PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

MADHUSUDAN SECURITIES LIMITED

Registered Office: 6/A-2, Court Chambers, 35 New Marine Lines, Mumbai- 400020; Phone: 022 22009290; Telefax: 022 22009290

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM THE SHAREHOLDERS OF MADHUSUDAN SECURITIES LIMITED

This Public Announcement ("PA") is being issued by Centrum Capital Limited ("Centrum" or the "Manager to the Offer"), on behalf of Primus Retail Private Limited ("PRPL"), M/s. IndusAge Advisors Limited ("IAL") and M/s. Growsafe Securities Private Limited ("GSPL") (hereinafter referred to as "Acquirers") along with Mr. Salim Govani in his individual capacity and M/s. Foresight Enterprises, a partnership firm represented by its partner M/s Foresight Holdings Private Limited and Mr. Salim Govani (hereinafter referred to as "Persons Acting in Concert/PACs") to the Equity Shareholders of Madhusudan Securities Limited (hereinafter referred to as "MSL"/ "Target Company"/ "Company") pursuant to and in compliance with Regulations 10 and 12 and other applicable provisions/regulations of the Securities Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "SEBI(SAST) Regulations"/ "Takeover Regulations").

1. Offer

1.1 This Open Offer (hereinafter referred to as "**Offer**") is being made by the Acquirers along with PACs to the Equity Shareholders of Madhusudan Securities Limited, a company incorporated under the Companies Act, 1956, having its registered office at 6/A-2, Court Chambers, 35 New Marine Lines Mumbai- 400 020.

1.2 PRPL, IAL and GSPL are the acquirers within the meaning of regulation 2(1)(b) of the SEBI (SAST) Regulations. Mr. Salim Govani in his individual capacity and M/s. Foresight Enterprises are the persons acting in concert(PACs) as defined in regulation (2)(1)(e) of the SEBI (SAST) Regulations. MSL is the target company as defined in regulation (2)(1)(o) of the SEBI (SAST) Regulations 1997.

1.3 IAL and GSPL have bought 231,000 equity shares each of the Target Company from the existing Promoters of the Target Company on February 4, 2011, jointly constituting 30.80% of the present paid up and voting capital of the Target Company, through the stock exchange.

1.4 PRPL has entered into a Business Transfer Agreement ("**BTA**") with the Target Company on February 4, 2011 wherein PRPL has agreed to sell its apparel and accessories business under the brand names "Weekender", "Weekender Kids" and "Toon world" (**"Weekender Brands"**) and certain brands of Walt Disney and Warner Bros ("**Licensed Brands**") (hereinafter referred to as **"Transferred Business"**) to the Target Company as a slump sale for the consideration to be partly paid in cash by the Target Company and partly through issue of fresh shares of the Target Company. The Target Company agreed to issue 6,142,857 fully paid equity shares of Rs.10/- each at premium of Rs. 60/- per share of MSL i.e. 80.37% of the post issue share capital of MSL to PRPL.

1.5 The purchase of equity shares of MSL in the manner mentioned in 1.3 by IAL and GSPL and signing of BTA by PRPL as mentioned in 1.4 has necessitated this Offer in terms of Regulations 10 and 12 of SEBI (SAST) Regulations. The Offer is subject to the provisions of the Companies Act, 1956 as amended, SEBI (SAST) Regulations as amended, listing agreement of the Target Company with the Stock Exchange and other applicable laws and regulations in force.

1.6 **Salient Features of BTA:**

1.6.1 PRPL has agreed to sell and MSL has agreed to purchase the apparel and accessories business under the Weekender Brands and Licensed Brands with effect from the closing of business hours as of September 30, 2010.

1.6.2 **Consideration:** MSL has agreed to pay to PRPL Rs. 1,000 Million (Rupees One thousand Million) as the total consideration (inclusive of taxes and duties) for the purchase of the Transferred Business to be discharged in the following manner:

(a) to pay the secured liability with HDFC Bank of approximately Rs. 120 Million.

(b) Rs. 450 Million in cash

(c) Rs. 430 Million through issue of 6,142,857 fresh equity shares of Rs. 10/- each, fully paid up, of MSL, to be issued at the premium of Rs. 60/- per share.

1.6.3 MSL shall pay to PRPL a mutually agreed transition services fee during the transition period.

1.6.4 With regard to the acquisition of shares pursuant to the sale of the Transferred Business, in the event PRPL does not comply with the obligations of an acquirer as stipulated under the SEBI (SAST) Regulations, it is agreed that BTA shall not be acted upon by PRPL and MSL.

