LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder(s) / beneficial owner(s) of MARG Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer / Registrar to the Offer. In case you have recently sold your shares in MARG Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed (in case of physical form) to the member of the stock exchange through whom the said sale was effected.

CASH OFFER AT Rs. 91/- (Rupees Ninety One only)
PER FULLY PAID-UP EQUITY SHARE OF RS. 10 EACH
(**"Offer Price"**)
Pursuant to Regulation 11(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (the **"SEBI (SAST) Regulations"**)
TO ACQUIRE
Upto 76,51,572 fully paid-up equity shares of face value Rs. 10/- each (**"Offer"**)
representing 20.00% of the Fully Diluted Equity Capital (as defined in this Letter of Offer) (**"Offer Size"**)
OF
MARG Limited (the **"Target Company"**)

Registered Office: MARG AXIS 4/318, Old Mahabalipuram Road, Kottivakkam, Chennai – 600 041, Tamil Nadu
Tel: +91 44 2454 1111 / 4562 3000; Fax: +91 44 2454 1123
Corporate Office: 'Futura Tech Park', No. 334, Rajiv Gandhi Salai, Sholinganallur, Chennai – 600 119
Tel: +91 44 4562 3000; Fax: +91 44 4562 3624; Website: www.marggroup.com

BY
Akshya Infrastructure Private Limited (the **"Acquirer"** or **"AIPL"**)
Registered Office: 414, Bharathi Street, Puducherry – 605 001, Union Territory of Puducherry, India
Corporate Office: 1st Floor, Sai Subhodaya Apartments, No. 57/2B, East Coast Road, Thiruvanmiyur, Chennai – 600 041
Tel: +91 44 6412 2115;

Note:

1. The Offer is being made pursuant to and in accordance with the provisions of Regulation 11(1) of the SEBI (SAST) Regulations and subsequent amendments thereto.
2. This Offer is neither conditional nor subject to any minimum level of acceptance
3. The Offer is subject to the necessary approval from the Reserve Bank of India (**"RBI"**), under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**"FEMA"**) for acquiring Equity Shares validly tendered under the Offer (including Equity Shares tendered by the non resident Indians, OCBs, foreign institutional investors). No other approvals are required for the Acquirer to acquire Equity Shares tendered pursuant to this Offer. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals. In the event any of the statutory approvals required are refused, necessary steps shall be taken in accordance with Regulation 27 of the SEBI (SAST) Regulations (for details, please refer to clause 2.8 below).
4. Should the Acquirer decide to revise the Offer Price and / or Offer Size upward, such upward revision will be made in terms of Regulation 26 of the SEBI (SAST) Regulations no later than December 9, 2011. If there is any upward revision in the Offer Price and / or Offer Size, the same would be notified by way of a public announcement in the same newspapers in which the public announcement relating to the Offer was made by the Acquirer (**"Public Announcement"** or **"PA"**). Such revised Offer Price would be payable to all shareholders who have accepted this Offer and tendered their Equity Shares at any time during the term of the Offer to the extent to which their acceptance and tenders have been found valid and accepted by the Acquirer.
5. Shareholders who have accepted the Offer by tendering the requisite documents in accordance with the procedures set forth in the PA and this Letter of Offer can withdraw the same up to 3 working days prior to the date of closure of the Offer viz. December 15, 2011.
6. **This Offer is not a competitive bid. There has been no competitive bid.**
7. **If there is a competitive bid, the public offers under all the subsisting bids shall close on the same date. As the Offer Price cannot be revised during the 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**
8. A copy of the PA and the Letter of Offer (including the Form of Acceptance-cum-Acknowledgement and the Form of Withdrawal) will be available on the Securities and Exchange Board of India's (the **"SEBI"**) website at www.sebi.gov.in from the Offer opening date viz. December 1, 2011.
9. The Form of Acceptance-cum-acknowledgement and the Form of Withdrawal are enclosed with this Letter of Offer.
10. All future correspondence, if any, should be addressed to the Registrar to the Offer shown below.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Motilal Oswal Investment Advisors Private Limited 3rd Floor, Hoechst House, Nariman Point, Mumbai 400 021, India Tel: (91 22) 3980 4380 Fax: (91 22) 3980 4315 E-mail: rupesh.khant@motilaloswal.com Website: www.motilaloswal.com Contact Person: Rupesh Khant SEBI Registration No: INM000011005	**Cameo Corporate Services Limited** Subramanian Building, No.1, Club House Road, Chennai – 600 002. Tel No: +91 44 2846 0390 Fax No: +91 44 2846 0129 E-mail: investor@cameoindia.com Website: www.cameoindia.com Contact Person: Ms. K Sreepriya SEBI Registration No: INR000003753
OFFER OPENS ON: THURSDAY, DECEMBER 1, 2011	**OFFER CLOSES ON: TUESDAY, DECEMBER 20, 2011**

(For schedule of major activities relating to the Offer, please refer to the next page)

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER

Activity	Schedule
Public Announcement date	Thursday, October 20, 2011
Specified Date(for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Friday, November 4, 2011
Last date for a competitive bid	Thursday, November 10, 2011
Date by which Letter of Offer to be dispatched to shareholders	Saturday, November 26, 2011
Date of opening of the Offer	Thursday, December 1, 2011
Last date for upward revision of the Offer	Friday, December 9, 2011
Last date for withdrawal by shareholders	Thursday, December 15, 2011
Date of closing of the Offer	Tuesday, December 20, 2011
Last date of communicating rejection / acceptance and payment of consideration for accepted tenders and / or the unaccepted equity shares / share certificates will be dispatched / credited	Wednesday, January 4, 2012

All public shareholders (registered or unregistered) of Equity Shares of the Target Company, except the Acquirer, Promoters and Promoter Group are eligible to participate in the Offer anytime before Offer Closing Date.

RISK FACTORS

Risks related to the Offer

1) The Offer is subject to the terms and conditions set out in this Letter of Offer and receipt of the necessary approval of the RBI, if required, for the acquisition by the Acquirer of Equity Shares held by the public shareholders of the Target Company including NRIs and erstwhile OCBs. To the best of the knowledge of the Acquirer, no other approvals are required for the Acquirer to acquire Equity Shares tendered pursuant to this Offer. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals. In the event of (a) statutory approvals not being received in a timely manner, or (b) litigation leading to a stay on the Offer, or (c) SEBI instructing that the Offer should not proceed, the Offer process may be delayed beyond the schedule indicated in this Letter of Offer. In the event of a delay in the schedule of activities, the payment of consideration to the shareholders whose Equity Shares have been accepted in the Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed. In case of delay due to non-receipt of statutory approvals, as per Regulation 22(12) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence on the part of the Acquirer, grant an extension for the purpose of the completion of the Offer subject to the Acquirer agreeing to pay interest as may be specified by SEBI.
2) Shareholders should note that after the last date for withdrawal of acceptances under the Offer, viz December 15, 2011, shareholders who have tendered their equity shares in the Offer will not be able to withdraw them even if the acceptance of Equity Shares under the Offer and dispatch of consideration gets delayed. The tendered Equity Shares and documents will be held in trust by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
3) The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the depository escrow account on behalf of the shareholders of the Target Company who have accepted the Offer till the completion of the Offer formalities, and the shareholders will not be able to trade such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirer makes no assurance with respect to the market price of the Equity Shares both during the period of the Offer and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of the Target Company on whether to participate or not to participate in the Offer.
4) In the event of oversubscription in the Offer, the acceptance of the tendered Equity Shares will be on a proportionate basis as per Regulation 21(6) of the SEBI (SAST) Regulations 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.
5) The Acquirer accepts no responsibility for the statements made, otherwise than in the Public Announcement or the Letter of Offer or in any advertisement or any materials issued by, or at the instance of the Acquirer and anyone placing reliance on any other source of information would be doing so at his / her / their own risk. The Manager to the Offer accepts no responsibility for the statements made, otherwise than in the Public Announcement or the Letter of Offer or in any advertisement or any materials issued by the Manager to the Offer on behalf of the Acquirer and anyone placing reliance on any other source of information would be doing so at his / her / their own risk.

Risk relating to the Acquirer

1) The Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company.
2) The Acquirer cannot give any assurance regarding the results of the Offer. The reasons for acquisition of shares by Acquirer as more particularly set out in clause 3 may or may not be realized. The extent to which the Acquirer is able to achieve their goals with respect to these items may have a positive or negative effect on the future price of the Equity Shares, which should be considered by shareholders as they evaluate the Offer Price and the Offer. The Acquirer makes no assurance with respect to the future financial performance of the Target Company.

Others

1. The Offer is subject to completion risks as would be applicable to similar transactions.
2. The risk factors set forth above are not intended to be a complete analysis of all risks in relation to the Offer or in association with the Acquirer, but are only indicative. They do not relate to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a shareholder of the Target Company in the Offer. The shareholders of the Target Company are advised to consult their stockbroker, investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

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Definitions / Abbreviations

Acquirer or AIPL	Akshya Infrastructure Private Limited, a private limited company incorporated under the Companies Act, 1956
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Depository Escrow Account	The depository account called "**Cameo Corporate Services Ltd Escrow A/c MARG Open Offer**", opened by the Registrar to the Offer with Stock Holding Corporation of India Limited at National Securities Depository Limited (NSDL). The DP ID is IN301080 and the beneficiary client ID is 22805746
DP	Depository Participant
Eligible Person(s)	All public shareholders (registered and unregistered) of the Target Company except the Acquirer, Promoters and Promoter Group of the Target Company whose names appear on the register of members any time before the closure of the Offer
Equity Shares	Equity shares of the Target Company of face value of Rs. 10 each
FEMA	Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
ESOP Scheme 2006	Marg Constructions Limited Employee Stock Option Plan 2006
Fully Diluted Equity Capital	3,82,57,859 equity shares of face value of Rs.10 each (the sum of the subscribed and paid up capital of MARG Limited and the outstanding options under ESOP Scheme 2006 for which equity shares may be issued by MARG Limited, as on the date of PA)
Letter of Offer or LOF	This letter of offer to the shareholders of MARG Limited relating to the Offer made by the Acquirer
Manager to the Offer or "MOIAPL"	Motilal Oswal Investment Advisors Private Limited
MSE	Madras Stock Exchange Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB	Overseas Corporate Body
Offer or Open Offer	Voluntary offer being made by the Acquirer to all Eligible Persons of the Target Company on the terms contained in this Letter of Offer
Offer Size	76,51,572 Equity Shares representing 20.00% of the Fully Diluted Equity Capital of the Target Company
Offer Opening Date	December 1, 2011
Offer Closing Date	December 20, 2011
Offer Price	Rs. 91.00 (Rupees Ninety One only) per fully paid-up equity shares of face value of Rs. 10/- each
Promoters and Promoter Group	Refers to the promoters and promoter group of the Target Company and as disclosed to the stock exchanges from time to time.
Public Announcement or "PA"	The public announcement relating to the Offer made by the Acquirer as appeared in the newspapers on October 20, 2011
RBI	Reserve Bank of India
Registrar to the Offer	Cameo Corporate Services Limited
RoC	Registrar of Companies
RTGS	Real Time Gross Settlement
SEBI	The Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto

Specified Date	Date for the purpose of determining the names of shareholders, as appearing in the Register of Members of the Target Company or the beneficial records of the relevant DPs, to whom the Letter of Offer will be sent. This date has been determined as November 4, 2011
Target Company/ MARG	MARG Limited
Voting Share Capital	3,81,18,926 Equity Shares, being the issued, subscribed and fully paid-up equity share capital of the Target Company.
Working Days	Working days of SEBI

Currency of Presentation

Please note that all the financial data contained in Rupees in this Letter of Offer has been rounded off to the nearest lakh, except where stated otherwise. This Letter of Offer is being issued by the Manager to the Offer, on behalf of the Acquirer pursuant to Regulation 11(1) and other applicable provisions of the SEBI (SAST) Regulations.

DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MARG LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR OF THE TARGET COMPANY WHOSE EQUITY SHARES / CONTROL ARE / IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT, WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY.

IN THIS BEHALF, AND TOWARDS THIS PURPOSE, MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED, THE MANAGER TO THE OFFER, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 28, 2011 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 1997 AND SUBSEQUENT AMENDMENT(S) AND RE ENACTMENTS THERETO. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

1. Background to the Offer

1.1 The Offer is being made by the Acquirer to the Eligible Persons pursuant to Regulation 11(1) of the SEBI (SAST) Regulations in order to consolidate its holding in the Target Company.

1.2 The Acquirer is making a voluntary Offer to the Eligible Persons to acquire up to 76,51,572 fully paid-up Equity Shares constituting 20.00% of the Fully Diluted Equity Capital of the Target Company. The Offer Size has been determined in accordance with Regulations 21(1) and 21(5) of the SEBI (SAST) Regulations. The Offer is voluntary and has not been triggered by any agreement of the Acquirer with any person for the purpose of acquisition of Equity Shares.

1.3 SEBI vide its letter dated [●], (the "**SEBI Observation Letter**") issued its observations in terms of the proviso to Regulation 18(2) of the SEBI (SAST) Regulations on the draft Letter of Offer submitted with SEBI by the Acquirer.

1.4 The Acquirer forms part of the Promoters and Promoter Group of the Target Company and as on the date of the PA holds 39,95,736 (Thirty Nine Lakhs Ninety Five Thousand Seven Hundred and Thirty Six) Equity Shares constituting 10.44% of the Fully Diluted Equity Capital whereas collectively the Promoters and Promoter Group hold 2,07,35,736 (Two Crore Seven Lakh Thirty Five Thousand Seven Hundred and Thirty Six) Equity Shares in the Target Company constituting 54.20% of the Fully Diluted Equity Capital of the Target Company as on the date of the Public Announcement. There are currently no outstanding partly paid up equity shares or any other instruments convertible into Equity Shares at a future date, except ESOP as stated in clause 6.11 below.

