PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

JAIHIND PROJECTS LIMITED

Registered Office: 3rd Floor, Venus Atlantis, Nr. Reliance Petrol Pump, Nr. Prahladnagar Garden, Anandnagar Road, Vejalpur, Ahmedabad -380015

This Public Announcement **(PA)** is being issued by the Manager to the Offer i.e., **Chartered Capital And Investment Limited,** on behalf of the Acquirer, namely, **M/s DCOM Systems Limited** (hereinafter referred to as **"Acquirer"**) pursuant to Regulation 10, 11(1) and 11(2) and as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "SEBI (SAST) Regulations, 1997") and subsequent amendments thereto.

1. THE OFFER

1.1. The Open Offer is being made by Acquirer, namely, **M/s DCOM Systems Limited** to the Equity Shareholders of Jaihind Projects Limited (hereinafter referred to as "Target Company" or "TC" or "JPL"). There is no person acting in concert with Acquirer.

1.2. The Board of Directors of the Target Company at its meeting held on February 26, 2010, had allotted, on a preferential basis, 2490000 Convertible Warrants to M/s DCOM Systems Limited (Acquirer) and 10000 Convertible Warrants to non-promoter individual at a price of Rs. 60 per Warrant convertible into equivalent number of fully paid up equity shares of Face Value Rs. 10 each (at a premium of Rs. 50) in the Target Company within a period of 18 months from the date of allotment of warrants at the option of the holder of warrants.

1.3. The aforesaid preferential issue of Convertible Warrants was approved by shareholders through special resolution passed under section 81(1A) of the Companies Act, 1956 at the Extra Ordinary General Meeting (EGM) held on June 22, 2009 and Target Company has received In-principle approvals from Bombay Stock Exchange Ltd (BSE) and Ahmedabad Stock Exchange Ltd (ASE) vide letter no. DCS/PREF/DMN/PRE/1644/09-10 dated February 22, 2010 and ASEL/2009-10/1366 dated February 24, 2010 respectively for issue of aforesaid preferential issue of Convertible Warrants.

1.4. As on the date of public announcement, the Acquirer belongs to the Promoter Group of the Target Company, holding 1028843 equity shares constituting 14.18% of TC.

1.5. The Acquirer has intimated us, vide letter dated July 16, 2011, its intention to exercise the option of converting aforesaid Convertible Warrants into shares in near future.

1.6. The allottees of said Warrants had paid Rs. 15 per Warrant at the time of allotment of Warrants and will pay the balance amount of Rs. 45 per warrant at the time of exercising the conversion option. Consequent upon exercise of the conversion option by the Acquirer and assuming that the other non-promoter individual allottee of warrant would also exercise his option to convert the warrant into shares, the holding and voting right of Acquirer, promoter and promoter group and other non-promoter individual allottee, before and after allotment of total 2500000 equity shares on conversion of Convertible Warrant will be as under:

Category	Shareholding Before conversion of Convertible Warrant		Shareholding After conversion of Convertible Warrant*	
	No. of Shares	%	No. of Shares	%
Acquirer	1028843	14.18	3518843	36.06
Promoter and Promoter Group (Other than Acquirer)	2102295	28.97	2102295	21.55
Sub Total	**3131138**	**43.14**	**5621138**	**57.61**
Other (Public Shareholding)	4126305	56.86	4136305	42.39
Total	**7257443**	**100.00**	**9757443**	**100.00**

*Does not include the shares proposed to be acquired through this open offer.

1.7. The paid up capital/voting capital of Target Company as on date of PA is 7257443 equity shares of Rs.10 each and assuming on full conversion of 2500000 convertible warrants into equivalent number of full paid up equity shares of face value of Rs. 10 each the expanded paid up capital/voting capital of Target company would be 9757443 equity shares of Rs.10 each.

1.8. The Acquirer intend to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of TC to acquire up to 1951489 equity shares of Rs. 10 each representing 20% of the expanded paid up capital/voting capital at an offer price of Rs. 140 (Rupees One Hundred and Forty only) per fully paid up equity share of Rs. 10 each payable in cash subject to the terms and conditions mentioned hereinafter.