1.7 The Acquirers along with PACs are making this Offer to the public shareholders of MSL (i.e. shareholders other than Acquirers, PACs and promoter group shareholders) to acquire 689,700 fully paid up equity shares of Rs. 10 each of MSL, representing the public shareholding of 45.98% of the existing paid up and voting share capital and 9.02% of the emerging paid-up and voting share capital of MSL (provided MSL issues 6,142,857 equity shares as part consideration under BTA.), at a price of Rs. 70/- per fully paid up Equity Share (**"Offer Price"**) aggregating to Rs. 48.28 Million ("**Offer Size**") , payable in cash subject to the terms and conditions mentioned hereinafter to those equity shareholders whose names appear on the register of members on Specified Date i.e. March 11, 2011 ("**Equity Shareholders**").

1.8 The Acquirers and PACs have acquired equity shares of the Target Company during the 12 month period preceding the date of this PA. The details of acquisitions are as given below:

Date	Name	Equity Shares	Highest Price (Rs.)
February 4, 2011	IndusAge Advisors Limited	231,000	61.25
February 4, 2011	Growsafe Securities Private Limited	231,000	61.25
November 23, 2010	Salim Govani	5,450	52.90
November 30, 2010	Foresight Enterprises	45,500	55.77
December 2, 2010	Foresight Enterprises	34,405	58.74
December 6, 2010	Foresight Enterprises	27,400	64.72
December 7, 2010	Foresight Enterprises	100	61.50
December 9, 2010	Foresight Enterprises	18,500	63.31
December 10, 2010	Foresight Enterprises	4,500	64.43
December 13, 2010	Foresight Enterprises	14,145	65.32

1.9 As on the date of PA, PRPL does not hold any equity shares in MSL, IAL holds 2,31,000 equity shares, GSPL holds 2,31,000 equity shares and Mr. Salim Govani holds 5,450 equity shares and M/s. Foresight Enterprises holds 144,550 equity shares of MSL.

1.10 This Offer is not conditional on any minimum level of acceptance.

1.11 This is not a competitive bid.

1.12 The Offer is not as a result of global acquisition resulting to indirect acquisition of the Target Company.

1.13 The equity shares proposed to be acquired under this Offer by the Acquirers along with PACs and no other persons/entities propose to take part in the acquisition.

1.14 The Manager to the Offer does not hold any equity shares of the Target Company as on the date of this PA.

1.15 The Offer is subject to the terms and conditions set out herein and in the LoF that would be sent to the equity shareholders of MSL.

1.16 The equity shares will be acquired by the Acquirers and PACs as fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

1.17 The Acquirers and PACs have not entered into any separate non-compete agreement with MSL.

1.18 The Acquirers agree to comply with SEBI (SAST) Regulations and complete the formalities with regard to the Offer.

2. Offer Price

2.1 The equity shares of MSL are listed on the Bombay Stock Exchange Limited (BSE).

2.2 The trading of equity shares of MSL was suspended between April 30, 2003 and October 15, 2009 due to non compliance with the listing agreement. However, the suspension was revoked with effect from October 16, 2009.

2.3 The annualized trading turnover of the shares of the Target Company during six calendar months preceding the month of the PA (August 2010 to January 2011) is 1,121,710 equity shares which is 74.78% of the total paid-up equity shares of MSL. (Source: www.bseindia.com)

2.4 As the equity shares of MSL are frequently traded, the offer price has been arrived as per Regulation 20(4) of SEBI(SAST) Regulations:

Sr. No.	Particulars	Rs./equity share
I	The negotiated price to be paid by the Acquirer (PRPL) as per BTA	70.00
II	Highest price paid by the Acquirer/PAC for acquisition of any shares during the 26 week period prior to the date of PA	65.32
III	Average of the weekly high and low of the closing prices of the equity shares of the Target Company on BSE during the 26 week period preceding the PA	48.43
IV	Average of the daily high and low of equity shares of the Target Company on BSE during the 2 week period preceding the PA	61.63

The Offer Price of Rs. 70/- per equity share offered by the Acquirers and the PACs to the Equity Shareholders of the Target Company under the proposed Offer is therefore justified in terms of Regulation 20 (4) of the SEBI (SAST) Regulations.

2.5 The Acquirers and PACs may purchase additional equity shares of the Target Company in accordance with the SEBI (SAST) Regulations. In the event that the Acquirers and PACs purchase additional equity shares of the Target Company during the offer period, such purchase shall be disclosed to the stock exchanges where the equity shares of Target Company are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the SEBI (SAST) Regulations.

2.6 If the Acquirers and/or PACs acquire equity shares of the Target Company after the date of the PA and upto seven working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

3. Information about the Acquirers:

Primus Retail Private Limited (PRPL)

3.1 PRPL, was originally incorporated under the Companies Act, 1956 ("**Companies Act**") on November 29, 1995. The Corporate Identification Number (CIN) is U65999KA1995PTC019281.

3.2 PRPL has its registered office at No.7, 1st Cross, 3rd Main, Ashwini Layout, Ejipura, Bangalore-560 047. Phone: 080-40486666 Fax: 080 – 4048 6500.