1.5 Upon completion of the Offer, assuming full acceptance of the Offer, the Acquirer, will hold 1,16,47,308 (One Crore Sixteen Lakhs Forty Seven Thousand Three Hundred and Eight) Equity Shares representing 30.44% of the Fully Diluted Equity Capital of the Target Company whereas the total Promoters and Promoter Group holding will increase to 2,83,87,308 (Two Crore Eighty Three Lakh Eighty Seven Thousand Three Hundred and Eight) Equity Shares in the Target Company representing 74.20% of the Fully Diluted Equity Capital of the Target Company.

1.6 As per Clause 40A of the listing agreements (as amended) of the Target Company with the Bombay Stock Exchange Limited ("**BSE**") and the Madras Stock Exchange Limited ("**MSE**"), the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

1.7 The Offer is being made at a price of Rs. 91.00/- per Equity Share, to be paid in cash, in accordance with the provisions of the SEBI (SAST) Regulations and subject to the terms and conditions mentioned in this Letter of Offer.

1.8 Due to the operation of regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, there could be person(s) deemed to be acting in concert with the Acquirer. However, such person(s) are not acting in concert with the Acquirer for the purposes of this Offer.

1.9 The Acquirer is a private limited company incorporated on April 17, 2009 under the Indian Companies Act, 1956, as amended. The registered office of AIPL is located at 414, Bharathi Street, Puducherry – 605 001, Union Territory of Puducherry, India.

1.10 MARG Limited is a public limited company having its registered office located at MARG AXIS 4/318, Old Mahabalipuram Road, Kottivakkam, Chennai – 600 041, Tamil Nadu, India, Tel: +91 44 2454 1111 / 4562 3000; Fax: +91 44 2454 1123.

1.11 Neither the Acquirer nor the Target Company has been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.

1.12 The Acquirer does not have any intention to change the board of directors of the Target Company during the offer period as a direct consequence of the Offer except in the ordinary course of business and in compliance with applicable law.

1.13 The Manager to the Offer does not hold any Equity Shares as on the date of the PA. In terms of Regulation 24(5A) of the SEBI (SAST) Regulations, the Manager to the Offer shall not deal in the Equity Shares during the period commencing from the date of its appointment in terms of Regulation 13 of the SEBI (SAST) Regulations till the expiry of 15 days from the Offer Closing Date.

2. Details of the Offer

2.1 The Public Announcement of the Offer appeared on October 20, 2011 in the following newspapers in accordance with Regulation 15 of the SEBI (SAST) Regulations:

Publication	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition
Makkal Kural	Tamil	Chennai Edition

(This Public Announcement is also available at the SEBI website, www.sebi.gov.in)

2.2 The issued, subscribed and fully paid-up equity share capital of the Target Company is Rs. 381,189,260 divided into 38,118,926 Equity Shares of face value of Rs. 10 each. There are 1,38,933 outstanding options which have been granted under ESOP Scheme 2006. Accordingly, the fully expanded equity and voting share capital is calculated as the sum of the present subscribed and paid up capital and the currently outstanding options i.e. 3,82,57,859 Equity Shares of face value of Rs. 10 each ("**Fully Diluted Equity Capital**"). Currently there are no outstanding partly paid-up shares or any other instruments convertible into equity shares of the Target Company at a future date, except 1,38,933 employee stock options outstanding.

2.3 This Offer to all Eligible Persons is to acquire upto 76,51,572 Equity Shares being 20.00% of the Fully Diluted Equity Capital of the Target Company at the Offer Price of Rs. 91.00 per Equity Share, subject to the terms and conditions mentioned in this Letter of Offer.

2.4 The Offer Price will be payable in cash, subject to the terms and conditions mentioned in this Letter of Offer.

2.5 The Offer is not conditional upon any minimum level of acceptance. Accordingly, the Acquirer will accept all Equity Shares tendered by Eligible Persons pursuant to the Offer at the Offer Price, subject to the Equity Shares tendered, not exceeding 76,51,572 Equity Shares. In case the number of Equity Shares tendered exceeds this number, the acceptance will be made on a proportionate basis in terms of Regulation 21(6) of the SEBI (SAST) Regulations.

2.6 This is not a competitive bid and there has been no competitive bid to this Offer as on the date of this Letter of Offer.

2.7 Except, the acquisition of 35,35,736 (Thirty Five Lakhs Thirty Five Thousand Seven Hundred and Thirty Six) equity shares (representing 9.24% of the Fully Diluted Equity Capital) by AIPL as detailed below, neither the Acquirer nor Directors of the Acquirer have acquired any equity shares of the Target Company during the twelve (12) month period preceding to the date of the PA:

Name of the Acquirer	Price (Rs.)	Date of Acquisition / Conversion	No. of equity share purchased / converted
AIPL	61.00	February 15, 2011	8,00,000#
AIPL	61.00	February 19, 2011	10,00,000#
AIPL	88.00	May 19, 2011	17,35,736
Total (Thirty Five Lakhs Thirty Five Thousand Seven Hundred and Thirty Six)			**35,35,736**

 # Conversion of warrants into equity shares.

2.8 Subject to the receipt of statutory approvals as set out in section titled "Statutory and Other Approvals" below, and other terms and conditions set out in the Public Announcement and this Letter of Offer, the Acquirer will acquire Equity Shares tendered pursuant to the Offer to the extent of the Offer Size. In case the necessary statutory approvals required for the Offer are refused, necessary steps shall be taken in accordance with Regulation 27 of the SEBI (SAST) Regulations reproduced below:

27. (1) No public offer, once made, shall be withdrawn except under the following circumstances:-
(a) ; (b) the statutory approval(s) required have been refused; (c) the sole acquirer, being a natural person, has died; (d) such circumstances as in the opinion of the SEBI merit withdrawal.
(2) In the event of withdrawal of the offer under any of the circumstances specified under sub regulation (1), the acquirer or the merchant banker shall,-
(a) make a public announcement in the same newspapers in which the public announcement of offer was published, indicating reasons for withdrawal of the offer ;
(b) simultaneously with the issue of such public announcement, inform - (i) the SEBI; (ii) all the stock exchanges on which the shares of the company are listed; and (iii) the target company at its registered office.

2.9 The Acquirer may purchase additional Equity Shares of the Target Company from the open market or through negotiations or otherwise after the date of the Public Announcement in accordance with regulation 20(7) of the SEBI (SAST) Regulations and the details of such acquisition will be disclosed by the Acquirer within 24 (twenty four) hours of such acquisition to the stock exchanges where the Equity Shares of the Target Company are listed and to the Manager to the Offer in terms of regulation 22(17) of the SEBI (SAST) Regulations.

2.10 As the Offer Price cannot be revised during 7 working days prior to the Offer Closing Date, it would, therefore, be in the interest of the shareholders to wait until the commencement of that period to know the final Offer Price and tender their acceptance accordingly.

2.11 Equity Shares that are subject to any charge, lien or encumbrance, any court order / any other attachment / dispute are liable to be rejected in the Offer. Applications in respect of Equity Shares that are the subject matter of litigation wherein the shareholders may be prohibited from transferring the Equity Shares during the pendency of such litigation are liable to be rejected if the directions / orders permitting transfer of these Equity Shares are not received together with the Equity Shares tendered under the Offer.

2.12 The Acquirer will acquire the Equity Shares free from all liens, charges and encumbrances together with all rights attached thereto, including the rights to all dividends, bonuses and rights subsequently declared. The tender by any shareholder of any Equity Shares in the Offer must be absolute, unconditional and unqualified.

3. **Object of the Acquisition / Offer**

3.1 The Acquirer form part of the Promoters and Promoter Group of the Target Company and as on the date of the PA holds 39,95,736 Equity Shares constituting 10.44% of the Fully Diluted Equity Capital whereas collectively the Promoters and Promoter Group hold 2,07,35,736 Equity Shares in the Target Company constituting 54.20% of the Fully Diluted Equity Capital of the Target Company as on the date of the Public Announcement.

3.2 AIPL wishes to further consolidate its shareholding in the Target Company to 30.44% of the Fully Diluted Equity Capital and shareholding of the Promoters and Promoter Group in the Target Company to 74.20% of the Fully Diluted Equity Capital by making this Offer to Eligible Persons in accordance with Regulation 11(1) of the SEBI (SAST) Regulations.

4. **Background of the Acquirer**

Akshya Infrastructure Private Limited (the "**Acquirer**" or "**AIPL**")

4.1 AIPL is a private limited company incorporated on April 17, 2009 under the Indian Companies Act, 1956, as amended. The registered office of AIPL is located at 414, Bharathi Street, Puducherry – 605 001, Union Territory of Puducherry, India. The corporate office of AIPL is located at 1st Floor, Sai Subhodaya Apartments, No. 57/2B, East Coast Road, Thiruvanmiyur, Chennai – 600 041, Tamil Nadu, India.

4.2 The Equity Shares of the AIPL are not listed on any stock exchange.

4.3 The current promoters of AIPL are Mr. G R K Reddy and Mrs. V P Rajini Reddy.

4.4 AIPL is currently engaged in the business of contracting and trading of construction materials.

4.5 AIPL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act.

4.6 As on the date of PA, the issued and paid up capital of AIPL is Rs. 4,50,00,000 divided into 45,00,000 Equity Shares of face value of Rs.10/-.

4.7 AIPL has complied with the applicable provisions of Chapter II of the SEBI (SAST) Regulations.

4.8 Mr. P M Shivaraman and Mr Chintamani Padhi are the current directors of AIPL. None of the directors of AIPL is on the board of the Target Company or is an insider within the meaning of the Securities and Exchange Board of India (Insider Trading) Regulations, 1992. The name and address of the members of the board of the Acquirer are as follows:

Name	Residential Address	DIN	Designation	Date of appointment
Mr. P M Shivaraman	20, Narasimhapuram Mylapore, Chennai – 600 004, Tamil Nadu	00591169	Director	October 1, 2011
Mr. Chintamani Padhi	No 48/1, Door No A-1, Dubai Raja Street, Palvathangal, Chennai – 600 114, Tamil Nadu	03010098	Director	December 1, 2010

4.9 Details of qualifications and experience of the directors of the Acquirer are as follows.

Mr P M Shivaraman
Mr. P M Shivaraman is a member of the Institute of Cost and Works Accountants of India and the Institute of Company Secretaries of India. He has held senior position in Credit and Merchant Banking in Allahabad Bank. He has got over 25 years of experience in financial and infrastructure sectors.

Mr Chintamani Padhi
Mr Chintamani Padhi is a graduate in commerce from Utkal University, Orissa. He has more than 7 years of experience in handling finance, accounts and internal audit related matters in various companies during this period.

4.10 As on the date of the PA, AIPL holds 39,95,736 Equity Shares constituting 10.48% of the Voting Share Capital of the Target Company.

4.11 The brief audited financial information of AIPL since incorporation is as follows:

(Rs in Lakhs, except per share data)

Particulars	For the period ended October 18, 2011	For the financial year ended March 31,	
		2011	2010

Total Income	553.41	9.20	-
Expenditure	467.40	0.21	1.84
Profit before Interest and Tax	86.01	8.99	(1.84)
Interest	160.88	15.18	12.82
Profit (Loss) Before Tax	(74.87)	(6.19)	(14.65)
Profit (Loss) After Tax	(74.87)	(6.19)	(14.65)

(Rs in Lakhs)

Balance Sheet	**As at October 18, 2011**	**As at March,**	
		2011	**2010**
Sources of Funds			
Paid-up Share Capital	450.00	1.00	1.00
Reserves and Surplus (excluding revaluation reserves)	(95.71)	(20.84)	(14.65)
Net Worth	**354.29**	**(19.84)**	**(13.65)**
Unsecured Loans	4,285.26	1,399.46	571.18
Total	**4,639.55**	**1,379.62**	**557.53**
Uses of Funds			
Investments	2,909.12	1,378.60	280.60
Net Current Assets	1,730.43	1.02	276.93
Total	**4,639.55**	**1,379.62**	**557.53**

Other Financial Data	**For the period ended October 18, 2011**	**Year ended March 31, 2011**	**Year ended March 31, 2010**
Dividend (%)	-	-	-
Earning per share (Rs.)^	(1.66)	(61.87)	(146.53)
Book value per share (Rs.)*	7.88	(198.40)	(136.52)
Return on Networth (%)#	(21.13)	Not Applicable**	Not Applicable**

Source: Audited Accounts

^ Earnings per share computed as the PAT / Number of shares

** Book Value per share computed as the Networth / Number of shares*

 # Return on Networth computed as Profit After Tax / Networth

*** Since profit (loss) after tax and networth are negative, hence not applicable*

4.12 There are no contingent liabilities of the Acquirer as on October 18, 2011.

4.13 Significant accounting policies of AIPL as on October 18, 2011 are given below:

A. Basis of Preparation of Financial Statements

1. The Financial Statements are prepared under historical cost convention on accrual basis and going concern concept and materially comply with Accounting Standards (AS) as mandated by Rule 3 of the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956, to the extent applicable.
2. The Company is a small and medium sized company (SMC) as defined in the General Instructions relating to Accounting Standards notified and accordingly the Company has complied with the Accounting Standards as applicable to SMC.
3. Use of Estimates: The preparation of financial statements requires the Management of the Company to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statement & reported income & expenses during the reporting period. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provisions for income taxes, useful life of fixed assets, accounting for work executed etc.

B. Revenue Recognition

All Income and Expenses have been recognized on accrual system of accounting.

C. Fixed Assets & Depreciation

1. The Fixed Assets are stated at cost of acquisition including interest paid on specific borrowings up to the date of acquisition / installation of the assets and improvement thereon less depreciation.
2. Depreciation is provided on fixed assets, on written down value method, on pro-rata basis as per the rates specified in Schedule XIV of the Companies Act, 1956.
3. Advances paid towards acquisition of fixed assets and cost of assets not put to use before the year end are shown under Capital Work - in - Progress.
4. The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists the company estimates the recoverable amount of the assets. If such recoverable amount of the asset or recoverable amount of the cash generating divisions which the assets belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss against recognized in the profit and loss account.

D. Investments

Investments are classified as long-term and current investments. Long-term investments are shown at cost or written down value (in case of other than temporary diminution) and current Investments are shown at cost or market value whichever is lower.

E. Operating Leases

Assets subject to operating leases are included under fixed assets or current assets as appropriate. Lease income is recognized in the profit and loss account on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the profit and loss account.

