present directors of GEL are Mr. Uday Sinh Wala, Ms. Bela Desai and Mr. Rajiv Bazaz.. Mr. Uday Sinh Wala is also the present Acquirer under this open offer.

f. The company had vide its Extra ordinary General Meeting held on March 21, 2005 passed a resolution in terms of Section 81(1A) to issue and allot Equity shares to the existing shareholders of Greycells Communication and Production Pvt. Ltd., in lieu of taking over the business of Grey Cells Communication and Production Pvt. Ltd. Subsequently the company had allotted 6,50,000 equity shares of Rs. 10/- each at a price of Rs. 20/- each share, to the share holders of Greycells Communication and Production Pvt. Ltd. Bombay Stock Exchange Ltd had given its "In Principle Approval" for the aforesaid allotment vide its letter no. List/sg/kj/pdk/24(a)/2005 dated 18th

October 2005.These shares which were alloted on October 31, 2005 are yet to be listed with BSE. The procedure for the same is under process.

g. The total income of the Company as on 31.03.2005 was Rs. 11.40 lacs with a net profit/ (loss) after tax of (Rs. 14.62 lacs) The net worth of the company was Rs. 1.51 Lacs. The book value per share as on 31.03.2005 was **Rs. 0.63** the earning per share was **Rs. Nil** and return on net worth was **Nil%.**

h. As regards compliance with Chapter II of the SEBI (SAST) Regulations by the target company. For Regulations 6 (2) and 6 (4) for 1997 and 8(3) for 1998, 1999, 2000, 2001 and 2002, the Target Company complied with the said regulations under the SEBI Regularization Scheme 2002. The company had also paid penalty of Rs. 30,000/- for the above provisions of SAST (Regulations), 1997 under the SEBI Regularization Scheme, 2002. Post 2002, the company has complied with all the compliances under Chapter II within the specified time. Further as regards compliance with Chapter II of the SEBI (SAST) Regulations by the promoters and the major shareholders, the same has been duly complied on time for the various periods.

5. Reason for the Offer and Future Plans about Target Company.

The offer to the Shareholders of GEL is being made pursuant to Regulation 10 & 12 and other applicable provisions of Chapter III and in compliance with the SEBI (SAST) Regulations for the purpose of substantial acquisition of voting rights and management control of the target company.

The Acquirers as shareholders of Grey Cells Communication and Production Pvt. Ltd., have been allotted equity shares of GEL on preferential allotment basis on October 31, 2005 and subsequently their shareholding in GEL have increased to 21.03 % and hence the Acquirers are making this offer.

The objects of acquisition of Grey Cells Communication and Production Pvt. Ltd. can be summarized as under:

The target company (GEL) is in the business of production and distribution of films, event management and other related areas. With the acquisition of Grey Cells Communication and Production Pvt. Ltd, it is proposed to gain from the combined experience of over two decades, of the promoters of Grey Cells Communication and Production Pvt. Ltd, across the spectrum of Sales & Marketing, International & National Broadcast Management, Production of Sporting events, Fiction Programming, Formatted Shows, and Non – Fiction Programming, thereby enabling the Company to expand into project development and execution in the areas of television- licensing, marketing and production, motion pictures production, Live broadcast management, Airtime and in-films/ television sales, youth based marketing, activation and related areas.

The Acquirers do not have any intention to dispose of or otherwise encumber any assets of the Target Company in the next two years from the date of closure of the offer, except in the ordinary course of business with the prior approval of the shareholders.

6. Option In Terms Of Regulation 21(3)

Assuming full acceptance of the offer, the post offer voting capital with the public in the target company would not be less than 10% of the voting capital of the company and hence the terms of Regulation 21(3) is not applicable.