1.9. The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.

1.10. There is no partly paid equity share in the Target Company.

1.11. The shares of Target Company are presently listed on Bombay Stock Exchange Limited (BSE) only.

The annualised trading turnover during the preceding six Calendar months prior to the month in which the PA is made, in BSE is detailed below:

Name of the Exchange	Total no. of shares traded during the 6 calendar months prior to the month in which the PA was made.	Total number of listed shares	Annualized trading turnover (in terms of % of total listed shares)
BSE*	913242	7257443	25.17

* (Source: www.bseindia.com)

Based on the above information, as the annualized trading turnover is more than 5% of the total number of the listed shares, the equity shares are deemed to be frequently traded on BSE as per the data available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

1.12. In accordance with Regulation 20(4) of the SEBI (SAST) Regulations, 1997, the minimum offer price which should be highest of the following parameters is Rs.136.44 per fully paid up equity share of Rs. 10 each.

Negotiated Price	N.A
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 period prior to the date of PA	N.A
The average of the weekly high and low of the closing prices of the equity shares of JPL during 26 weeks period prior to the Public Announcement. (On BSE where the shares are most frequently traded)	Rs. 136.44 per equity share
The average of the daily high and low of the prices of the equity shares of JPL during the 2 weeks prior to the Public Announcement. (On BSE)	Rs. 113.19 per equity share

Accordingly, the Offer price of Rs.140 per equity share of Rs. 10 each offered by the Acquirer to the shareholders of JPL under the proposed Open Offer is justified in terms of Regulation 20(4) and 20(11) of the SEBI (SAST) Regulations, 1997. In the opinion of the Manager to the Offer, the Offer Price is justified.

1.13. The Acquirer has not acquired Shares/ voting rights of the Target Company during the 12 months period prior to the date of Public Announcement.

1.14. The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a Conditional Offer.**

1.15. This is not a competitive bid.

1.16. The Manager to the Offer i.e. Chartered Capital And Investment Limited does not hold any share in the TC as on the date of this PA. They declare and undertake that they shall not deal in the shares of the TC during the period commencing from the date of their appointment as Manager to the offer till the expiry of 15 days from the date of closure of open offer.

2. INFORMATION ABOUT THE ACQUIRER

2.1 M/s DCOM Systems Limited is a public limited Company incorporated with the Registrar of Companies Gujarat, Dadar & Nagar Haveli vide its certificate of incorporation dated March 21, 2000 having registration no. 04-37595 and certificate of commencement of business dated March 29, 2000 under the Companies Act, 1956. At present the Registered Office of the Company is situated at Shop No. 28, 1st Floor, Vraj Vihar 6, B/h. Rahul Tower, Off. 100 Ft. Road, Satellite, Ahmedabad 380015, Tel No: 079-26931201, Fax No: 079-26931201.

2.2 The promoters who have control over the Acquirer are Mr. Gaurav P. Hinduja, Ms. Nita P. Hinduja and Mr. Ankit P. Hinduja. The Acquirer belongs to promoter group Company of Target Company.

2.3 The brief financials of DCOM Systems Limited are as under

(Rs. In Lacs)

Particulars	Year Ended 31.03.2011 (Audited)
Total Income	12883.45
Profit After Tax	230.55
Earning Per Share (Amount in Rs.)	20.56
Return on Networth (%)	26.84
Book Value Per Share (Amount in Rs.)	76.59
Net Worth	858.88

M/s DCOM Systems Limited is having a networth of Rs. 767.07 Lacs as on July 18, 2011 and is having sufficient liquid funds for discharging his part of the obligation under the offer as certified by Mr. Surya O. Chhabria (Membership No. 113789), Partner, Chhabria & Associates, Chartered Accountants, having office at 218, Ashirwad Market, Station Road, Kalupur, Ahmedabad 380 002, Tel.: 079-2214 8602, 3250 8602, Email: surya_chhabria@yahoo.com.

2.4 The Company's shares are not listed on any of the Stock Exchange.

2.5 At present Acquirer is engaged in the business of Contract, Sub- Contract of Oil & Gas Pipelines, Construction companies & Water Transmission projects, Trading of equipments and involve in EPC and Non EPC pipe lying projects.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 The Target Company i.e Jaihind Projects Limited, was incorporated on December 23, 1985 with the Registrar of Companies, Gujarat as a Private Limited Company in the name of "Jaihind Welding Works Private Limited" vide registration no.04-8338. The name of the company was changed to "Jaihind Welding Works Ltd." vide fresh certificate of incorporation received from Registrar of Companies dated March 24, 1995. Subsequently the name of the company was changed to "Jaihind Projects Ltd." and fresh certificate of incorporation was obtained from Registrar of Companies on April 7, 1995. At present the company has its Registered Office at 3rd Floor, Venus Atlantis, Nr. Reliance Petrol Pump, Nr. Prahladnagar Garden, Anandnagar Road, Vejalpur, Ahmedabad -15, ,Tel:079-40501300, Fax :079-40501310.