F. Tax on Income

1. The accounting treatment for income Tax in respect of company's income is based on the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act, 1961.
2. Deferred Tax on timing differences between the accounting income and taxable income for the year is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

4.14 Reasons for the rise/fall in Income and Profit after Tax (PAT) for the last two years.

Financial for the period ended October 18, 2011

The total income for the Period ended 18th October, 2011 is Rs. 553.41 lakhs as against Rs.9.20 Lakhs for the financial year ended March 31, 2011. The total income earned from contracting & trading of construction materials is Rs.473.49 Lakhs and dividend income is Rs.79.92 Lakhs from the Target Company. AIPL has reported a net loss for the period ended October 18, 2011 is Rs.74.87 lakhs as against the net loss for the previous financial year ended March 31, 2011 of Rs. 6.19 lakhs.

Financial Year ended March 31, 2011 as compared to Financial Year ended March 31, 2010

The total income for the financial year ended 31st March, 2011 is Rs. 9.20 lakhs as against nil for the financial year March 31, 2010. The total income earned is from dividend income from the Target Company. AIPL has reported a net loss for the financial year ended March 31, 2011 is Rs.6.18 lakhs as against the net loss for the previous financial year ended March 31, 2010 of Rs. 14.65 lakhs.

Financial Year ended March 31, 2010

Being the first year of operation, the Acquirer has not commenced any operation in the financial year ended March 31, 2010. The acquirer has incurred a net loss for the financial year ended March 31, 2010 is Rs. 14.65 lakhs.

4.15 None of the directors of AIPL hold any Equity Shares of the Target Company nor have they acquired any Equity Shares of the Target Company over the last 12 months from the date of the Public Announcement.

4.16 Details of earlier acquisitions (including equity shares allotted upon conversion of warrants) made by the Acquirer in the Target Company, change in shareholding pursuant to such acquisitions and status of compliance with the SEBI (SAST) Regulations, other applicable regulations under the SEBI Act and other statutory requirements, as applicable, are as below:

Date of Allotment/ Purchase	No of Equity Shares acquired	Cumulative holdings of Acquirer	cumulative % of paid up capital of the Target Company	Paid up shares of Target Company	Mode of Acquisition	Status of Chapter II Compliance
September 29, 2009	4,60,000	4,60,000	1.69	2,71,70,481	Allotment of Equity shares upon Conversion of Warrants	Complied
February 15, 2011	8,00,000	12,60,000	3.57	3,52,48,807	Allotment of Equity shares upon Conversion of Warrants	Complied
February 19, 2011	10,00,000	22,60,000	5.93	3,81,18,926	Allotment of Equity shares upon Conversion of Warrants	Complied
May 19, 2011	17,35,736	39,95,736	10.48	3,81,18,926	Purchase through Open Market	Complied

4.17 As on the date of PA, the Acquirer is not subject to any litigation that could be expected to adversely affect its ability to perform its obligations in connection with the Offer.

4.18 The Acquirer was not involved in any merger/demerger/spin off since its incorporation.

4.19 **Disclosure in terms of Regulation 16(ix) and future plans / strategies of the Acquirer with regard to the Target Company**

4.19.1 The Acquirer has no plans to sell, dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business and except to the extent required for the purpose of restructuring, joint venture and/or rationalization of assets, investments, liabilities, business or otherwise of the Target Company for commercial reasons and operational efficiencies, which will be done subject to receipt of statutory approvals wherever necessary.

4.19.2 Under the second proviso to Regulation 16(ix) of the SEBI (SAST) Regulations, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.

4.19.3 The Acquirer does not have any intention to change the board of directors of the Target Company during the offer period as a direct consequence of the Offer except in the ordinary course of business and in compliance with applicable law.

5. Disclosure in terms of Regulation 21(2) of the SEBI (SAST) Regulations

In terms of the listing agreements with BSE and MSE, the Target Company is required to maintain a minimum public shareholding for listing on a continuous basis. Pursuant to the existing Offer Size and the current shareholding of the Promoters and Promoter Group of the Target Company, the public Shareholding in the Target Company is not expected to fall below the levels stipulated by the equity listing agreement even after, assuming full acceptance of the Offer, acquisition of the Offer Shares by the Acquirer. In light of the same, the provision of Regulation 21(2) of the Regulations shall not apply.

6. Information about the Target Company

6.1 MARG Limited is a public limited company having its registered office located at MARG AXIS 4/318, Old Mahabalipuram Road, Kottivakkam, Chennai – 600 041, Tamil Nadu, India, Tel: +91 44 2454 1111 / 4562 3000; Fax: +91 44 2454 1123 and corporate office located at 'Futura Tech Park', No. 334, Rajiv Gandhi Salai, Sholinganallur, Chennai – 600 119; Tel: +91 44 4562 3000; Fax: +91 44 4562 3624.

6.2 Mr G R K Reddy, Mrs V P Rajini Reddy and Mr. G Raghava Reddy are the current promoters of the Target Company.

6.3 The Acquirer holds 10.44% and the Promoters and Promoter Group collectively hold 54.20% of the Fully Diluted Equity Capital of the Target Company.

6.4 Brief history & major area of operation

6.4.1 The Target Company was incorporated on December 16, 1994 as MARG Constructions Limited under the Companies Act, 1956. Subsequently, the name of the Target Company changed to MARG Limited pursuant to a special resolution of the shareholders of the Target Company at an annual general meeting held on September 25, 2007. The certificate of incorporation to reflect the new name was issued on December 17, 2007 by the RoC.

6.4.2 The Target Company's Equity Shares are listed on BSE & MSE. Further, its Equity Shares are also traded on NSE under permitted securities category (through MSE trading platform) with effect from November 5, 2009.

6.4.3 MARG Limited is an infrastructure and real estate development and services company. In the Infrastructure development segment, the Target Company, by itself and through its subsidiaries, operates / develops projects such as port, airport, multi level car parking and captive ship repair yard on a BOT basis. Further, this segment includes development of light engineering and multi services SEZs. In the Real Estate segment, the Target Company executes projects - either on its own or through its wholly owned subsidiaries - in commercial and residential realty ventures. Further, the services provided by the Target Company include EPC contracting, dredging and logistics. The Target Company also has an in-house EPC division which has experience and capabilities in designing, constructing, developing and operating marine structures, integrated townships, IT Parks, commercial spaces and residential houses / apartments. The Target Company's EPC division has been successfully leveraged in the construction of infrastructure and real estate projects.

6.5 The issued, subscribed and paid-up share capital of the Target Company is Rs. 38,11,89,260 (Rupees Thirty Eight Crore Eleven Lakh Eighty Nine Thousand Two Hundred and Sixty) consisting of 38,118,926 (Three Crore Eighty One Lakh Eighteen Thousand Nine Hundred and Twenty Six) equity shares of face value of Rs. 10.00 (Rupees Ten) each. Currently there are no outstanding partly paid-up shares or any other instruments convertible into equity shares of the Target Company at a future date, except 1,38,933 employee stock options outstanding.

6.6 Equity share capital structure of the Target Company

Paid-up Equity Shares	**No. of Equity Shares/ voting rights**	**% of Equity Shares/ Voting rights**
Issued, Subscribed and Fully Paid-up Equity Shares	3,81,18,926	100%
Issued, Subscribed and Partly Paid-Up Equity Shares	-	-
Total Paid-up Equity Shares	3,81,18,926	100%
Total Voting Rights in Target Company	3,81,18,926	100%

Source: BSE

The Target Company does not have any partly paid-up or forfeited Equity Shares.

6.7 Build up of the current equity capital structure of the Target Company since inception and disclosure of status of compliance with the applicable provisions of the SEBI (SAST) Regulations, other applicable regulations under the SEBI Act and other statutory requirements, as applicable is as follows:

Date of allotment	**No. & % of Equity Shares issued**		**Cumulative paid-up Equity Share**	**Mode of allotment**	**Identity of Allottee (Promoters / Others)**	**Status of compliance**
	No. of equity shares	**% of shares issued as on date of allotment**				
16-Dec-94	70	100.00	700	Subscription to the Memorandum of Association	Subscribers	SEBI (SAST) Regulations is not applicable. All other applicable statutes have

						been complied with
31-Jan-95	7,01,700	99.99	7,01,770	Preferential allotment	Promoter	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
02-Mar-95	7,98,230	53.22	15,00,000	Preferential allotment	Promoters	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
24-May-95	25,00,000	62.50	40,00,000	Public Issue	Promoters & Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
3-Oct-05	60,00,000	60.00	1,00,00,000	Preferential allotment	Promoters and Promoter Group and Others	Complied
28-May-06	1,90,000	1.86	1,01,90,000	Preferential allotment	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
28-Feb-07	27,03,000	20.96	1,28,93,000	Underlying shares to GDR holders	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
30-Mar-07	36,99,900	22.30	1,65,92,900	Conversion of Warrants	Promoters	Complied
7-Apr-07	7,79,100	4.48	1,73,72,000	Conversion of Warrants	Promoters	Complied
7-Apr-07	7,68,276	4.24	1,81,40,276	Conversion of FCCB	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
1-Aug-07	2,51,000	1.36	1,83,91,276	Conversion of Warrants	Promoters	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
1-Aug-07	1,41,292	0.76	1,85,32,568	Conversion of FCCB	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
11-Oct-07	19,00,000	9.30	2,04,32,568	Conversion of Warrants	Others	Complied
12-Oct-07	2,00,000	0.97	2,06,32,568	Preferential Allotment	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
12-Oct-07	2,61,390	1.25	2,08,93,958	Conversion of FCCB	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with

12-Oct-07	14,70,000	6.57	2,23,63,958	Conversion of Warrants	Promoters & Others	Complied
1-Dec-07	21,19,384	8.66	2,44,83,342	Conversion of FCCB	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
5-Jan-08	11,25,039	4.39	2,56,08,381	Conversion of FCCB	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
29-Sep-09	15,62,100	5.75	2,71,70,481	Conversion of Warrants	Promoters and Promoter Group and Others	Complied
4-Nov-09	37,888	0.14	2,72,08,369	Conversion of Options under ESOP-2006	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
3-May-10	56,31,648	17.15	3,28,40,017	Allotment of shares under Qualified Institutional Placement ("QIP")	Others	Complied
15-May-10	89,400	0.27	3,29,29,417	Conversion of Warrants	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
12-Oct-10	45,610	0.14	3,29,75,027	Conversion of Options under ESOP-2006	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
13-Nov-10	23,780	0.07	3,29,98,807	Conversion of Options under ESOP-2006	Others	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
15-Feb-11	22,50,000	6.38	3,52,48,807	Conversion of Warrants	Promoters & Marg Foundation	Complied
19-Feb-11	28,70,119	7.53	3,81,18,926	Conversion of Warrants	Promoters and Promoter Group and Others	Complied

6.8 The trading of Equity Shares had been suspended on the BSE from August 31, 1998 to August 10, 2005 for not informing book closure/record date for the year 1999, 2000, 2001 & 2002 and not submitting shorter notice for the year 1998 and 2003 as per clause 15/16, non compliance as per clause 35 and quarterly non submission from June 2003 to December 2003 as per clause 41 and non submission of corporate governance for December 2003 as per clause 49 of the Listing Agreement. However, the Target Company then complied the formalities for revocation of suspension of trading and got the revocation of suspension vide notice no. 20050808-13 dated August 8, 2005 and resumed trading w.e.f. August 11, 2005.

6.9 There have been no instances of non-listing of some and / or all Equity Shares allotted by the Target Company at any stock exchange. Furthermore, no penal / punitive action has been taken against the Target Company by any of stock exchanges on which the Equity Shares of the Target Company are listed, except as stated in clause 6.8 for suspension of trading.

6.10 The Target Company has been in compliance with the listing requirements of the BSE and the MSE and no penal actions (except suspension in trading as stated in clause 6.8) have been initiated by any of the stock exchanges against the Target Company. The Target Company has duly complied with the various requirements of Clause 49 relating to corporate governance under the listing agreements with the BSE and the MSE, as amended from time to time.

6.11 The Target Company has granted ESOP to employees of the Target Company and its subsidiaries as per the ESOP Scheme 2006. A total of 1,38,933 employee stock options are outstanding as on the date of PA.

6.12 As of the date of the PA, the Target Company has no outstanding warrants, fully convertible debentures, partly convertible debentures, partly paid-up Equity Shares, or any other instruments convertible into Equity Shares, except 1,38,933 employee stock options are outstanding as on the date of PA.

6.13 The Target Company, its Promoters and Promoter Group have complied with the applicable provisions of Chapter II of the SEBI (SAST) Regulations except for the period from 1997 to 2002 for which the Target Company had consented for penalty vide letter dated December 1, 2004.

6.14 The Target Company has confirmed that it has not been prohibited by SEBI from dealing in securities, in terms of section 11B of the SEBI Act, 1992, as amended.

6.15 Names and addresses of board of directors of the Target Company as on the date of PA are as follows:

Name	**Residential Address**	**Designation, Date of appointment and Director Identification Number ("DIN")**
Mr. G R K Reddy	Old No. 24, New No. 17, South Mada Street, Srinagar Colony, Saidapet, Chennai- 600 015	Chairman & Managing Director Appointed on: January 4, 1995 DIN: 00903778
Mr. G Raghava Reddy	Andhra Bank Building upstairs, Machavaram, Maruthinagar, Vijayawada- 520 004	Non-Executive Director Appointed on: August 10, 1999 DIN: 00023958
Mrs. V P Rajini Reddy	Old No. 24, New No. 17, South Mada Street, Srinagar Colony, Saidapet, Chennai- 600 015	Non-Executive Director Appointed on: January 5,2001 DIN: 00904123
Mr. Arun Kumar Gurtu	A-15/4, D L F City, Phase 1, Gurgaon, Haryana – 122 002	Non-Executive and Independent Director Appointed on: March 30, 2007 DIN: 01413013
Mr. Karanjit Singh Jasuja	H No 329, Block KP East, Pitampura, Delhi- 110 034	Non-Executive and Independent Director Appointed on: June 20, 2007 DIN: 01563933
Mr. Saibaba Vutukuri	GC 3rd Block, No.40, Lakshmi Ma Apartments,4th Seaward Road, Valmiki Nagar, Thiruvanmiyur Chennai - 600 041	Non-Executive and Independent Director Appointed on: October 24, 2007 DIN: 01926362

6.16 Details of experience and qualifications of the board of directors of the Target Company

Mr. G R K Reddy

Mr. G R K Reddy is 51 years old and is a resident of Chennai. He holds post-graduate degree in commerce and is an alumnus of Kellogg School of Management. Subsequently, he started the construction business and promoted MARG Limited. He made it as one of the prominent groups operating in South India providing infrastructure, real estate, power, civil, electrical, residential and commercial projects.