7. Statutory Approvals and Conditions of the Offer.

a. To the knowledge of the Acquirers no statutory approvals are required to acquire the shares that may be tendered pursuant to the Offer**.** If any other statutory approvals become applicable at a later date, the offer would be subject to such statutory approvals. In case the statutory approvals are not obtained, the Acquirers will not proceed with the offer.

b. In case of delay in receipt of any statutory approval, if any, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(12). If the delay occurs due to the willful default of the Acquirers in obtaining the requisite approvals, Regulation 22(13) will become applicable.

c. No approval from any bank or financial institution is required for the purpose of this offer, to the best of the knowledge of the Acquirers.

8. Financial Arrangements

a. The Acquirer has adequate resources to meet the financial requirements of the offer in terms of Regulation 16(xiv). The sources of funds shall be through internal resources of the Acquirer. No borrowing from Bank/ Financial Institution is being made for the purpose. All the funds will be domestic and no foreign funds will be utilised.

b. The maximum purchase consideration payable by the Acquirer in the case of full acceptance of the offer is Rs. 123.67. Lacs (Rupees One Crore Twenty Three Lacs and Sixty Seven Thousand Only). The Acquirers have deposited an amount of Rs. 31.00 Lacs (Rs Thirty One Lacs only) towards escrow amount with Federal Bank, Fort Branch, Mumbai – 400 001 i.e. more than 25% of the total consideration payable. The Manager to the offer has been duly authorized by the Acquirers to realize the value of escrow account in terms of the SEBI (SAST) Regulations.

c. The Acquirers have made arrangement towards firm financial resources to fulfill the obligations under the open offer. The sources of funds shall be through internal resources of the Acquirer. No borrowing from Bank/ Financial Institution is being made for the purpose. All the funds will be domestic and no foreign funds will be utilized.

d. M/s. Anil A. Masand & Co., Chartered Accountants (Membership No. of Mr. Anil A. Masand is 37245), having their office at 3, Shewa Appartment, 33-B, 3rd Road, Khar (W), Mumbai 400052, Telephone No. : 26482720. have confirmed vide their certificate dated October 28, 2005 that sufficient resources are available with the Acquirers to fulfill his obligations under the offer.

e. Based on the above, 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 Manager to the offer confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill offer obligations.

9. Other Terms of the Offer

a. The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to the fully paid up equity shareholders of GEL, whose names appear on the Register of Members of GEL at the close of the business on 23rd November 2005. (The Specified Date).

b. Shareholders who wish to tender the fully paid up shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate (s) and Transfer Deed (s) duly signed to the Registrar to the Offer at the address given below either by hand delivery during normal business hours Monday to Friday 11.00 a.m. to 4.00 p.m. Saturday 11.00 a.m. to 1.00 p.m (excluding Bank Holidays) or by Registered Post on or before the close of the offer i.e. 18th January 2006 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement. The address of the Registrar to the Offer is as under:

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E)
Mumbai – 400 072

Tel: 28473747, 28473474 Fax: 28475207
Email: bigshare@sify.com

c. All owners of fully paid up shares, registered or unregistered and who own the shares at any time prior to the closure of the offer are eligible to participate in the offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares Offered, Distinctive Numbers, Folio No., together with the Original Share Certificate(s), valid transfer deed(s) and a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

d. In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance to the Registrar to the Offer on plain paper stating the Name, Address, No. of shares held, Distinctive Nos., Folio No., No. of shares offered, along with documents as mentioned above, so as to reach at the above addresses on or before the close of the Offer, i.e. 18th January 2006.

e. In case of non- receipt of Letter of offer, the eligible persons may obtain a copy of the same from the Registrar to the offer by providing suitable documentary evidence to that effect. Such shareholders may also download the Form of Acceptance cum Acknowledgement from the website of SEBI i.e. www.sebi.gov.in which will be made available from the opening of the offer.

f. The Registrar to the Offer will hold in trust the shares, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company, who have accepted the offer, until the cheques/ drafts for the consideration and/ or the unaccepted shares/ share certificates are dispatched/ returned.

g. 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.

h. Shares, if any, that are subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these shares are not received together with the shares tendered under the offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

i. All the equity shares of the company are in physical form and the market lot is 50 shares.