3.2 As on the date of PA, Target Company has an authorized share capital of Rs.2500 lacs, comprising of 25000000 equity shares of Rs.10 each. It has an issued, subscribed and paid-up equity share capital of Rs.725.74 lacs, consisting of 7257443 fully paid Equity Shares of Rs.10 each.

3.3 There are no partly paid up shares in Target Company.

3.4 Jaihind Projects Limited is an engineering, procurement and construction(EPC) company, nurturing projects that span across various segments such as oil and gas pipeline construction, city gas distribution, horizontal directional drilling, water transmission projects, cathodic protection, tankages and civil infrastructure since last two decades.

3.5 The shares of Target Company are presently listed on Bombay Stock Exchange Limited (BSE).

3.6 The brief financial of Jaihind Projects Limited are as under:

(Rs. In Lacs)

Particulars	Year Ended 31.03.2011 (Audited)
Total Income	44210.34
Profit After Tax	2579.82
Earning Per Share (Amount in Rs.)	
Basic EPS	35.55
Diluted EPS	28.90
Return on Networth (%)	21.85
Book Value Per Share (Amount in Rs.)	162.69
Net Worth	11806.51

4 REASON FOR THE ACQUISITION / OFFER AND FUTURE PLAN ABOUT THE TARGET COMPANY

4.1 This Offer is being made pursuant to and in compliance with Regulations 10 and 11(1) and 11(2) of the SEBI (SAST) Regulations 1997.

4.2 The Acquirer belongs to the Promoter Group of the Target Company and has invested in the Target Company by subscribing to the 2490000 Convertible Warrants of Rs. 60 each issued under the preferential issue. The Acquirer has intimated us, vide letter dated July 16, 2011, its intention to exercise the option of converting aforesaid Convertible Warrants into shares in near future. Assuming on full conversion of Convertible Warrants into 2500000 Equity shares of Rs. 10 each at a price of Rs. 60 each (including premium of Rs. 50), the shareholding of the Acquirer and the aggregate shareholding of the Promoter and Promoter group will increase from 14.18% and 43.14% respectively of pre conversion paid up capital of Target Company to 36.06% and 57.61% respectively of expanded paid up capital of Target Company which will hit the threshold limit under Regulation 10, 11(1) and 11(2) of the SEBI (SAST) Regulations. This will result in substantial acquisition of shares or voting rights along with consolidation of the holdings of Promoter Group without effecting any change in control or management of the Target Company

4.3 The Acquirer at present have no intention to sell, dispose of or otherwise encumber any significant assets of JPL in the succeeding two years, except in the ordinary course of business of JPL with the prior approval of the shareholders. JPL future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Meeting of JPL.

4.4 Except as mentioned above, the Acquirer has no specific future plan/strategy about the Target Company.

5. STATUTORY APPROVALS

5.1 As on the date of Public Announcement, to the best of knowledge and belief of the Acquirer, no approval from Bank/ Financial Institutions is required for the purpose of this Offer.

5.2 As on the date of Public Announcement, to the best of the Acquirer's knowledge, no other statutory approval is required to be obtained for the purpose of this Offer. If any other statutory approvals are required or become applicable, the offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulations 27 of the SEBI (SAST) Regulations, 1997.

5.3 The open offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

5.4 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

6. OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21(2)

The Offer (assuming full acceptance) would result in public shareholding being reduced to 22.39% of expanded paid up capital in the Target Company which will be below the minimum level required as per the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis. The Acquirer in terms of the provisions of regulation 21(2) of the SEBI (SAST) Regulations, 1997 will facilitate the target company to raise the level of Public shareholding to the level specified for continuous listing as specified in the listing agreement with the stock exchange within such period as may be approved by the Specified Stock Exchange (SSE) but not exceeding two years from the said date by adopting any of the following methods subject to prior approval of SSE which may impose such conditions as it deems fit:

- Sale of shares held by promoters though the secondary market; or
- Any other method which does not adversely affect the interest of minority shareholders.

Accordingly, the Acquirer undertakes to comply with the provisions of the listing agreement so as to maintain the minimum % of public shareholding in the Target Company required for continuous listing. There is no intention to delist the shares in next three years.