3.3 PRPL is engaged in the retail business in India.

3.4 The promoters of PRPL are Raju M Mahtaney, V. Balaji Bhat, Archana Bhat, Namrata Bhat and P. Sudhir Rao

3.5 The board of directors of PRPL are Raju M Mahtaney, V. Balaji Bhat, P. Sudhir Rao and Ajay Mittal. Presently none of the directors representing PRPL are on the Board of the Target Company.

3.6 The authorised share capital of PRPL is Rs. 1,145,100,000/- (Rupees One Hundred Fourteen Crore Fifty One Lakhs only). The issued, subscribed and paid up capital of PRPL is Rs. 995,000,000/-(Rupees Ninety Nine Crores and Fifty Lakhs only).

3.7 PRPL is not a listed company and the shareholding pattern as on February 09, 2011 is as under:

SI No.	Name	Equity shares		Optionally Convertible Preference shares	
		In number	In %	In number	In %
1	Promoter Group	2,590,000	86%	557,500	58%
2	UTI Ventures Management Company Private Limited	1,000	0%	362,490	38%
3	Others	410,000	14%	45,000	5%
	Total	3,001,000	100%	964,990	100%

There are outstanding instruments in the nature of optionally convertible debentures and preference shares which are convertible into equity shares at a later date. There are no shares under lock-in period. Except as stated below, there has been no merger / de-merger or spin off in PRPL during the past three years:

(a) PRPL had made an application for amalgamation of its wholly owned subsidiaries, Primus Brands Private Limited and Personality Limited dated April 20, 2008 with Hon'ble High Court of Karnataka and the same was approved by Hon'ble Court vide its order dated January 09, 2009. The aforesaid subsidiary companies merged with Primus Retail Private Limited with effect from January 28, 2009.

(b) PRPL had made an application for amalgamation of its wholly owned subsidiary, Primus Sports Private Limited dated February 4, 2010 with the Hon'ble High Court of Karnataka and the court approved the amalgamation vide its order dated November 10, 2010. The aforesaid subsidiary company merged with Primus Retail Private Limited with effect from January 5, 2011

3.8 The brief audited financial details of PRPL is as follows:

(Rs. In Lakhs)

Particulars	12 Months ended March -09*	12 Months ended Mar 08
Net Sales	16,612.36	9,385.24
Profit After Tax	223.44	(354.64)
Equity Share Capital	300.10	300.10
Preference Share Capital	9,649.90	9,649.90
Reserves and Surplus	(3,012.52)	(1,150.87)
Earning Per Share (Rs)(Basic)	7.45	Nil
Earning Per Share (Rs)(Diluted)	2.88	Nil
Book Value per Share (Rs)	Nil	Nil
Return on Net Worth (%)	Nil	Nil
Number of equity shares (of Rs 10 each)	3,001,000	3,001,000
Number of Preference Shares (of Rs1000 each)	964,990	964,990

(Source: Audited Financial Statements)

** PRPL has changed its financial year end from March 31 to September 30 during the year 2010 and financial statements for the period ended September 30, 2010 have not been audited and the last available audited financial statements pertains to financial year April 1, 2008 to March 31, 2009.*

3.9 Ms. Y. N. Radhika, Chartered Accountant, has certified vide its certificate dated February 09, 2011 that PRPL has adequate financial resources to fulfill the obligations under this Offer.

3.10 The PRPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities Exchange Board of India Act, 1992, as amended ("**SEBI Act**") or under any other regulation framed under SEBI Act.

IndusAge Advisors Limited (IAL)

3.11 IAL, was incorporated under the Companies Act on June 21, 2000. The registered office of IAL was shifted from the State of Karnataka to the State of Tamil Nadu with effect from March 02, 2009. The Corporate Identification Number (CIN) is U74140TN2000PLC071607.

3.12 The registered office of IAL is situated at 123 A, Justice Ramaswamy Street, Kasturiba Nagar,Adyar Chennai-600020. Phone: 044- 4350 4050; Fax: 044 -4350 4932

3.13 IAL is engaged in the business of management consultancy and allied financial services.

3.14 The promoters of IAL are P. Sadhana Rao, P. Sudhir Rao, V. Balaji Bhat.

3.15 The board of directors of IAL are P. Sudhir Rao, P. Sadhana Rao and V. Balaji Bhat. Presently none of the directors representing IAL are on the Board of the Target Company.

3.16 The authorised share capital of IAL is 10,500,000/- (Rupees One Crore Five Lakhs only). The issued, subscribed and paid up capital of the IAL is Rs. 500,000/-(Rupees Five Lakhs only).