Mr. G Raghava Reddy

Mr. G Raghava Reddy is 79 years old and is a graduate in civil engineering, with over 41 years of experience in infrastructure and construction industry. His engineering expertise was utilised for Nagarjuna Sagar Dam Diversion Tunnel, Nagarjuna Sagar Dam Right Canal at Gundlakamma River, Krishna Delta Regulation System, Godavari Barrage, Water Supply Canal to Visakapatnam Steel Plant, Spilway works for Yellashwaram Reservoir and Multistorey Commercial and Residential Complex in Vijayawada.

Mrs. V P Rajini Reddy

Mrs. V P Rajini Reddy is 44 years old and is a graduate in electronic and communication engineering with over a decade of experience in the areas of Investment Consultancy. She has over 8 years experience in the area of CAD/CAM systems, software development and training. She runs a BPO organization in Chennai, catering to international clients back office activities. She has been instrumental in guiding the technology inflow to the Target Company.

Mr. Arun Kumar Gurtu

Mr. Arun Kumar Gurtu is 68 years old and is a fellow member of Institute of Chartered Accountants of India. He brings with him 33 years of rich experience. Presently, he provides advisory and consultancy services. He has held senior positions in various industries varying from banking, tea, cable paper and constructions and real estate. He has held senior position in Construction and Real Estate companies in the last 15 years. He has handled various projects from conception stage to commissioning stage.

Mr. Karanjit Singh Jasuja

Mr. Karanjit Singh Jasuja, aged 50 years, is a fellow member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has been authoring articles and delivering lectures on various Professional topics. He is a practicing Chartered Accountant. He has been advisor to all kind of corporate issues and is an expert on taxation and finance.

Mr. Saibaba Vutukuri

Mr. Saibaba Vutukuri is 48 years old and is a graduate from National Dairy Research Institute and completed his MBA from Scandinavian International Management Institute, Copenhagen. He is a management professional and has worked in various organizations both within and outside India. During his journey so far, he was associated with various organizations such as APV Pasilac, General Electric, Cadbury Schweppes, NEG Micon, Kwality Group, Dempo Industries. He has handled various functional areas in his career such as manufacturing operations, technology, business development, marketing and sales. Presently he is the CEO of Lanco Solar Pvt Ltd.

6.17 The Target Company has transferred a Dredger to its wholly owned subsidiary with the approval of shareholders through postal ballot on November 20, 2008. The Target Company has confirmed that apart from the above there are no mergers / demergers / spin offs during last 3 years involving the Target Company.

6.18 The consolidated audited financial statements of the Target Company are prepared in accordance with Indian generally accepted accounting standards. The statutory auditor of the Target Company is M/s. K Ramkumar & Co., Chartered Accountants, Chennai. The financial highlights based on the consolidated audited financials for the years ended March 31, 2009, March 31, 2010 and March 31, 2011 are as follows:

(Amount in Lakhs)

Statement of Profit & Loss	**For the Financial Year ended March 31,**		
	2011	**2010**	**2009**
Income from Operations	94,184	36,444	7,009
Other Income	1,020	2,421	3,615
Total Income	**95,204**	**38,865**	**10,624**
Cost of Projects / Operating Expenses	70,796	23,395	1,633
Personnel Expenses	3,374	1,662	1,508
Administrative Expenses	5,005	3,116	2,651
Total Expenditure	**79,175**	**28,173**	**5,792**
Profit Before Depreciation, Interest & Tax	**16,029**	**10,692**	**4,832**
Depreciation	2,817	1,803	670
Profit Before Interest & Tax	**13,212**	**8,889**	**4,162**
Interest & Finance Charges	6,319	4,450	1,377
Profit Before Tax	**6,893**	**4,439**	**2,785**
Current Tax	4,370	4,120	1,918

Taxes - Prior Period	13	-	19
Deferred Tax	633	(871)	267
Fringe Benefit Tax	-	-	30
Prior Period Items (Net)	54	47	-
Profit After Tax Before Minority Interest	**1,823**	**1,143**	**551**
Transfer to cost of control (on consolidation)	17	-	-
Minority Interest	(45)	-	(1)
Profit After Tax after Minority Interest	**1,795**	**1,143**	**550**

(Amount in Lakhs)

Balance Sheet	**As at March 31,**		
	2011	**2010**	**2009**
Share Capital	3,812	2,721	2,561
Employee Stock Option	58	80	-
Share / Warrant Application Money	-	7,830	-
Reserves & Surplus	36,552	21,028	19,882
Minority Interest	14,224	4,255	4
Secured Loans	2,49,761	1,71,495	1,02,392
Unsecured Loans	62	958	400
Deferred Tax Liability (Net)	379	-	617
Total	**3,04,848**	**2,08,367**	**1,25,856**
Goodwill (on consolidation)	867	-	-
Gross Block	94,152	62,723	26,428
Less : Depreciation	5,520	2,653	1,466
Net Block	88,632	60,070	24,962
Capital Work In Progress	1,21,253	73,455	55,643
Investments	258	258	255
Deferred Tax Asset (Net)	-	254	-
Net Current Assets	93,838	74,330	44,996
Total	**304,848**	**208,367**	**125,856**

Other Financial Data	**For the financial year ended**		
	2011	**2010**	**2009**
Dividend (%)	20.00%	20.00%	20.00%
Basic Earning per share (Rs.)	5.51	4.33	2.15
Diluted Earning per share (Rs.)	4.83	3.84	2.15
Book value per share (Rs.)*	106.04	97.60	87.64
Return on Networth (%)#	4.44	3.61	2.45

Source: Annual Report

Note: Networth includes paid up equity share capital plus employee stock option plus share/warrant application money plus reserves and surplus.

** Book Value per share computed as the Networth / Number of shares*

 # Return on Networth computed as Profit After Tax / Networth

6.19 Primary reasons for rise and fall in total income and profitability during the last three years

Financial year ended March 31, 2011 compared to the financial year ended March 31, 2010

The Target Company recorded a total income of Rs. 95,204 lakhs for the financial year ended March 31, 2011, up by 158.43% as against Rs. 38,865 lakhs for the financial year ended March 31, 2010.

The increase in the income from operation in fiscal 2011 is primarily due to increase in revenue from EPC business to Rs. 47,273 lakhs and an increase in revenue from Port & Logistics business to Rs. 19,150 lakhs. An increase in revenue from EPC business is largely on account of increase in revenue realization from external customersThe Company's port business is operated in one of its subsidiary company. The increase in revenue from port business is on account of increase in capacity from 1.75MMT in fiscal 2010 to 5.20 MMT in fiscal 2011. In fiscal 2011, the Company has handled a cumulative traffic of 4.75 MMT as against 1.57 MMT in fiscal 2010.

The Target Company recorded a profit after tax after minority interest of Rs. 1,795 lakhs in fiscal 2011, up by 57.04% from Rs. 1,143 lakhs in fiscal year ended March 31, 2010. The increase in profit after tax is mainly on account of increase in absolute turnover and increase in cargo handing capacity by its subsidiary company.

Financial year ended March 31, 2010 compared to the financial year ended March 31, 2009

The Target Company recorded a total income of Rs. 38,865 lakhs for the financial year ended March 31, 2010, up by 265.82% as against Rs. 10,624 lakhs for the financial year ended March 31, 2009.

The increase in the income from operation is primarily on account of increase in the EPC, Urban Infrastructure Development and commissioning of Phase – I of Karaikal Port which handled 1.57 MMT of cargo in its 1st year of operation.

The Target Company recorded a profit after tax after minority interest of Rs. 1,143 lakhs in fiscal 2010, up by 107.44% from Rs. 550 lakhs in fiscal 2009. The increase in profit after tax is mainly on account of increase revenue from EPC and other verticals.

6.20 The standalone audited financial statements of the Target Company are prepared in accordance with Indian generally accepted accounting standards. The statutory auditor of the Target Company is M/s. K Ramkumar & Co., Chartered Accountants, Chennai. The financial highlights based on the standalone audited financials for the years ended March 31, 2009, March 31, 2010, March 31, 2011 and brief unaudited financials for the quarter ended June 30, 2011 as filed with the stock exchanges based on the limited review are as follows:

(Amount in Lakhs)

Statement of Profit & Loss	**Unaudited, for the quarter ended June 30, 2011**	**For the Financial Year ended March 31,**		
		2011	**2010**	**2009**
Income from Operations	30,799	1,08,501	74,539	46,299
Other Income	44	137	1,549	18
Total Income	**30,843**	**1,08,638**	**76,088**	**46,317**
Total Expenditure	27,773	95,701	62,614	38,017
Profit Before Depreciation, Interest & Tax	3,070	12,937	13,474	8,300
Depreciation	252	689	517	644
Profit Before Interest & Tax	**2,818**	**12,248**	**12,957**	**7,656**
Interest & Finance Charges	1,099	2,761	1,438	1,363
Profit Before Tax	**1,719**	**9,487**	**11,519**	**6,293**
Provision for tax (net)	540	3,478	3,522	2,203
Prior Period Items (Net)	-	22	47	-
Profit After Tax	**1,179**	**5,987**	**7,950**	**4,090**

(Source: Annual Report of Target Company)

(Amount in Lakhs)

Balance Sheet	**As at March 31,**		
	2011	**2010**	**2009**
Sources of Funds			
Share Capital	3,812	2,721	2,561
Employee Stock Option	58	80	-
Share / Warrant Application Money	-	830	-

Reserves & Surplus (excluding revaluation reserves)	57,648	39,978	31,940
Networth	**61,518**	**43,609**	**34,501**
Secured Loans	80,448	51,024	37,374
Unsecured Loans	-	56	-
Deferred Tax Liability (Net)	307	138	617
Total	**142,273**	**94,827**	**72,492**
Net Block	12,687	6,300	11,504
Capital Work In Progress	1,509	197	425
Investments	51,993	43,796	24,146
Net Current Assets	76,084	44,534	36,417
Total	**142,273**	**94,827**	**72,492**

(Source: Annual Report of Target Company)

Other Financial Data	**For the financial year ended**		
	2011	**2010**	**2009**
Dividend (%)	20.00%	20.00%	20.00%
Basic Earning per share (Rs.)	18.11	30.10	15.97
Diluted Earning per share (Rs.)	15.87	26.68	15.94
Book value per share (Rs.)*	161.38	134.44	134.73
Return on Networth (%)#	9.73	18.23	11.85

Note: Networth includes paid up equity share capital plus employee stock option plus share/warrant application money plus reserves and surplus.
** Book Value per share computed as the Networth / Number of shares*
 # Return on Networth computed as Profit After Tax / Networth

6.21 Pre and post offer shareholding pattern of the Target Company is as follows:

Shareholders' Category	**Shareholding & Voting rights prior to the Offer (as of October 14, 2011**		**Equity Shares/Voting rights to be acquired in the Offer (assuming full acceptances)**		**Shareholder/Voting rights after the Offer (assuming full acceptances)**	
	(A)		**(B)**		**(A)+(B)=(C)**	
	No. of Equity Shares	**%**	**No. of Equity Shares**	**% Fully Diluted Equity Capital**	**No. of Equity Shares**	**% Fully Diluted Equity Capital**
(1) Promoters and Promoter Group						
AIPL (Acquirer)	39,95,736	10.48	76,51,572	20.00	1,16,47,308	30.44
Other Promoters and Promoter Group	1,67,40,000	43.92			1,67,40,000	43.76
Total (1)	**2,07,35,736**	**54.40**	**76,51,572**	**20.00**	**2,83,87,308**	**74.20**
(2) Public						
Institutions						
Mutual Funds	23,60,256	6.19			This will depend on the response within each category of (2)	
Financial Institutions, Banks	1,25,600	0.33				
Foreign Institutional Investors	9,18,883	2.41				
Sub Total (A)	34,04,739	8.93				
Non Institutions						
Bodies Corporate	46,13,293	12.10				
Individuals	70,51,214	18.50				
Others	23,13,944	6.07				
Sub Total (B)	1,39,78,451	36.67				
Total (2)	**1,73,83,190**	**45.60**			**97,31,618**	**25.80**
Grand Total	**3,81,18,926**	**100.00**	**76,51,572**	**20.00**	**3,81,18,926**	**100.00**

The total number of public shareholders of the Target Company as on October 14, 2011 is 19,760 shareholders.

6.22 The Acquirer has not acquired any Equity Shares after the Public Announcement up to the date of the Letter of Offer.