7. FINANCIAL ARRANGEMENTS

7.1 The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through their own resources and loan.

7.2 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 27,32,08,460 (Rupees Twenty Seven Crores Thirty Two Lacs and Eight Thousand Four Hundred and Sixty Only). The Acquirer has already made firm arrangements for the financial resources required to implement the Offer. As per Regulation 28, Acquirer has opened an Escrow Account with IDBI bank, IDBI Complex, Nr. Lal bunglow, Off. C.G. Road branch, Ahmedabad and has deposited Rs. 27,32,10,000 (Rupees Twenty Seven Crores Thirty Two Lacs and Ten Thousand Only) being more than 100 % of the amount required for the Open Offer.

7.3 The Acquirer has duly empowered & authorized M/s Chartered Capital And Investment Limited, Manager to the Offer, to operate the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.4 The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7.5 The Manager to the Offer, M/s Chartered Capital And Investment Limited has satisfied himself about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 1997.

8 OTHER TERMS OF THE OFFER

8.1 The Offer is not subject to any minimum level of acceptance from shareholders.

8.2 Letters of Offer (hereinafter referred to as **"LOO"**) will be dispatched to all the equity shareholders of TC, except the Acquirer and Promoters & Promoter Group of TC, whose names appear in its Register of Members as on **August 12, 2011** being the Specified Date.

8.3 All shareholders of the Target Company, except the Acquirer and Promoters & Promoter Group of TC, who own the shares any time before the Closure of the Open Offer, are eligible to participate in the Offer.

8.4 Link Intime India Pvt Ltd (LIIPL) will act as the Registrar to the Offer ("Registrar").

8.5 The Registrar to the Offer, **LIIPL**, has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving shares during the offer from eligible shareholders who hold shares in demat form.

8.6 The Shareholders holding shares in physical form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the Letter of Offer to the Registrar to the offer either by Registered Post / Courier or by hand delivery as mentioned in clause 8.9 below on Monday to Friday between 10:30 am and 5:30 pm and on Saturdays between 10:30 am and 1:30 pm on or before the closure of the offer, i.e. **September 28, 2011**.

8.7 Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery as mentioned in clause 8.9 below on Monday to Friday between 10:30 am and 5:30 pm and on Saturday between 10:30 am and 1:30 pm, on or before the date of Closure of the Offer, i.e **September 28, 2011** along with a photocopy of the delivery instructions in **"Off market"** mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant **("DP")**, in favour of **"LIIPL JPL OPEN OFFER ESCROW DEMAT ACCOUNT" ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name : Ventura Securities Ltd.

DP ID : IN303116

Client ID : 10809042

Depository : National Securities Depository Ltd. ("NSDL")

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") will have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

The Shareholders should ensure that the shares are credited to the Depository Escrow Account upto the date of Closure of the Offer, i.e. September 28, 2011, else the application would be rejected.

8.8 In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the shares who have sent the shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate and valid share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with TC/Registrar/DP), and witnessed, if possible, by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.30 pm upto the date of Closure of the Offer i.e. September 28, 2011. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.9 The following collection centre would be accepting the documents as specified above, both in case of shares in physical form and dematerialised form.

Sr. No.	Contact Person	Address	Tel. No.	Fax No.	E-mail ID	Mode of Delivery
1	Pravin Kasare	Link Intime India Pvt. Ltd, C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W),Mumbai -400078.	022-25960320	022-25960329	pravin.kasare@linkintime.co.in	Hand Delivery & Registered Post
2	Vivek Limaye	Link Intime India Pvt. Ltd, 203, Davar House, Next to Central Camera, D N Road, Fort Mumbai - 400 001	022-22694127	022-25960329	vivek.limaye@linkintime.co.in	Hand Delivery
3	Hitesh Patel	Link Intime India Pvt. Ltd, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 9.	079-26465179	079-2646 5179 (Telefax)	ahmedabad@linkintime.co.in	Hand Delivery
4	Prashant D. Shedbal	Link Intime India Pvt. Ltd., 543/A, 7TH Main , 3rd Cross, Hanumanthanagar, Bangalore - 560 019	080-26509004	080-26509004 (Telefax)	bangalore@linkintime.co.in	Hand Delivery
5	Alpesh Gandhi	Link Intime India Pvt. Ltd., B Tower, 102 B & 103, Sangrila Complex, First Floor, Radhakrishna Char Rasta, Akota, Vadodara - 390020	0265 2356573 2356796 2356794	0265 2356791	vadodara@linkintime.co.in	Hand Delivery
6	S. Dhana-lakshmi	Link Intime India Pvt. Ltd, Surya 35, Mayflower Avenue, Behind Senthil Nagar Sowripalayam Road, Coimbatore 641 028	0422 2314792 2315792,	0422 2314792 (Telefax)	coimbatore@linkintime.co.in	Hand Delivery
7	S.P. Guha	Link Intime India Pvt. Ltd, 59C,Chowringhee Road, 3rd Floor,Kolkata -700020	033 22890539 22890540	033 22890539 22890540 (Telefax)	kolkata@linkintime.co.in	Hand Delivery
8	Swapan Naskar	Link Intime India Pvt. Ltd., A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi 110028	011 41410592 41410593 41410594	011 41410591	delhi@linkintime.co.in	Hand Delivery
9	P. N Albal	Link Intime India Pvt. Ltd, Block No 202 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001.	020 26051629 / 0084	020 26053503 (Telefax)	pune@linkintime.co.in	Hand Delivery
10	Mrs. Solly Soy	C/o SGS Corporate Solutions India Pvt. Ltd., Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai- 17.	044 28152672 42070906	044 2815 2672 (Telefax)	chennai@saspartners.com	Hand Delivery