3.17 IAL is not a listed company and the shareholding pattern as on January 31, 2011 is as under:

SI No.	Name	Equity shares	
		In number	In %
1	Promoter Group	40,000	80%
2	Others	10,000	20%
	Total	50,000	100%

3.18 There are no outstanding convertible instruments of any nature in IAL.

3.19 There are no shares under lock-in period.

3.20 There has been no merger / de-merger or spin off in IAL during the past three years.

3.21 The brief audited financial details of the IAL is as follows:

(Rs. in Lakhs)

Particulars	AS AT 31-03-2010	AS AT 31-03-2009
Net Professional and other Income	228.09	99.59
Profit After Tax	26.29	(2.36)
Equity Share Capital	5.00	5.00
Share Application Money	724.57	0.00
Reserves and Surplus	83.81	57.52
Earning Per Share (Rs)	52.59	Nil
Book Value per Share (Rs)	177.64	125.05
Return on Net Worth (%)	29.61%	Nil
Number of equity shares (of Rs 10 each)	50,000	50,000

(Source: Audited Financial Statements)

3.22 M/s. P. Chandrasekar, Chartered Accountants, have certified vide their certificate dated February 09, 2011 that IAL has adequate financial resources to fulfill the obligations under this Offer.

3.23 IAL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation framed under SEBI Act.

Growsafe Securities Private Limited (GSPL)

3.24 GSPL, was incorporated under the Companies Act on June 22, 1995. The CIN No. is U67120KA2004PTC034480.

3.25 GSPL has its registered Office at B-1, 62-5-Q, Begur Road, Bommanahalli, Bangalore, 560068. Phone: 080-25736001; Fax:080-25736025

3.26 GSPL is engaged in the business of investments.

3.27 The promoter are Raju M Mahtaney and Pooja R Mahtaney

3.28 The board of directors of the GSPL are Raju M Mahtaney and Pooja R Mahtaney. Presently none of the directors representing GSPL are on the Board of the Target Company.

3.29 The authorised share capital of GSPL is 1,000,000/- (Rupees Ten Lakhs only). The issued, subscribed and paid up capital of the GSPL is Rs. 1,000,000/- (Rupees Ten Lakhs only).

3.30 GSPL is not a listed company and 100% of the paid up capital is held by promoter group.

3.31 There are no outstanding convertible instruments of any nature in GSPL.

3.32 There are no shares under lock-in period.

3.33 There has been no merger / de-merger or spin off in GSPL during the past three years.

3.34 The brief audited Financial details of GSPL is as follows:

(Rs. In lakhs)

Particulars	AS AT 31-03-2010	AS AT 31-03-2009
Income from operations and other Income	0.56	7.80
Profit After Tax	(0.58)	5.19
Equity Share Capital	10.00	10.00
Reserves and Surplus	40.85	41.38
Earning Per Share (Rs)	Nil	5.19
Book Value per Share (Rs)	50.85	51.38
Return on Net Worth (%)	Nil	10.11%
Number of equity shares (of Rs 10 each)	100,000	100,000

(Source: Audited Financial Statements)

3.35 M/s. Prakash & Thiagarajan, Chartered Accountants, has certified vide its certificate dated February 09, 2011 that GSPL has adequate financial resources to fulfill the obligations under this Offer.

3.36 GSPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation framed under SEBI Act.

INFORMATION/DISCLOSURES PERTAINING TO PACS:

3.37 **Mr. Salim Govani**

3.37.1 Mr. Salim Govani, aged 46 years, S/o Pyarali Govani, presently residing at 401, Seagull-A, Sherly Road, Bandra, Mumbai-400 050. He is a commerce graduate and has over 20 years of experience in handling financial instruments / markets.

3.37.2 As on date of this PA, Mr. Salim Govani holds 5,450 equity shares in MSL in his individual capacity, (i.e 0.36 % of paid up capital).

3.37.3 Mr. Salim Govani offers to participate in the Open Offer along with the Acquirers but will not acquire the equity shares of MSL in the Open Offer.

3.37.4 M/s. Sekhri Kanodia & Associates, Chartered Accountants, Mumbai has certified vide its certificate dated February 07, 2011 that the net worth of Mr. Salim Govani as on March 31, 2010 is Rs. 9,811,835/- (Rupees Ninety eight lakhs eleven thousand eight hundred and thirty five only).

3.37.5 Mr. Salim Govani is a director in Mount Everest Mineral Water Ltd, Foresight Holdings Pvt. Ltd, Sethi Fund Management Pvt. Ltd, Sadafuli Finvest Pvt. Ltd and Himalayan Ventures Pvt. Ltd.

3.37.6 As of date of PA, Mr. Salim Govani is not the director of the Target Company

3.37.7 Mr. Salim Govani has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation framed under SEBI Act.

3.38 **M/S.Foresight Enterprises**

3.38.1 M/s. Foresight Enterprises is a partnership firm registered under the Indian Partnership Act, 1932 in the year 2007 and having its office at 2/B Naaz Building, Lamington Road, Mumbai – 400 004, Phone: 022 6634 7376 Fax: 022 6634 7379. The partners of M/s. Foresight Enterprises are Mr. Salim Govani, and M/s. Foresight Holdings Pvt. Ltd. M/s. Foresight Holdings Pvt. Ltd is promoted by Mr. Salim Govani and Mr. Sausan Bukhari.