6.23 Change in the shareholding of the Promoters and Promoter Group of the Target Company, as and when it happened, is shown in the table below:

Date of Transaction	Particulars	Equity Shares acquired/ purchased	Equity Shares sold / transferred	Total holding of Promoters and Promoter Group	% of total promoters and Promoters Group holding to total equity share capital of the Target Company	Status of Compliance
January 31, 1995	Preferential Allotment	7,01,700	-	7,01,700	99.99	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
March 2, 1995	Preferential Allotment	7,98,230	-	14,99,930	99.995	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
May 24, 1995	Reservation in Public Issue	10,00,000	-	24,99,930	62.50	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
March 31, 1996	Market Sale	-	11,62,730	13,37,200	33.43	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
May 31, 2000	Market Purchase / Sale	4,71,200	1,67,000	16,41,400	41.04	Not Complied, consented for penalty
October 3, 2005	Preferential Allotment	29,58,600	-	46,00,000	46.00	Complied
March 30, 2007	Conversion of Warrants	36,99,900	-	82,99,900	50.02	Complied
April 7, 2007	Conversion of Warrants	7,79,100	-	90,79,000	52.26	Complied
August 1, 2007	Conversion of Warrants	2,51,000	-	93,30,000	50.34	Complied
October 11, 2007	Conversion of Warrants	19,00,000	-	1,12,30,000	54.96	Complied
October 12, 2007	Conversion of Warrants	12,20,000		1,24,50,000	55.00	Complied
October 12, 2007	Market Sale	-	1,50,000	1,23,00,000	55.00	Complied
July 2, 2008	Market Purchase	1,00,000		1,24,00,000	48.42	Complied
July 3, 2008	Market Purchase	1,00,000		1,25,00,000	48.81	Complied
July 4, 2008	Market Purchase	1,00,000		1,26,00,000	49.20	Complied
July 8, 2008	Market Purchase	50,000		1,26,50,000	49.40	Complied
September 29, 2009	Conversion of Warrants	14,50,000		1,41,00,000	51.89	Complied
December 9, 2010	Invocation of shares by pledgee	-	2,93,100	1,38,06,900	41.84	Complied
December 10, 2010	Invocation of shares by pledgee	-	2,40,807	1,35,66,093	41.11	Complied

December 11, 2010	Invocation of shares by pledgee	-	2,15,760	1,33,50,333	40.46	Complied
December 15, 2010	Restoration of invoked shares by the pledgee	45,500	-	1,33,95,833	40.59	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
December 30, 2010	Restoration of invoked shares by the pledgee	1,64,394	-	1,35,60,227	41.09	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
December 31, 2010	Restoration of invoked shares by the pledgee	4,56,567	-	1,40,16,794	42.48	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
January 3, 2011	Restoration of invoked shares by the pledgee	83,206	-	14,10,00,00 0	42.73	SEBI (SAST) Regulations is not applicable. All other applicable statutes have been complied with
February 15, 2011	Conversion of Warrants	21,50,000	-	1,62,50,000	46.10	Complied
February 19, 2011	Conversion of Warrants	27,50,000	-	1,90,00,000	49.84	Complied
May 19, 2011	Market Purchase	17,35,736	-	2,07,35,736	54.40	Complied

6.24 There are no material pending litigations of the Target Company, except as disclosed below:

A. Civil Proceedings

1. Original Suit No. 40/2008 filed in the Court of the District Munsiff at Maduranthakam

The Target Company had purchased certain land, including the said suit property i.e. property situated at Kancheepuram, Cheyyur Taluk, Achivilgam Village bearing Sy. No. 43/1 measuring 15 acres and 29 cents from Mr. Pattabirama Reddiar. The title of 2.29 acres of land out of 15.29 acres of the said property is under dispute. *The matter is pending adjudication.*

2. Original Suit No. No. 100/2008 filed in the Court of the District Munsiff at Maduranthakam

The suit is in respect of the property bearing Survey no. 22/3 and Survey no. 21 measuring 60 cents and 66 cents respectively at Atchivilagam village, Cheyyur Taluk, Kancheepuram District and the title of the said property is under dispute. The Target Company being the agreement holder of the said property was made a party to the said litigation. *Adjourned for amendment of plaint to implead NCTPL and Indian Bank on 27.10.2011. The matter is pending adjudication.*

3. Tr. C.S. No. 368/ 2006 filed in the High Court of Judicature at Madras

Mrs. Kamal Kanwar has sold the suit property to the Target Company. One of Mrs. Kanwar's children challenged the above sale stating that the property has been purchased only for the benefit of the children of Mr. Jabarchand Bafna and his wife Mrs. Kamal Kanwar was allowed to hold the property for the benefit of her children when they were under the tender age. *Plaintiff's evidence to recall a witness adjourned to 10.11.2011. The matter is pending adjudication.*

B. Income Tax Proceedings

T.C.M.P. No. 1560 of 2006 in Tax Case Appeal No. 977 of 2006 filed in the High Court of Judicature at Madras

The Target Company (the "Assessee") has filed its return of income for the year ending March 31, 2001 pertaining to the assessment year 2001-02 declaring a total income of Rs.50.09 lakhs. The Assessee had purchased solar photo voltaic lanterns from Photon Energy Systems Ltd. and leased it to various parties for a period of 5 years. The Assessee capitalized the value of lanterns in its books at Rs.213.00 lakhs during the relevant year and claimed depreciation. The manufacturer M/s. Photon Energy Systems Ltd. dispatched the said lanterns directly to the godown of the end users. The manufacturer raised invoices against the Assessee and the Assessee in turn raised the same against the end users. The Assessee's claim was disallowed on the ground that asset was not delivered before March 31, 2001. The Assessing officer termed the transaction to be a "sham". The

Assessee had entered in to a contract with Das Lagerway Windfarm Ltd. for carrying construction work for installation of wind mills in Ananthpur, Andhra Pradesh and the civil and electrical work was completed in March 1999 and March 2000 respectively. An advance of Rs.182.92 lakhs was received by Assessee in this regard. Upon completion of the work, DLWL had unpaid dues to the Assessee, which was shown as outstanding in the books of the Assessee because of dispute between the parties. The Department concluded the said as credit and included the same as income without giving an opportunity to the Assessee. Therefore, the Assessee filed an appeal before the Commissioner of Income Tax (Appeals) which was dismissed on December 12, 2004. Aggrieved by the said order, the Assessee filed an appeal before the High Court of Judicature at Madras. *The matter is pending adjudication*.

C. Consumer Proceedings

1. Appeal against Consumer Case No. 75/2008 filed in the AP State Consumer Commission at Hyderabad.
The Complainant, Mr. E. Veera Reddy had purchased share certificates of the Target Company from one Mr.P. Jayarami Reddy by paying an amount of Rs.5.20 lakhs and requested for the said share transfer to be on record. Due to the lapses on the part of the Opposite Parties (Cameo Corporate Services Limited and the Target Company), the said transfer of shares were not effected and the Complainant filed the said complaint seeking for damages of Rs.0.90 lakhs towards compensation and loss suffered due to the attitude of the Opposite Parties and deficiency of services. The Target Company has filed a written version stating that the same does not fall under the ambit of Consumer Protection Act and requested the Court to dismiss the petition. However the District Consumer Forum has passed an adverse order against the Target Company. Now the Target Company has preferred an appeal before the AP State Consumer Disputes Reddressal Commission. *The matter is pending adjudication.*

D. Civil cases filed by the Target Company

1. Application No. 2028 of 2009 in C.S. No. 811 of 2004 filed in the High Court of Judicature at Madras

The Target Company had entered in to two sale agreements dated July 27, 2004 and July 28, 2004 in respect of the properties admeasuring 46.915 acres situated at Sholinganallur Village for which sale consideration was initially Rs.19 lakhs per acre. Subsequently, it was enhanced to Rs.21 lakhs per acre. An advance of Rs. 200.00 lakhs was paid as fixed deposit with State Bank of India, Bazullah Branch, T. Nagar in favour of M/s. SICAL Logistics Ltd and the balance to be paid after obtaining no objection certificate from State Bank of India. Though the Target Company expressed its willingness to perform their part of the contract, M/s. SICAL Logistics Limited failed to perform their part of the contract. Therefore, the Target Company approached the Court and filed an application for an interim injunction for restraining SICAL Logistics Ltd from entering, alienating, leasing or developing or handing over possession of the said property. While the dispute was pending, SICAL Logistics Ltd has sold the said property in favour of M/s. Haciendaa Infotech and Realtors (P) Ltd. and DSRK Holdings (Chennai) Private Limited. Now the Target Company has filed the amendment application before the trial court vide A.2028/2009 - for making certain amendments to plaint and to implead Haccindaa Infotech and Realtors (P) Ltd. as 6th respondent/6th defendant and the same was allowed. *The matter is pending adjudication.*

2. Writ Petition No. 42992 of 2006 filed in the High Court of Judicature at Madras

The Target Company had purchased certain land to a total extent of 11 acres and 52 cents through a registered sale deed dated July 15, 2005 under doc.no. 1461 of 2005 registered before the Sub-Registrar of Cheyyur from Mr. A.V Krishna Reddy represented by his power of attorney holder, Mr. K. Rangaraj vide registered Power of Attorney dated 31.12.2001 registered as document no. 188/2001 before the Sub-Registrar's office of Chengalpattue. The Target Company had taken possession of the property and got Patta transferred in its name. It was later brought to the attention of the Target Company that Mr. A.V. Krishan Reddy had also executed another Power of Attorney to one Mr. Vedagiri and has sold the property to second respondent, Tmt. Bhaktammal. Thus, the very same land was sold twice by Mr. A.V Krishan Reddy. Bhakthammal filed a petition before the Tahasildar to cancel the patta and the Tahasildar cancelled the patta issued in the name of the Target Company. Therefore, the Target Company has filed this writ petition to issue a writ of Certiorari or any other order calling for records in the proceedings bearing no. Naa Kaa 5532/2006 Aa1 and quash the same. *The matter is pending adjudication.*

3. Appeal Suit No.21 of 2009 against Original Suit No. 247 of 2006 filed in the Sub Court at Madurandagam

The Target Company had purchased certain land to a total extent of 11 acres and 52 cents through a registered sale deed dated July 15, 2005 under doc.no. 1461 of 2005 registered before the Sub-Registrar of Cheyyur. As the title of the said property was disputed, the Target Company has filed this case before the Hon'ble Court to declare the title of the Target Company to the schedule properties; granting a perpetual injunction restraining the defendants in this case from disturbing the peaceful possession and enjoyment of the property. The Original Suit.No.247 of 2006 was dismissed by the trial court. The Target Company has filed an appeal bearing A.S.No.21 before sub court. Interim injunction has been granted in favour of the Target Company by the Court till the disposal of the appeal. *The matter is pending adjudication.*

4. Writ Petition no. 15908 of 2008 filed before High Court at Chennai.

The Target Company had put up construction after obtaining approval in Survey No. 3A1, Door No.80, Old Mahabalipuram Road, Karapakkam Village, Chennai- 96. This Writ Petition was filed against the Tamil Nadu Electricity Board (TNEB) in respect of the minimum monthly charges imposed by TNEB for connection to the said commercial complex. The grievance of the Target Company is that when they approached the TNEB, they demanded a Completion Certificate from Chennai Metropolitan Development Authority ("CMDA") concerned though there were only minor deviations. The Target Company was served with a notice of demand dated June 30, 2008 demanding minimum electricity charges of sum of Rs.50,16,130/- for the period January 20, 2007 to June 10, 2008 when there was no permanent HT connection given. Interim directions were given to the Target Company to deposit a sum of Rs.25,00,000/- and Rs.13,00,000/- lakhs within one week vide the order dated July 07, 2008. The same has been paid by the Target Company. *The matter is pending adjudication.*

5. Appeal No. 65/2010 as against the Original suit No. 129/07 filed In the Court of the District Munsiff at Maduranthakam

The said suit is pertaining to the property bearing Sy. No. 35/3, 35/4, 42/2C, 42/4, 134/2A and 134/3A situated at Cheyyur Taluk, Seekinankuppam village purchased by the Target Company. The title of the said property is matter of dispute. The Target Company has stated that they are bona fide purchasers and was unaware of the Principal's death when they purchased the property from the Power of Attorney holder, Mr. Ramanaya. *The matter is pending adjudication.*

6.25 Status of corporate governance of the Target Company

Committees of Directors

I. Mandatory Committees of the Target Company

a) <u>Audit Committee of Directors</u> **("<u>Audit Committee</u>"):** The powers and terms of reference of the Audit Committee are as mentioned in the Clause 49 II (C), (D) & (E) of the listing agreement and Section 292A of the Companies Act, 1956. The terms of reference are briefly described below:

   a) To review the quarterly, half-yearly and annual financial statements before submission to the Board, focusing particularly on:
      i. Any changes in the accounting policies
      ii. Significant adjustments made in the financial statements arising out of audit findings
      iii. Compliance with listing and other legal requirements relating to financial statements
      iv. Limited Review Report of Auditors
      v. Compliance with applicable accounting standards
      vi. Directors' Responsibility Statement as per section 217 (2AA) of the Companies Act, 1956
      vii. Major accounting entries involving estimates based on the exercise of judgement by the management
      viii. Disclosure of any related party transactions
      ix. Qualifications in the Draft Audit Report
   b) To recommend to the Board the appointment, reappointment and if required, the replacement or removal of statutory auditor and fixing of audit fees
   c) To approve payment to statutory auditors for audit or other services rendered by them
   d) To discuss with the statutory auditor before the audit commences, the nature and scope of the audit

e) To discuss with internal auditors any significant findings and follow up thereon
f) To review the statutory auditors report and presentations and management's response
g) To review with the management, application of funds raised through issue of shares
h) To review the adequacy of internal audit programme and the major findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board
i) To review the functioning of the Whistle Blower Mechanism
j) To review management discussion and analysis of financial condition and results of operations
k) To review internal audit reports relating to internal control
l) To review appointment, removal and terms of remuneration of the Chief Internal Auditors; and
m) To consider other matters, as may be referred to by the Board of Directors from time to time

b) Shareholders/ Investors Grievance Committee of Directors (**"Investors Grievance Committee"**): The Investors Grievance Committee has been constituted to attend to and redress the investors' grievances. The Target Company and Registrar & Share Transfer Agent, attend to all grievances of the investors received directly or through SEBI, stock exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

II. Non-mandatory / Other Committees of the Target Company

a) Remuneration Committee of Directors (**"Remuneration Committee"**): The following are the terms of reference for the Remuneration Committee of the Target Company:
   a) To decide on the remuneration policy of the managerial personnel
   b) To approve the appointment/ reappointment of the managerial personnel for such tenure as they may decide
   c) To approve the remuneration package to the managerial personnel within the limits provided in Schedule XIII of the Companies Act, 1956 read with other applicable provisions of the said Act
   d) Other benefits entitlement viz., Accommodation, Insurance, Medical expenses reimbursement, Leave Travel Allowance, Company's Car and Telephone at residence, etc
   e) To decide and recommend to Board the commission to be paid to Managing Director and Other Non Executive Directors
   f) Such other powers/ functions as may be delegated by the Board from time to time

b) Compensation Committee of Directors (**"Compensation Committee"**): The Board has constituted a Compensation Committee for the purpose of Employee Stock Option Plans of the Target Company.

c) Banking and Legal Matters Committee of Directors (**"Banking and Legal Matters Committee"**): The Committee has been constituted with a view to expedite various banking, legal and other statutory or non statutory issues which otherwise requires the approval of Board.

d) Capital Issues and Allotment Committee of Directors (**"Capital Issues and Allotment Committee"**): The committee has been constituted for issue of capital and allotment of Shares/ convertible instruments and allotment of Equity Shares upon conversion of such instruments.

e) Business Review Committee of Directors (**"Business Review Committee"**): The committee has been constituted for reviews the progress of various projects inter-alia operations, business, finances and execution.