j. In case the shares tendered in the open offer are more than the shares agreed to be acquired by the Acquirer, the acquirer shall accept all valid applications received from the shareholders on a proportional basis, in consultation with the Merchant Banker, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non –marketable lots.

k. Acquirers are confident of completing all the formalities pertaining to the Acquisition of the said shares, within 15 days from the date of closure of this offer including payment of consideration to the shareholders who have accepted the offer and for the purpose open a special account as provided under regulation 29. Provided that where the Acquirers are unable to make payment to the shareholders who have accepted the offer before the said period of 15 days due to non-receipt of requisite statutory approvals, the Board may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the acquirer agreeing to pay interest to the shareholders for delay beyond 15 days, as may be specified by the Board from time to time.

l. In accordance with Regulation 22(5) (A) of the SEBI (SAST) Regulations, shareholders who have tendered the requisite documents in terms of Public Announcement and Letter of Offer shall have

option to withdraw acceptances tendered up to 3 working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the Form of withdrawal (separately enclosed with the Letter of Offer) and the copy of the acknowledgement received from the Manager to the offer while tendering the acceptance together with the following details:
Name, address, distinctive numbers, folio nos., number of Shares tendered / withdrawn.

m. Schedule of Activities pertaining to the Offer is given below:

ACTIVITY	DATE	DAY
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	23rd November, 2005	Wednesday
Last date for a Competitive Bid	29th November, 2005	Tuesday
Date by which Letter of Offer to be posted to the shareholders.	23rd December, 2005	Friday
Date of Opening of the Offer	30th December, 2005	Friday
Last date for revising the offer price/ Number of shares	9th January, 2006	Monday
Last date for withdrawal of acceptance by the shareholders	13th January, 2006	Friday
Date of Closure of the Offer.	18th January, 2006	Wednesday
Date of communicating the rejection /acceptance and payment of consideration for the acquired shares.	2nd February, 2006	Thursday

10. General

a. <u>Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same upto three working days prior to the date of the closure of the offer i.e. by 13th January 2006 by filling the withdrawal form attached herewith. The withdrawal form is also available on the SEBI website (www. sebi.gov.in).</u>

b. The Acquirers Sellers and the Target Company have not been prohibited by SEBI from dealing in securities in terms of directions issued u/s. 11B of SEBI Act.

c. If there is any upward revision in the offer price before the last date of revision (i.e. 9th January 2006) or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same Newspapers wherein the original Public Announcement appeared. Such 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.

d. 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 cannot 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 acceptance accordingly.

e. Pursuant to Regulation 13 of the Regulations, the Acquirers have appointed Aryaman Financial Services Limited as Manager to the Offer and Bigshare Services Private Limited as the Registrar to the Offer.

f. The Acquirers accept full responsibility for the information contained in this Announcement and also for the obligations of the Acquirers as laid down in the Regulations.

g. For further details please refer to the Letter of Offer and the Form of Acceptance cum Acknowledgement. This Public Announcement is also 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 Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at www.sebi.gov.in from the offer opening date i.e. December 30, 2005 and apply in the same.

Issued by:

MANAGER TO THE OFFER **Aryaman Financial Services Limited**, 208, Maker Chamber V, 2nd Flr., Nariman Point, Mumbai-400021. Tel: No. (022) 22845716/22826464 Fax: No. 22883134 Email: afsl@vsnl.com Contact Person: Prasanna Chandwaskar	**REGISTRAR TO THE OFFER** **Bigshare Services Private Limited** E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E) Mumbai – 400 072 Tel : 28473747, 28473474 Fax : 28475207 Email : bigshare@sify.com

On Behalf of Acquirers:

Mr. Uday Sinh Wala	31/A, Peace Haven St. Andrews Road, Bandra (W), Mumbai - 400 050
Mrs. Simeron Ghei	=same as above=

Place**:** Mumbai
Date: November 7, 2005