3.38.2 Financials: (Rs. in lakhs)

Particulars	AS AT 31-03-2010	AS AT 31-03-2009
Total Income	108	68
Partners' Capital	1,705.40	1,649.45

(Source: Audited Financial Statement)

**Other financial data namely Dividend, Earnings per share, Return on Networth and Book value per share are not computable since Foresight Enterprises is a partnership firm.*

3.38.3 M/s. Sekhri Kanodia & Associates, Chartered Accountants, Mumbai has certified vide its certificate dated February 07, 2011 that the net worth of M/s Foresight Enterprises as on March 31, 2010 is Rs. 170,540,023/- (Rupees Seventeen Crores Five lakhs forty thousand and Twenty three only).

3.38.4 As of date of PA, Mr. Salim Govani or any of the representatives of Foresight Holdings Pvt. Ltd do not represent M/s Foresight Enterprises on the Board of the Target Company.

3.38.5 M/s Foresight Enterprises and its partners Mr. Salim Govani, M/s. Foresight Holdings Pvt. Ltd or authorised representatives of Ms/. Foresight Holdings Pvt. Ltd have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation framed under SEBI Act.

3.38.6 Foresight Enterprises is the beneficial owner for the 144,550 equity shares in MSL (i.e 9.67 % of paid up capital) held in the name of Mr. Salim Govani on the date of this PA, offers to participate in the open offer along with the Acquirers but will not acquire the equity shares of MSL in the open offer.

3.39 **RELATION BETWEEN THE ACQUIRERS AND PACs**

PRPL, IAL and GSPL have common promoters and common directors. Further the PACs i.e Mr. Salim Govani, M/s. Foresight Enterprises are known to the directors of PRPL, IAL and GSPL.

4. Information about the Target Company

4.1 Madhusudan Securities Limited (MSL) was originally incorporated under the Companies Act, 1956 on May 06, 1983.

4.2 The Registered Office of MSL is situated at 6/A-2, Court Chambers, 35 New Marine Lines Mumbai- 400020. Phone: 022 22009290; Telefax:022 22009290

4.3 MSL is engaged in the business of investments.

4.4 MSL is promoted by Mr. K. Madhusudan Reddy, K Sujatha Reddy and Piya Madhusudan Reddy.

4.5 As on date of the PA, the authorised share capital of the Target Company is Rs. 50,000,000/-. The present issued, subscribed and paid up capital of the Target Company is Rs. 15,000,000/-. There are no calls in arrears and no partly paid up shares in the Target Company.

4.6 The directors of the Company are Mr. K. Madhusudan Reddy, K Sujatha Reddy and Piya Madhusudan Reddy.

4.7 The equity shares of MSL are listed on BSE.

4.8 As on date, the Promoters and Promoter Group entities of the Target Company collectively hold 198,300 equity shares constituting 13.22% of equity capital of the Target Company.

4.9 There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date. There are no shares under lock-in period.

4.10 Financial information of MSL:

(All figures in Rs. in lakhs except per share data & ratio)

Particulars	As at March 31, 2010	As at March 31, 2009
Total Income	44.43	31.32
Profit After Tax	13.76	7.53
Equity Share Capital	150.00	150.00
Reserves and Surplus	288.01	274.56
Earning Per Share (Rs)	0.92	0.51
Book Value per Share (Rs)	29.20	28.30
Return on Net Worth (%)	3.14%	1.78%
Number of Shares	15,00,000	15,00,000

4.11 There are no partly paid up shares.

4.12 MSL has confirmed that it has not been prohibited by SEBI from dealing in securities in terms under the provisions of SEBI Act or under any other regulation made under the SEBI Act.

4.13 MSL is not a sick company within the meaning of the provisions of Section 3(1)(o) of the Sick Industrial Companies(Special Provisions) Act, 1985.

4.14 There has been no merger/de merger or spin off in the Company during the past three years.

5. Reasons for the Offer and future plans

5.1 The Offer has been made pursuant to Regulation 10 and 12 of the SEBI (SAST) Regulations and other applicable provisions of SEBI (SAST) Regulations.

5.2 The main object of the Offer is to acquire substantial acquisition of shares and voting rights accompanied with the change in management and control of the Target Company, thereby enabling the Acquirers to exercise control over the Target Company through, *inter-alia*, the right to appoint director and subject to receipt of regulatory/ corporate approvals required under the BTA, by virtue of shareholding, the Acquirers will seek reconstitution of the board of directors of the Target Company in accordance with the provisions contained in the Companies Act, SEBI (SAST) Regulations, listing agreement and other applicable laws.