6.26 Name and details of the Compliance Officer of the Target Company:

Name: Mr S Sivaraman

Designation: Company Secretary

Address: MARG Axis, 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041;
Tel: (91 44) 4562 3000; Fax: (91 44) 2454 1123

7. Offer Price and Financial Arrangements

7.1 **Justification of Offer Price**

7.1.1 The Equity Shares are listed on BSE and MSE and admitted for trading in NSE under permitted securities category (through MSE trading platform).

7.1.2 The annualized trading turnover in the Equity Shares of the Target Company during the period April 1, 2011 – September 30, 2011 (six (6) calendar months preceding the month in which the PA was made) is as given below:

Stock Exchange	Total no. of Equity Shares Traded (April 1, 2011 to September 30, 2011)	Total Equity Shares Listed	Weighted number of Equity Shares	Trading Turnover (Annualized) (% of Total Equity Share Listed)
NSE (through MSE trading platform)	1,24,02,909	3,81,18,926	3,81,18,926	65.07
BSE	97,46,810	3,81,18,926	3,81,18,926	51.14

Source: BSE and NSE

As the annualized trading turnover is more than 5% of the total number of listed Equity Shares on BSE and NSE (through MSE trading platform), the Equity Shares are deemed to be frequently traded on BSE and NSE (through MSE trading platform) and is most frequently traded on the NSE (through MSE trading platform) within the meaning of the Explanation (i) of regulation 20(5) of the SEBI (SAST) Regulations.

The Offer Price of Rs. 91.00 per Equity Share is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations. As per Regulation 20(4), the minimum Offer Price should be the highest of the following:

Sr. No.	Parameters	Price (Rs per Equity Share)
1	Negotiated Price	NA
2	Highest price paid by the Acquirer for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of the Public Announcement	88.00
3	Average of weekly high and low of the closing prices of the shares of the Target Company on NSE (through MSE trading platform), where shares are most frequently traded, for the 26 (twenty six) weeks period ended on October 19, 2011 i.e., the date preceding the Public Announcement.	90.60
4	Average of daily high and low prices of the Target Company on NSE (through MSE trading platform), where shares are most frequently traded, for the 2 (two) weeks period ended on October 19, 2011 i.e., the date preceding the Public Announcement.	82.66

**The share price data of MARG Limited is sourced from the NSE, where it is most frequently traded preceding the date of the PA.*

7.1.3 The details of the weekly high and low prices, average of weekly closing prices and volume on NSE for the 26 week period prior to the date of the PA are as under:

Week	Week Ending	High (Rs)	Low (Rs)	Average (Rs)	Volume (No of Shares)(1)
1	Wednesday, October 19, 2011	83.45	81.75	82.60	1,40,251
2	Wednesday, October 12, 2011	83.00	81.15	82.08	1,14,411
3	Wednesday, October 05, 2011	82.00	79.15	80.58	1,12,876
4	Wednesday, September 28, 2011	86.25	82.60	84.43	1,81,321
5	Wednesday, September 21, 2011	92.95	86.00	89.48	4,19,255
6	Wednesday, September 14, 2011	87.60	80.90	84.25	3,92,007
7	Wednesday, September 07, 2011	86.55	76.80	81.68	3,47,253
8	Tuesday, August 30, 2011	77.55	74.25	75.90	90,141
9	Wednesday, August 24, 2011	77.95	73.50	75.73	1,18,585
10	Wednesday, August 17, 2011	81.90	77.95	79.93	1,87,444
11	Wednesday, August 10, 2011	87.60	78.90	83.25	2,61,635
12	Wednesday, August 03, 2011	92.00	87.60	89.80	2,20,426
13	Wednesday, July 27, 2011	94.90	93.45	94.18	3,68,141
14	Wednesday, July 20, 2011	95.45	93.20	94.33	2,08,294
15	Wednesday, July 13, 2011	95.20	90.75	92.98	2,61,787

16	Wednesday, July 06, 2011	95.35	90.65	93.00	2,52,903
17	Wednesday, June 29, 2011	91.95	87.55	89.75	2,00,370
18	Wednesday, June 22, 2011	96.45	86.45	91.45	2,80,430
19	Wednesday, June 15, 2011	100.25	97.00	98.63	7,67,623
20	Wednesday, June 08, 2011	96.45	92.90	94.68	6,11,244
21	Wednesday, June 01, 2011	93.65	91.55	92.60	4,26,300
22	Wednesday, May 25, 2011	96.80	91.00	93.90	35,40,791
23	Wednesday, May 18, 2011	103.65	91.10	97.38	14,18,440
24	Wednesday, May 11, 2011	105.85	100.85	103.35	3,17,530
25	Wednesday, May 04, 2011	115.95	103.85	109.90	2,99,184
26	Wednesday, April 27, 2011	121.70	118.20	119.95	1,15,011

(1) *Volume is calculated as the sum of the total number of shares traded on the NSE for the corresponding week.*

The average of the weekly high and low of the closing price of the Equity Shares as quoted on the NSE during the 26 week period preceding the date of the PA is Rs. 90.60.

The details of the daily high and low prices of the Equity Shares of the Target Company during the 2 weeks preceding the PA is Rs. 82.66 per Equity Share. Please see the following table for detailed computation:

Day	Date	High (Rs)	Low (Rs)	Average (Rs)	Volume (No of Shares) (1)
1.	Wednesday, October 19, 2011	83.00	81.00	82.00	46,403
2.	Tuesday, October 18, 2011	83.80	81.05	82.43	17,999
3.	Monday, October 17, 2011	84.00	82.60	83.30	7,665
4.	Friday, October 14, 2011	85.00	80.10	82.55	56,386
5.	Thursday, October 13, 2011	84.25	83.15	83.70	11,798
6.	Wednesday, October 12, 2011	83.85	82.20	83.03	58,779
7.	Tuesday, October 11, 2011	84.25	82.60	83.43	18,259
8.	Monday, October 10, 2011	84.00	81.00	82.50	18,860
9.	Friday, October 07, 2011	82.50	79.50	81.00	18,513

(1) *Volume is calculated as the total number of shares traded on the NSE for the corresponding day.*

7.1.4 In view of the above, the Offer Price of Rs. 91.00 (Rupees Ninety One only) per Equity Share is justified in terms of regulation 20(4) of SEBI (SAST) Regulations.

7.1.5 There is no non-compete agreement entered into by the Acquirer with any person in connection with the Offer.

7.1.6 As per the SEBI (SAST) Regulations, the Acquirer can revise the Offer Price and /or Offer Size up to 7 working days (i.e. by December 9, 2011) prior to the Offer Closing Date and the revision, if any, would be announced in the same newspapers where the Public Announcement has appeared and the revised price, if applicable will be paid for all Equity Shares acquired pursuant to this Offer.

7.1.7 If the Acquirer acquires Equity Shares after the date of Public Announcement up to 7 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 acceptances received under the Offer, provided no such acquisition shall be made by the Acquirer during the last seven working days prior to the closure of the Offer.

7.2 **Financial Arrangement**

7.2.1 The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of up to 76,51,572 equity shares at Rs. 91.00 per equity share is Rs. 69,62,93,052 (Rupees Sixty Nine Crore Sixty Two Lakhs Ninety Three Thousand Fifty Two) ("**Total Consideration**").

7.2.2 As on October 18, 2011, the audited net worth of AIPL was Rs. 354.29 lakhs. Further, as on October 18, 2011, the cash/cash equivalents of AIPL was Rs 1,801.05 lakhs.

7.2.3 By way of security for performance of the Acquirer obligations under the SEBI (SAST) Regulations, the Acquirer has created an Escrow Account named "MARG Open Offer - Escrow Account" **("Escrow Account")** with Axis Bank Limited, Virugambakkam Branch located at 69, Arcot Road, Virugambakkam, Chennai 600 092 **("Escrow Bank")**, and has deposited a sum of Rs. 17,46,00,000 (Rupees Seventeen Crore Forty Six Lakhs only) in the said

Escrow Account, being the amount in excess of 25% of the Total Consideration. The Manager to the Offer, has been duly authorized to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

7.2.4 The Acquirer has got a sanction for a line of credit amounting to Rs. 5,400 lakhs from Motilal Oswal Financial Services Limited to finance the fund requirement for this Offer.

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

7.2.6 The Acquirer has by a letter dated October 19, 2011 given an undertaking to the Manager to the Offer to meet their financial obligations under the Offer.

7.2.7 M Meenakshi, Chartered Accountant, Membership No: 202776, New No 18, Dr Karunanidhi Road, Saligraman, Chennai - 600 093, has vide certificate dated October 19, 2011 has certified that the Acquirer has adequate resources to meet the financial requirements of the Offer in terms of SEBI (SAST) Regulations and has made firm financial arrangements to meet its obligations in full under the Offer.

7.2.8 Based on the above, the Manager to the Offer is satisfied with the ability of Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

8. Terms and Conditions of the Offer

8.1 The Letter of Offer, together with a Form of Acceptance-cum-Acknowledgement and Form of Withdrawal, will be mailed on or before November 26, 2011 to all public shareholders of the Target Company whose names appear in the Register of Members of the Target Company and the beneficial owners of the Equity Shares, whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on November 4, 2011 (the **"Specified Date"**). All public shareholders, except the Acquirer and Promoters and Promoter Group, who own shares of the Target Company at any time prior to the Offer Closing Date but may or may not be the registered shareholders are eligible to participate in the Offer. Accidental omission to dispatch this Letter of Offer or any further communication to any person to whom this Letter of Offer is or should be made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

8.2 The Offer shall open on December 1, 2011 and will remain open until December 20, 2011.

8.3 The acceptance of the Offer is entirely at the discretion of the shareholders of the Target Company and each shareholder of the Target Company to whom the Offer is being made, is free to offer his shareholding in the Target Company, in whole or in part while accepting the Offer. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

8.4 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected. Acquirer will acquire the Equity Shares free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to dividends, bonus and rights declared hereafter. Applications in respect of Equity Shares that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

8.5 The locked in Equity Shares held by the public shareholders can be tendered in the Offer and same can be transferred to the Acquirer subject to continuation of the residual lock in period in the hands of the Acquirer. There shall be no discrimination in the acceptance of locked in and non locked in Equity Shares.

8.6 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal constitute an integral part of the terms of the Offer.

8.7 All Equity Shares tendered in the Offer will be acquired by the Acquirer, subject to the terms and conditions set out in the Letter of Offer.

9. Statutory and Other Approvals

9.1 The Offer is subject to the receipt of approval by the Acquirer from the Reserve Bank of India ("**RBI**"), under the Foreign Exchange Management Act, 1999 and / or the regulations made there under ("**FEMA**") for acquiring equity shares validly tendered under this Offer (including equity shares tendered by non-resident Indians, OCBs, foreign institutional investors).

9.2 The Acquirer will make requisite application to RBI for obtaining the above approval.

9.3 To the best of the knowledge of the Acquirer, there are no other statutory approvals required to implement the Offer other than specified above. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals. In case the necessary statutory approvals required for the Offer are refused, necessary steps shall be taken in accordance with Regulation 27 of the SEBI (SAST) Regulations.

9.4 Subject to the receipt of statutory and other approvals, the Acquirer shall complete all procedures relating to the Offer, including payment of consideration to shareholders whose equity shares have been accepted within a period of fifteen (15) days from the Offer Closing Date (as defined hereinafter). In case of delay due to the non-receipt of statutory approvals as contemplated in Regulation 22(12) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay to the shareholders interest as may be specified by SEBI for any delay beyond fifteen (15) days.

9.5 However, if the delay occurs on account of the willful default or neglect or inaction or non-action by Acquirer in obtaining the requisite approval(s), the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.

9.6 The Acquirer does not require any approvals from financial institutions or banks for the Offer.

10. Procedure for Acceptance and Settlement

10.1 Procedure for accepting the Offer by Eligible Persons, unregistered shareholders, owners of Equity Shares who have sent them for transfer or those who did not receive the Letter of Offer is as below.

10.2 Shareholders of the Target Company, who wish to accept this Offer are free to offer their shareholding, in whole or in part, and should forward the under-mentioned documents to the Registrar to the Offer at their office at Cameo Corporate Services Limited, Unit: MARG – Open Offer, (Subramanian Building, 1st Floor, No 1, Club House Road, Chennai -600 002, Tel: (91 44) 2846 0390-96; Fax: (91 40) 2846 0129, E-mail: investor@cameoindia.com, Contact Person: Ms. K Sreepriya) (**"Registrar"**) either by hand delivery on weekdays or by registered post, on or before the Offer Closing Date, i.e., no later than December 20, 2011. They can also tender their Equity Shares by hand delivery at any of the collection centers mentioned in clause 10.11, so as to reach the Registrar to the Offer / collection centers on or before the close of business hours, i.e., no later than 4:00 pm on December 20, 2011 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance-cum-Acknowledgement. Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respect; otherwise, the same is liable to be rejected. In the case of dematerialized Equity Shares, the shareholders are advised to ensure that their Equity Shares are credited in favour of the special depository account before the Offer Closing Date. The Form of Acceptance-cum-Acknowledgement of such dematerialized Equity Shares, not credited in favour of the special depository account before the Offer Closing Date, will be rejected.