8.10 The Shareholders holding shares in dematerialised form including who have sent their shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time and that the credit in the Depository Escrow Account should be received on or before 5.30 pm upto the date of Closure of the Offer, i.e. **September 28, 2011,** else the application would be rejected.

8.11 In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrar to the Offer upto three working days prior to the date of Closure of the Offer, i.e. upto **September 23, 2011**. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

8.12 The Letter of Offer alongwith the Form of Acceptance / Form of Withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

8.13 No indemnity is required from unregistered shareholders.

8.14 Applications in respect of shares that are the 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.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis in consultation with the Manager to the Offer, 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, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of TC is 1{one}Equity Share.

9.2 Shareholders who have offered their shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, will be paid by ECS/NEFT in favour of the first holder of equity shares (and intimation will be sent by courier / registered post) within 15 days from the date of Closure of the Offer. Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) who does not want to receive the payment through ECS/NEFT or who does not provide the required details for the ECS/NEFT payment in the Form of Acceptance or on the plain paper. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis or rejection, the 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 dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be sent to the shareholders.

9.3 The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of TC who have accepted the Offer, until the payment of the consideration and / or the unaccepted shares / share certificates are dispatched / returned by registered post.

10 SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

ACTIVITY	DATE AND DAY
Specified Date	August 12, 2011, Friday
Last Date for a Competitive Bid	August 9, 2011, Tuesday
Date by which Letter of Offer will be dispatched to the Shareholders	August 30, 2011, Monday
Offer Opening Date	**September 9, 2011, Friday**
Last date for revising the offer price/number of shares	September 19, 2011, Monday
Last date for withdrawal by Shareholders	September 23, 2011, Friday
Offer Closing Date	**September 28, Wednesday**
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 dispatched.	October 13, 2011, Thursday

11 GENERAL CONDITIONS

11.1 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **upto September 23, 2011**. The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. **September 23, 2011**.

11.2 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it a Copy of the Form of Acceptance-cum- Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

11.2.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

11.2.2 In case of dematerialised shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in **"off market"** mode or counterfoil of the delivery instruction in **"off market"** mode, duly acknowledged by the DP, in favour of **"LIIPL JPL OPEN OFFER ESCROW DEMAT ACCOUNT"**.

11.3 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

11.4 The intimation of returned shares to the Shareholders will be sent at the address as per the records of TC/Registrar/Depository as the case may be.

11.5 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirer till the last day of revision, i.e. at any time upto seven working days prior to the date of Closure of the Offer i.e. **upto September 19, 2011,** the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised offer price would be payable to all the shareholders who tender their shares in the Offer.

11.6 "If there is competitive bid:

11.6.1 The public offers under all the subsisting bids shall close on the same date.

11.6.2 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"

11.7. Based on the information available from the Acquirer and the Target Company, they have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992.

11.8. Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirer has appointed **M/s Chartered Capital And Investment Limited** as Manager to the Offer.

11.9. The Public Announcement would also be available at SEBI's website www.sebi.gov.in.

11.10. This Public Announcement is being issued on behalf of the Acquirer by the Manager to the Offer, M/s Chartered Capital And Investment Limited.

11.11. The Directors of the Acquirer, M/s. DCOM Systems Limited, accept full responsibility for the information contained in this Public Announcement (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

MANAGER TO THE OFFER

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REGISTRAR TO THE OFFER

LINK INTIME
INDIA PVT LTD

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Contact Person: Mr. Pravin Kasare

Date: July 18, 2011 **Place: Ahmedabad**