5.3 The Acquirers propose to expand and grow the business of Weekender Brands and Licensed Brands in the Target Company. Depending on the requirements of the business and subject to the provisions of the Companies Act, 1956, Articles of Association of the Company and all applicable laws, rules and regulations, the Acquirers will take appropriate business decisions from time to time in this regard.

5.4 The Acquirers do not currently intend to dispose off or otherwise encumber any assets of MSL in the succeeding two years, except such disposals or encumbrances in the ordinary course of business in the Target Company and/or for the purposes of restructuring, rationalisation and/or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company.

5.5 The Acquirers will not dispose off, sell or otherwise encumber any substantial assets of MSL except with the prior approval of the Equity Shareholders and in accordance with and subject to the applicable laws.

6. Statutory/Other Approvals required for the Offer

6.1 The Offer is subject to the receipt of the requisite statutory, regulatory approval and approval of Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999(**"FEMA"**), if any, for the acquisition of equity shares by the Acquirers from the Non Resident shareholders under the Offer. The Acquirers will make necessary applications to the respective authorities for their approval.

6.2 Barring unforeseen circumstances, the Acquirers would endeavour to obtain all approvals within 15 days from the Closure of the Offer. In case of delay in receipt of any statutory approval, if any, SEBI has the power to grant extension of time to the Acquirers for the payment of consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(12) of SEBI(SAST) Regulations. If the delay occurs due to willful default of the Acquirers in obtaining the requisite approval, if any, Regulation 22(13) will become applicable under which the amount lying in the escrow account shall be liable to be forfeited in the manner provided in Regulation 28(12)(e), apart from the penalty as provided in the SEBI(SAST) Regulations.

6.3 No approvals are required to be obtained, from the Banks/Financial institutions by the Target Company and Acquirers for the purpose of this Offer.

6.4 As on the date of the PA, to the best knowledge of the Acquirers no statutory approvals are required to be obtained for the purposes of the Offer.

6.5 The Acquirers and the PACs reserve the right to withdraw the Offer in the event of the requisite statutory approvals being refused. In the event of withdrawal, a public announcement will be made in the same newspapers in which this PA is being made.

6.6 In terms of regulation 27 of the SEBI (SAST) Regulations, if any such statutory approvals are refused, the Offer would stand withdrawn.

7. Option to the Acquirers in terms of Regulation 21(2)

7.1 The Acquirer declares that they do not have any intention to delist the equity shares of the Target Company after this Offer. In the event, the shareholding of the Acquirer and the PACs through i) this Offer and/or, ii) Preferential Issue and/or, iii) any acquisition of Shares from open market, were to exceed the threshold specified in the listing agreement for minimum public shareholding, the Acquirer and the PACs will take the necessary steps in terms of the provisions of Regulation 21(2) of SEBI (SAST) Regulations and as per the listing agreements prescribed by the stock exchanges to maintain a minimum threshold of public shareholding for listing on a continuous basis, within the timeframe specified therein.

8. Financial arrangements

8.1 The Acquirers has made firm financial arrangements for financing the acquisition of equity shares under the Offer, in terms of Regulation 16 (xiv) of the SEBI (SAST) Regulations. The source of fund would be internal accruals.

8.2 Assuming full acceptance, the total monetary value of the Offer would be Rs. 48.28 million. The Acquirers has opened an Escrow Account with ICICI Bank in favour of the Manager to the Offer and deposited an amount of Rs. 12,070,000/- in cash which is 25 % of the total Offer Size in an escrow account named "PRPL-MSL-OPEN OFFER ESCROW ACCOUNT". The Acquirers has empowered the Manager to the Offer to realize the value of the aforesaid Escrow Account in terms of the Regulation 28(5). Thus the Acquirers has adequate and firm financial resources to fulfill the obligations under the Offer.

8.3 The Manager to the Offer has satisfied itself about the ability of the Acquirers to implement the Offer as firm financial arrangement are in place to fulfill the obligations under this Offer.

9. Other terms of the Offer

9.1 This is not a conditional offer and there is no stipulation as to the minimum level of acceptance.

9.2 The Letter of Offer ("**LoF**") together with the Form of Acceptance Form of Acceptance cum Acknowledgement ("**FOA**") and Form of Withdrawal (**"FOW"**) will be mailed to the Equity Shareholders of MSL whose names appear on the Register of Members of MSL, at the close of business hours on the Specified Date. The Offer is made to all the remaining Equity Shareholders, except the Acquirer(s) including PAC's and promoter group whose names appeared in the register of shareholders on the Specified Date and also to those persons who own the shares any time prior to the closure of the Offer, but are not the registered shareholder(s).