10.3 For Equity Shares held in physical form:

a) Shareholders of the Target Company who are holding Equity Shares in physical form and who wish to tender their Equity 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, Cameo Corporate Services Limited, Unit: MARG – Open Offer, (Subramanian Building, 1st Floor, NO 1, Club House Road, Chennai -600 002, Tel: (91 44) 2846 0390; Fax: (91 44) 2846 0129, E-mail: investor@cameoindia.com, Contact Person: Ms. K Sreepriya), either by hand delivery on weekdays or by registered post, so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e., no later than 4:00 pm on December 20, 2011 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance-cum-Acknowledgement. They can also tender their Equity Shares by hand delivery at any of the collection centers mentioned in clause 10.11 below.

b) Unregistered shareholders of the Target Company can send their application in writing to the Registrar to the Offer, on plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their Equity Shares and valid share transfer forms as received from the market. No indemnity is required from the unregistered owners. The unregistered shareholders should not sign the transfer deed and the transfer deed should be valid for transfer.

10.4 For Equity Shares held in dematerialized form:

Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares will be required to send their Form of Acceptance-cum-Acknowledgement, along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant (**"DP"**), in favour of the special depository account **"Cameo Corporate Services Ltd Escrow A/c MARG Open Offer"**. For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgement. The credit for the delivered Equity Shares should be received in the special depository account on or before the Offer Closing Date, i.e., no later than 4:00 pm on December 20, 2011. The above-mentioned documents needs to be sent to the Registrar to the offer, Cameo Corporate Services Limited, Unit: MARG – open offer, (Subramanian Building, 1st Floor, NO 1, Club House Road, Chennai -600 002, Tel: (91 44) 2846 0390; Fax: (91 44) 2846 0129, E-mail: investor@cameoindia.com, Contact Person: Ms. K Sreepriya), either by hand delivery on weekdays or by registered post acknowledgement due, so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e., no later than December 20, 2011 (by 4:00 pm) in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance-cum-Acknowledgement. They can also tender their Equity Shares by hand delivery at any of the collection centers mentioned in clause 10.11 below.

10.5 The Registrar to the Offer has opened a special depository account called **"Cameo Corporate Services Ltd Escrow A/c MARG Open Offer"** with Stock Holding Corporation of India Limited at NSDL. The DP ID is IN301080 and the Client ID is 22805746. Shareholders of the Target Company having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the special depository account with NSDL.

10.6 Shareholders who have sent their Equity Shares for dematerialization need to ensure that the process of getting their Equity Shares dematerialized is completed in time for the credit in the special depository account on or before the Offer Closing Date, i.e., no later than December 20, 2011 (by 4:00 p.m.), or else their application will be rejected.

10.7 The shareholders should also provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

a) duly attested death certificate and succession certificate / probate / letter of administration (in case of single shareholder) if the original shareholder is no more;

b) duly attested power of attorney if any person apart from the shareholder has signed the application form and / or transfer deeds;

c) in case of companies, the necessary corporate authorization (including certified copy of board resolutions); and

d) any other relevant documents.

10.8 Equity shares and other relevant documents should not be sent to the Acquirer / Target Company / Manager to the Offer.

10.9 In case of non-receipt of the Letter of Offer, the Eligible Persons may (i) download the Letter of Offer and Form of Acceptance-cum-Acknowledgement from the SEBI website, (http://www.sebi.gov.in) (ii) obtain a copy of the same by writing to the Registrar to the Offer, or (iii) send their consent to the Registrar to the Offer, on plain paper stating the name, address, number of Equity Shares held, distinctive numbers, folio number, number of Equity Shares offered, along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e., no later than 4:00 pm on December 7, 2011, or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, DP name, DP ID, 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 of the special depository account, **"Cameo Corporate Services Ltd Escrow A/c MARG Open Offer"**, so as to reach the Registrar to the Offer, on or before the Offer Closing Date, i.e., no later than December 20, 2011 (by 4:00 p.m.). Unregistered shareholders should not sign the transfer deed and the transfer deed should be valid for transfer.

10.10 All shares tendered and accepted under the Offer will be acquired by the Acquirer subject to the terms and conditions set out in this Letter of Offer. If the aggregate of the valid responses to the Offer exceeds the Offer size of 7,651,572 Equity Shares (representing 20.00% of the Fully Diluted Equity Capital), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI

(SAST) Regulations. The Equity Shares are compulsorily traded in dematerialized form, hence the minimum acceptance will be one Equity Share.

10.11 In addition to the above-mentioned address of the Registrar to the Offer, the shareholders of the Target Company who wish to accept the Offer can also deliver the Form of Acceptance-cum-Acknowledgement, along with all of the relevant documents, to any of the collection centers specified below in accordance with the procedure as set out in this Letter of Offer on or before the Offer Closing Date, i.e., no later 4:00 pm on December 20, 2011. All of the centers of the Registrar to the Offer mentioned herein below will be open as follows: (Monday to Friday - 10:00 am to 4:00 pm and Saturday - 10:00 am to 1:00 pm). *The centers will be closed on Sundays and Public Holidays.*

Sr. No.	Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
1	Mumbai	Cameo Corporate Services Limited, 304, Sai Sadan, 76-78, Mody Street, Fort, Mumbai – 400 001.	Mr. Ashish Binsale	91 22 22644325 / 91 22 2264 2979	91 22 2264 4325	Hand Delivery
2	New Delhi	Cameo Corporate Services Limited C/o. Sterling Services F-63 1st Floor, Bhagat Singh Market, Near Gole Market, Opp SBI ATM, Cannaught Place, New Delhi 110 001	Mr. R. Sridhar	91 11 4353 3256 / 91 93125 46905	N/A	Hand Delivery
3	Ahmedabad	Cameo Corporate Services Limited, C/o Shree Vidhya Consultancy, No.4, II Floor, Prasiddhi Complex–1, Opp.: Ambedkar Hall, Saraspur, Ahmedabad – 380 018.	Mr. M Bala Subramanian	91 79 2292 0024	N/A	Hand Delivery
4	Chennai	Cameo Corporate Services Limited, Subramanian Building, V floor, No. 1, Club House Road, Chennai – 600 002.	Ms. K Sreepriya	91 44 2846 0390/ 91 44 2846 1989	91 44 2846 0129 (tele fax)	Hand Delivery/ Registered Post
5	Hyderabad	Cameo Corporate services Limited, Plot No. 21-22, Moti Valley, Goel Corporate Housing Society, Thirumal Giri, Secunderabad – 500 015.	Mr. Ramesh	073861 27130	N/A	Hand Delivery
6	Kolkata	Cameo corporate Services Limited C/o. Swastika Enterprises, 286 B B Ganguly Street, Kolkata 700 012	Mr Shubhendu Das	91 33 2225 9844	91 33 2236 6533	Hand Delivery
7	Bengaluru	Cameo Corporate Services Limited, No.9, P.C. Pallaya Main Road, Akshay Nagar, Ramamoorthy Nagar, Bangalore – 560 016	Mr. Janardhana	91 80 4209 7498	N/A	Hand Delivery
8	Vadodara	Cameo Corporate Services Limited 202 Pavan Flats, 7 Anand Nagar Society, Productivity Road Alkapuri, Vadodara 390 007	Mr. Jaydeep Mehta	91 265 2341105 / 91 98240 99514	N/A	Hand Delivery

10.12 Pursuant to Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to 3 working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before December 15, 2011.

a) The withdrawal option can be exercised by submitting the Form of Withdrawal, which is enclosed with the Letter of Offer.

b) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application to the Registrar to the Offer, along with the following details:

- In case of physical Equity Shares: name, address, distinctive numbers, folio number, number of Equity Shares tendered/withdrawn; and
- In case of dematerialized Equity Shares: name, address, number of Equity Shares tendered/ withdrawn, DP name, DP ID, 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 favor of the special depository account.

c) Shareholders can also download the Form of Withdrawal placed on the SEBI website www.sebi.gov.in and send in their withdrawal by filling the same.

d) The withdrawal of Equity Shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer / special depository account. The notification of returned Equity Shares to the shareholders will be at the address, through registered post, as per the records of the Target Company / Depository as the case may be. In case of partial withdrawal of Equity Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from Target Company. Partial withdrawal of tendered Equity Shares can be done only by the registered shareholders / beneficial owners. In the case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect. Shareholders holding Equity Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

10.13 In case of delay due to the non-receipt of statutory approvals, as per Regulation 22(12) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant an extension for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay to the shareholders interest as may be specified by SEBI for any delay in dispatch of consideration or providing instructions to the clearing system for payment of consideration through Electronic Mode beyond January 4, 2012. However, if the delay occurs on account of the willful default or neglect or inaction or non-action of the Acquirer in obtaining the requisite approval(s), the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.

10.14 Payment of consideration will be made through Electronic Mode as detailed below or by way of a crossed account payee cheque / demand draft / pay order and sent by registered post incase of payment of a value in excess of Rs.1,500/- and ordinary post incase of payment of a value less than Rs.1,500/-, to those shareholders / unregistered owners and at their own risk, whose shares / share certificates and other documents are found in order and accepted by Acquirer. In case of joint registered holders, cheques / demand drafts will be drawn and sent in the name of the sole / first named holder at their own risk. In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note. It is desirable that shareholders provide bank details in the Form of Acceptance–cum-Acknowledgment, so that the same can be incorporated in the cheque / demand draft.

10.14.1 Payment of Consideration through electronic mode:

Credit for the consideration will be paid to the shareholders who have tendered Equity Shares in the Offer by Electronic Mode or crossed account payee cheques / pay orders / demand drafts.

The payment of consideration, if any, would be done through any of various modes as given hereunder:

- NECS: Payment of consideration would be done through NECS for applicants who have provided their complete bank account details including the Magnetic Ink Character Recognition (**"MICR"**) code in the Form of Acceptance-cum-Acknowledgement.
- Direct Credit: Applicants having bank accounts with the same bank through which payment consideration shall be made shall also be eligible to receive consideration through direct credit in their respective bank accounts as mentioned in the Form of Acceptance-cum-Acknowledgement.
- RTGS: Applicants whose payment consideration exceeds Rs. 2 lakhs, have the option to receive funds through RTGS. Such eligible applicants who indicate their preference to receive consideration through RTGS are required to provide the Indian Financial System Code (**"IFSC"**) code, type of account and account number in the Form of Acceptance-cum-Acknowledgement. In the event the same is not provided, payment consideration shall be made through other electronic modes or by cheques, pay orders or demand drafts payable.
- NEFT: Payment of consideration shall be undertaken through NEFT wherever the shareholders bank has been assigned the IFSC, which can be linked to a MICR code, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of consideration, duly mapped with MICR numbers. Wherever the shareholder has registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of consideration will be made to the applicants through this method. The process flow in respect of consideration by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
- For all other applicants, including those applicants whose payment consideration is not credited by NECS / direct credit due to technical errors or incomplete / incorrect bank account details, payment consideration will be dispatched by registered post incase of payment of a value in excess of Rs.1,500/- or by ordinary post

incase of payment of a value less than Rs.1,500/-, at the shareholder's sole risk. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered.

In case payment consideration is rejected through the NECS / direct credit facility, the Registrar to the Offer would endeavor to dispatch the payment consideration within three (3) working days of such rejection. The bank account details for NECS / Direct Credit / RTGS / NEFT will be directly taken from the depositories' database or from the details as mentioned by the shareholders in the Form of Acceptance-cum-Acknowledgement.

10.15 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholder's / unregistered owner's sole risk to the sole / first shareholder. Unaccepted Equity Shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.

10.16 The Registrar to the Offer will hold in trust the shares / share certificates, shares held in credit of the special depository account, 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 or the unaccepted shares / share certificates are dispatched / returned.

10.17 The marketable lot of the Equity Shares is one Equity Share.

11. Compliance with tax and other regulatory requirements

11.1 While tendering the Equity Shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit, along with the Form of Acceptance-cum-Acknowledgement, the previous RBI approvals (specific or general) that they may have been required to obtain prior to acquiring the Equity Shares. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered.

11.2 While tendering their equity shares under the Offer, NRIs / OCBs / other non-resident shareholders will be required to submit No Objection Certificate ("**NOC**") or Tax Clearance Certificate ("**TCC**") or Certificate for Deduction of Tax at lower rates certificate from the Income-tax Authorities under Section 195(3) or Section 197 of the Income Tax Act, 1961 or other provisions as may be applicable along with the Form of Acceptance cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

11.3 As per the provisions of section 195(1) of the Income Tax Act, 1961 (**"Income Tax Act"**) any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). The consideration received by the shareholders for Equity Shares accepted in the Offer may be chargeable to tax in India either as capital gains under section 45 of the Income Tax Act, 1961 or as business profits, as the case may be, depending on the facts and circumstances of the case. The Acquirer will need to deduct tax at source (including surcharge and education cess) at the applicable tax rate as per the Income Tax Act.

11.4 As per the provisions of Section 196D (2) of the Income Tax Act, 1961, no deduction of tax at source will be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, 1961 to a Foreign Institutional Investor as defined in Section 115AD of the Income Tax Act, 1961. However, the interest payment for delay in payment of consideration if any, will not be governed by this provision.

11.5 For interest payments, if any, NRIs / OCBs / other non-resident shareholders will be required to submit a certificate from the Income-tax Authorities under Section 195(3) or Section 197 of the Income Tax Act, 1961 or Certificate for Deduction of Tax at Lower Rate from the income tax authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by Acquirer before remitting the consideration, failing which Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

11.6 In case of resident shareholders, tax will be deducted on the interest component exceeding Rs. 5,000 at the applicable current prevailing rates. If the resident shareholder requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, such shareholders will be required to submit a certificate from the Income-tax Authorities under Section 195(3) or Section 197 of the Income Tax Act, 1961 or a self-declaration in Form 15G or Form 15H as may be applicable. Shareholders eligible to receive interest component exceeding Rs. 5,000 would be required to submit their Permanent Account Number for Income Tax purposes. Clauses relating to payment of interest will become applicable only if the Acquirer become liable to pay interest for delay in release of purchase consideration.

11.7 In the absence of any specific provision under the Income Tax Act, Acquirer will not deduct tax on the consideration payable to the resident shareholders for acquisition of Equity Shares.