9.3 Accidental omission to dispatch LoF to any member entitled to this Offer shall not invalidate the Offer in any manner whatsoever. The Offer is subject to terms and conditions set out herein and in the LoF that would be sent to the shareholders of MSL as on the Specified Date.

9.4 The Acquirers can revise the price upwards upto 7(seven) working days prior to the date of closure of the Offer i.e. April 23, 2011 and revision, if any, in the Offer Price would appear in the same newspapers where the original PA was published and the same price would be paid to all the Equity Shareholders who tender their shares in the Offer.

9.5 The Acquirers has appointed Link Intime India Private Limited as Registrar to the Offer. The Equity Shareholders of the Target Company who qualify and who wish to avail of this Offer will have to deliver the relevant documents at the Registrar to the Offer's office or at the following collection centres either by hand delivery or by registered post (between 9.30 a.m. and 5.30 p.m. on all working days i.e. except Sundays and public holidays and between 9.30 a.m. and 1.30 p.m. on Saturdays) on or before the Offer Closing Date. (**The documents should not be sent to the Manager to the Offer or the Acquirer or PAC or the Target Company).**

	City Person	Contact	Address	Tel. No.	Fax No.	Mode of Delivery
1	Mumbai	Nilesh Chalke	Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078.	022-25960320	022-25960329	Hand Delivery & Registered Post
2	Mumbai	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	Hand Delivery

9.6 Equity Shareholders who are holding shares in physical form and wish to tender their shares may send the FOA together with original share certificates and transfer deeds duly signed to the Registrar to the Offer at the address mentioned in clause 9.5 above in an envelope subscribing the same either by hand delivery or by registered post on or before the closure of the Offer i.e. April 23, 2011 in accordance with the instructions specified in the LoF and the FOA.

9.7 The Manager to the Offer, on behalf of the Acquirers and the PACs, has opened a special depository account with following details:

DP Name	FCH Centrum Wealth Managers Limited
DP ID	12065100
Client ID	00060132
Special Depository Account Name	CENTRUM CAPITAL LIMITED – PRIMUS RETAIL PRIVATE LIMITED OPEN OFFER ESC
Depository	Central Depository Services (I) Ltd.(CDSL)

Shareholders having their beneficiary account in National Securities Depository Ltd.("NSDL") have to use inter-depository delivery instruction slips for crediting their equity shares in favour of the special depository account with CDSL.

9.8 The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the close of business hours on the date of closure of the Offer i.e. April 23, 2011 .

9.9 FOA in respect of dematerialized equity shares not credited to the above special depository account before the closure of Offer is liable to be rejected. Beneficial owners are therefore requested to tender the delivery instructions at least 2 working days prior to the date of closure of the Offer.

9.10 The shareholders tendering equity shares of the Target Company in the dematerialised form, will be required to send the FOA along with counterfoil/ photocopy of the delivery instructions (in "Off-market" mode) in favour of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar either by hand delivery or by registered post on or before the closure of the Offer.

9.11 All owners of shares registered or unregistered (except the Acquirers and PACs) who own the shares at any time prior to the closure of the Offer are eligible to participate in the Offer. Unregistered owners/shareholders who have not received LoF can send their application in writing, on a plain paper stating the name, address, number of shares held, number of shares offered to, distinctive numbers, folio no. / DP ID and Client ID, together with the document stated above so as to reach the Registrar to the Offer before the date of closing of the Offer. In case of unregistered owners, the same would be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from unregistered shareholders. Where transfer deeds are signed by a constituted attorney, a certified copy of the power of attorney shall also be lodged. In the case of body corporate/limited companies, certified copy of the Memorandum and Articles of Association and copy of the board resolution authorizing the signatory shall be sent.

9.12 In case of non-receipt of the LoF, the eligible persons may send their consent, 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. along with the document as mentioned above, so as to reach the Registrar to the Offer on or before the the date of closing of the Offer. In case of non receipt of the LoF, Equity Shareholders holding equity shares in dematerialised form may send the application in writing to the Registrar to the Offer, on a plain sheet of paper stating the name, address, number of equity shares held, number of equity shares offered. DP name, DP identification, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour CENTRUM CAPITAL LIMITED – PRIMUS RETAIL PRIVATE LIMITED OPEN OFFER ESC so as to reach the Registrar to the Offer, on or before 2 working days prior to the date of closing of the Offer.

9.13 The Equity Shareholders may also download LoF alongwith the FOA from the website of SEBI i.e. http://www.sebi.gov.in which will be made available from the date of opening of the Offer.

9.14 The Manager to the Offer will hold in trust the shares, FOA, if any, and the transfer forms on behalf of the shareholders of MSL, who have accepted the Offer, until the cheques/drafts for the consideration and/or the unaccepted shares/share certificates are dispatched/returned.

9.15 The Shares tendered by the Equity Shareholders in the Offer shall be fully paid-up, free from lien, charges and encumbrances of any kind whatsoever and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof. equity shares that are subject matter of litigation wherein the Equity 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 LoF in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

9.16 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 MSL. In case of previous RBI approvals not being submitted, the Acquirers reserves the right to reject the offer. 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 Acquirers under the Income-tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers 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.

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

9.18 Applications which are complete in all respects and which reach to the Registrar to the Offer on or before the date of closure of the Offer would be approved and accepted by the Acquirers. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the Equity Shareholders by registered/ speed post at the shareholder's sole risk. In case of joint holder(s) the cheque/ demand draft will be drawn in the name of the first holder and in case of unregistered owners of equity shares the consideration will be paid to the person whose name is stated in the contract note. Applications which are rejected, the rejected documents will be sent by registered post.

9.19 The payment for the applications so accepted in the offer will be made by the Acquirers in cash through a crossed Demand Draft / Pay Order/ NECS Credit / NEFT / RTGS / Direct Credit to the equity shareholders of MSL whose share certificates and other documents are found in order and accepted by the Acquirers within 15 days from the date of the Closure of the Offer.

9.20 In accordance with Regulation 22(5A) of SEBI (SAST) Regulations, Equity Shareholders who have tendered requisite documents in terms of PA and LoF shall have the option to withdraw acceptance tendered up to 3 working days prior to the Offer closing date. The withdrawal option can be exercised by submitting the FOW, separately enclosed with the LoF which will be mailed to the Equity Shareholders of MSL as on the Specified Date together with copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details:

* Name, Address, Distinctive No., Folio No., No. of shares tendered / withdrawn, DP name, DP identification, beneficiary account number. In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above.

10. Schedule of activity pertaining to the Offer:

Activity	Date	Day
Public Announcement	February 10, 2011	Thursday
Last date for a competitive bid	March 3, 2011	Thursday
Specified Date	March 11, 2011	Friday
Date by which the Letter of Offer will be dispatched to shareholders	March 26, 2011	Saturday
Date of opening of the Offer	April 4, 2011	Monday
Last date for revising the Offer Price/ number of shares	April 13, 2011	Wednesday
Last date for withdrawal of acceptance	April 20, 2011	Wednesday
Date of closing of the Offer	April 23, 2011	Saturday
Date by which acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or the share certificate(s) / demat delivery instruction for the rejected Shares will be dispatched / issued.	May 7, 2011	Saturday

11. General

11.1 Equity Shareholders who have accepted the Offer by tendering the requisite documents, in terms of PA/LoF, can withdraw the same upto 3 working days prior to the date of the Closure of the Offer.

11.2 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.

11.3 Pursuant to Regulation 13 of the SEBI(SAST) Regulations, the Acquirers have appointed Centrum Capital Limited as Manager to the Offer and the Manager to the Offer issues this PA on behalf of the Acquirers.

11.4 **If there is a competitive bid:**

11.4.1 **The public offer under all the subsisting bids shall close on the same date.**

11.4.2 **As the Offer Price cannot be revised during 7 working days prior to the date of closure of the Offer, it would be therefore, 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.**

11.5 The Acquirers, PACs and MSL have not been prohibited by SEBI from dealing in securities in terms of directions issued under SEBI Act or any other regulation made under the SEBI Act.

11.6 The Acquirers and PACs, alongwith their respective Board of Directors, accepts full responsibility for the information contained in the PA and also for the fulfillment of obligations of the Acquirers in accordance with SEBI(SAST) Regulations.

11.7 For further details please refer to the LoF and the FOA. This PA and the Lof together with FOA would also be available on SEBI's website at http:// www.sebi.gov.in/. Eligible persons to the Offer may also download a copy of the LoF and FOA from the said website from the Offer Opening Date i.e. April 04, 2011 and apply in the same.

Issued on behalf of the Acquirers and PACs by the Manager to the Offer

MANAGER TO THE OFFER

CENTRUM

Centrum Capital Limited
Centrum House, CST Road,
Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400 098, India.
Tel: (022) 4215 9000; Fax: (022) 4215 9707
E-mail: msl.openoffer@centrum.co.in
Investor Grievance Id: igmbd@centrum.co.in;
SEBI Registration No.: INM000010445
Contact Person: Ms. Amandeep Sidhu / Mr. N. Saravanan

REGISTRAR TO THE OFFER

LINK INTIME
INDIA PVT LTD
(Formerly INTIME SPECTRUM REGISTRY LTD)

Link Intime India Private Limited
(Unit – Madhusudan Securities - Open Offer)
C-13, Pannalal Silk Mills Compound, LBS Marg,
Bhandup West, Mumbai - 400 078, India.
Telephone: (022) 25960320 Fax: (022) 25960329
Email: msl.offer@linkintime.co.in
SEBI Registration No.: INR000004058
Contact Person Mr. Nilesh Chalke

Place : Bangalore
Date : February 9, 2011

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