11.8 Securities transaction tax will not be applicable to the Equity Shares accepted in the Offer.

11.9 Shareholders are advised to consult their tax advisors with regard to the tax consequences of tendering their Equity Shares in the Offer and the appropriate course of action that they should take. The Acquirer, the Manager to the Offer and the Registrar to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

12. Documents for Inspection

12.1 The following documents are regarded as material documents and are available for inspection at the corporate office of Akshya Infrastructure Private Limited, 1st Floor, Sai Subhodaya Apartments, No. 57/2B, East Coast Road, Thiruvanmiyur, Chennai – 600 041, India from 10.00 am to 3.00 pm on any day, except Saturdays, Sundays, and Public / Bank Holidays from the date of opening of the Offer until the Offer Closing Date:

a) Certificate of Incorporation, Memorandum and Articles of Association of AIPL;

b) Audited annual reports of AIPL for the years ending March 31, 2010, 2011 and audited financial statements for the period ending October 18, 2011;

c) Audited annual reports of the Target Company for the years ending March 31, 2009, 2010 and 2011;

d) Copy of the published Public Announcement;

e) Copy of the letter dated October 19, 2011 from Axis Bank Limited, 69, Arcot Road, Virugambakkam, Chennai 600 092 confirming the amount of Rs 17,46,00,000 (Rupees Seventeen Crore Forty Six Lakhs only) kept in the Escrow Account and that a lien has been marked in favour of the Manager to the Offer;

f) Copy of the sanction letter aggregating to Rs. 5,400 lakhs availed by AIPL to meet the obligations under the Offer.

g) Copy of letter dated October 19, 2011 given by the Acquirer to the Manager to the Offer to meet their financial obligations under the Offer.

h) Certificate from M Meenakshi, Chartered Accountant, Membership No: 202776 certifying that the Acquirer has adequate resources to meet the financial obligations for the purpose of the Offer;

i) Copy of the escrow agreement dated October 19, 2011 entered into between the Acquirer, the Manager to the Offer and the Escrow Bank;

j) Copy of the agreement entered between Registrar to the Offer and Depository Participant for opening a special depository account for the purpose of the Offer.

k) Copy of the letter dated [●] from SEBI in terms of provision to Regulation 18(2) of the SEBI (SAST) Regulations;

13. Declaration by the Acquirer

13.1 The Acquirer and its directors accept full responsibility for the information contained in this Letter of Offer and are also responsible for fulfillment of obligations under the SEBI (SAST) Regulations. AIPL shall be responsible for ensuring compliance with and fulfilling obligations under the SEBI (SAST) Regulations. However, in respect of information relating to the Target Company, the Acquirer has relied on information obtained from the Target Company.

For and on behalf of the Board of Directors, **Akshya Infrastructure Private Limited** Sd/- Mr. P M Shivaraman Chennai October 28, 2011	**For and on behalf of the Board of Directors,** **Akshya Infrastructure Private Limited** Sd/- Mr. Chintamani Padhi Chennai October 28, 2011

The persons signing the Letter of Offer are duly and legally authorized by the Acquirer to sign the Letter of Offer.

Enclosed:

1. Form of Acceptance-cum-Acknowledgement
2. Form of Withdrawal
3. Transfer deed for shareholders holding Equity Shares in physical form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to Cameo Corporate Services Limited at any of the collection centres as per the mode of delivery mentioned in the Letter of Offer)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

OFFER OPENS ON	Thursday, December 1, 2011
LAST DATE OF WITHDRAWAL	Thursday, December 15, 2011
OFFER CLOSES ON	Tuesday, December 20, 2011

From: ______________________________

Name: ______________________________

Address: ______________________________

____

____

Tel No: (______) ______________Fax No : (______) ____________________E-mail: ______________________________

To,
Cameo Corporate Services Limited
Unit: MARG – Open Offer
Subramanian Building, No.1,
Club House Road, Chennai – 600 002.
Tel No: +91 44 2846 0390
Fax No: +91 44 2846 0129
E-mail: investor@cameoindia.com
Website: www.cameoindia.com
Contact Person: Ms. K Sreepriya

Dear Sir/Madam,

SUB: Voluntary Open Offer to acquire up to 7,651,572 Equity Shares of Rs.10/- each representing 20% of the Fully Diluted Equity Capital of MARG Limited (Target Company) by Akshya Infrastructure Private Limited (referred to as "Acquirer") in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("Regulations")

I/We refer to the Public Announcement published on October 20, 2011 and Letter of Offer dated October 28, 2011 for acquiring the Equity Shares held by me/us in MARG Limited. I/We, the undersigned have read the aforementioned Public Announcement and Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

TEAR ALONG THIS LINE

ACKNOWLEDGMENT SLIP

Cameo Corporate Services Limited, Unit: MARG – Open Offer

(To be filled in by the shareholder) (Subject to verification)

Sr. No.

Received from Mr./Ms./M/s ______________________________

Address ______________________________

Physical Shares: Folio No. ____________________/ Demat shares: DP ID ____________________; Client ID ______________________________

Form of Acceptance along with:

☐ Physical shares: No. of shares _________________; No. of certificates enclosed _________________

☐ Demat Shares: Copy of delivery instruction for __________________number of shares enclosed

(Tick whichever is applicable)

Stamp of Collection Centre

Signature of Official: ______________________________Date of Receipt ______________________________

FOR SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares in physical form as detailed below:

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Equity Shares
			From	To	
Total No. of Certificates			Total No. of Equity Shares		

(In case the space provided is inadequate, please attach a separate sheet with details)

FOR SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM

I/We, holding Equity Shares in dematerialised form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my / our Equity Shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

I/We have executed an off-market transaction

- **via a delivery instruction from my account with NSDL** ☐
- **via an inter-depository delivery instruction from my account with CDSL** ☐

for crediting the Equity Shares to the Special Depository Account as per the details below:

DP Name: Stock Holding Corporation of India Limited	DP ID: IN301080	Client ID: 22805746
Account Name : Cameo Corporate Services Ltd Escrow A/c MARG Open Offer	Depository: National Securities Depository Limited	

Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

☐ **Duly attested Power of Attorney, if any person apart from the shareholder, has signed the acceptance form or transfer deed(s)**

☐ **Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories**

☐ **Duly attested Death Certificate/ Succession Certificate (in case of single shareholder) in case the original shareholder has expired**

☐ **Others (please specify):**

TEAR ALONG THIS LINE

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID and Client ID

Cameo Corporate Services Limited
Unit: MARG – Open Offer
Subramanian Building, No.1,
Club House Road, Chennai – 600 002.
Tel No: +91 44 2846 0390
Fax No: +91 44 2846 0129
E-mail: investor@cameoindia.com
Website: www.cameoindia.com
Contact Person: Ms. K Sreepriya

For Resident Shareholders

I / We have enclosed the following documents:

☐ Self attested copy of PAN card ☐ Self declaration form in Form 15G / Form 15H, as may be applicable (in duplicate)

For NRIs / OCBs / FIIs/ Foreign Shareholders

I / We, confirm that the tax deduction on account of Equity Shares of MARG Limited held by me / us is to be deducted on (select whichever is applicable): Long-term

☐ capital Gains ☐ Short-term capital Gains ☐ Any other income

I / We, have enclosed the following documents: (Please tick as appropriate, if applicable)

☐ No objection certificate / Tax clearance certificate from the Income Tax Authorities
☐ RBI approvals for acquiring shares of MARG Limited hereby tendered in the Offer
☐ Self attested copy of Permanent Account Number
☐ RBI permission, if any, obtained for holding Equity Shares of MARG Limited hereby tendered in the Offer
☐ Tax residency certificate to avail the benefit of lower rate of tax deduction under the DTAA, if any, entered into between India and my/our country of residence)
☐ SEBI Registration Certificate for FIIs

For FII Shareholders:

I / We, confirm that the Equity Shares of MARG Limited are held by me / us on (select whichever is applicable): Investment /

☐ Capital Account ☐ Trade Account

In case the shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence / incorporation and that you do not have a permanent establishment in India in terms of the Double Taxation Avoidance Agreement (DTAA) entered into between India and your country of residence.

I/We confirm that the Equity Shares of MARG Limited, which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever. I/We are not debarred from dealing in Equity Shares of MARG Limited.

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer pay the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We authorize the Acquirer to accept the Equity Shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s) in respect of which the offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares that they may decide to accept in terms of the Letter of Offer and I/we further authorize the Acquirer to split/consolidate the Equity Share Certificates comprising the Equity Shares that are not acquired to be returned to me/us and for the aforesaid purpose the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

I/We authorize the Acquirer to send by registered post/speed post, the draft/cheque in settlement of the amount to the sole/first holder at the address mentioned below at my/ our risk. In case, I/we have tendered my/our shares in dematerialized for, I/we authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my/our details regarding my/our address and bank details as obtained from my/our depository participant for the purpose of mailing the aforesaid instrument.

I/We note and understand that the Equity Shares would lie in the Special Depository Account until the time the Acquirer make payment of purchase consideration as mentioned in the Letter of Offer.

The Permanent Account No. (PAN) allotted under the Income Tax Act, 1961 is as under:

	Sole / First Shareholder	**Second Shareholder**	**Third Shareholder**
PAN			

Bank Details

So as to avoid fraudulent encashment in transit, shareholder(s) holding Equity Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For the shares that are tendered in electronic form, the bank account details obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars. Please indicate the preferred mode of receiving the payment consideration. (Please tick)

1) Electronic Mode ____________________ 2) Physical Mode : ____________________

Sr. No.	**Particulars Required**	**Details**
I.	Name of the Bank	
II.	Complete Address of the Bank	
III.	Account Type (CA/SB/NRE/NRO/Others - Please Mention)	
IV.	Account No.	
V.	9 Digit MICR Code	
VI.	IFSC Code (for RTGS/NEFT transfers)	

Yours faithfully,

Signed and Delivered:

	FULL NAME(S) OF THE SHAREHOLDERS	SIGNATURE(S)
Sole / First Shareholder		
Second Shareholder		
Third Shareholder		

Note: In case of joint holdings, all holders must sign. In case of body corporate, the rubber stamp should be affixed and necessary board resolution must be attached.

Place: ____________________ Date: ____________

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS / SHARES THAT ARE RECEIVED BY THE REGISTRARS AFTER THE CLOSE OF THE OFFER i.e. BY 4.00 P.M. ON TUESDAY, DECEMBER 20, 2011, SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

INSTRUCTIONS

1. In the case of demateralised shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account, before the closure of the Offer i.e. Tuesday, December 20, 2011. The Form of Acceptance-cum-Acknowledgement of such demat shares not credited in favour of the Special Depository Account, before the closure of the Offer will be rejected.
2. Shareholders should enclose the following:
   a. **For Equity shares held in demat form: Beneficial owners should enclose-**
   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant ('DP').
   - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP as per the instruction in the Letter of Offer.
   - In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.
   - For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.

   b. **For Equity shares held in physical form: Registered shareholders should enclose-**
   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
   - Original Share Certificate(s)
   - Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with MARG Limited and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer.
   - **Please do not fill in any other details in the transfer deed except name, signature and witness**. Verification and Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as buyer will be filled by the Acquirer upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance. If the Registrar to the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from a registered Shareholder, then the Offer will be deemed to have been accepted by such Shareholders

   Unregistered owners should enclose-
   - Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.
   - Original Share Certificate(s)
   - Original broker contract note
   - Valid Share Transfer form(s) as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected.
3. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to Cameo Corporate Services Limited, the Registrar to the Offer and not to Motilal Oswal Investment Advisors Private Limited, the Manager to the Offer, the Acquirer or Target Company.
4. Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in favour of the special depository account with NSDL.
5. While tendering the 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 the shares of the Target Company. OCB shareholders, if any, are required to submit approval from RBI for tendering Shares in the Offer. In case the RBI approvals are not submitted, the Acquirer reserves the right to reject the Shares tendered.
6. Non Resident shareholders are advised to refer to the clause on taxation in the Letter of Offer regarding important disclosures regarding the taxation of the consideration to be received by them.
7. In case PAN is not submitted or is invalid or does not belong to the Shareholder, Acquirer will arrange to deduct tax at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, or at the maximum rate as discussed in the Letter of Offer, whichever is higher, plus applicable surcharge and cess.
8. In case of ambiguity, incomplete information or the information not being provided to the Acquirer, it would be assumed that the Shareholder is a non-resident Shareholder and taxes shall be deducted at the maximum rate as may be applicable to the relevant category to which the Shareholder belongs under the Income Tax Act, on the entire consideration and interest if any, payable to the Shareholder.
9. Shareholders are advised to indicate the bank account details at the appropriate place in the Form of Acceptance-cum-Acknowledgement and the consideration cheque would be made to the bank account of the sole/ first shareholder. The payment would be made at par to all the shareholders.
10. Shareholders, while tendering their Shares in the Offer may indicate an option to receive the payment of Offer consideration through electronic form by indicating in the space provided in the Form of Acceptance. The payment consideration for Shares accepted under the Offer, in such cases, may be made through Electronic Clearing Services (ECS), Direct Credit, Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), as applicable, at specified centers where clearing houses are managed by the Reserve Bank of India, wherever possible. In other cases, payment of consideration would be made through cheque / demand draft / pay order sent by Registered post / speed post. Shareholders who opt for receiving consideration through electronic form are requested to give the authorization for electronic mode of transfer of funds in the Form of Acceptance, provide the MICR / IFSC code of their bank branch and enclose a cancelled cheque or a photocopy of a cheque associated with the particular bank account, along with the Form of Acceptance. In case of joint holders, payments will be made in the name of the first holder/ unregistered owner.
11. Rejection of Shares

    If the Shares are rejected for any of the following reasons, the Shares will be returned to the sole / first named holder(s) along with all the documents received from them at the time of submission. Please note that the following list is not exhaustive.

a. The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of MARG Limited;

b. The transfer deed is not complete or valid;

c. The relevant documents, as applicable, mentioned above at 2 and in addition at 5, 6 and 7 are not submitted with the Form of Acceptance-cum-Acknowledgement.

The Acquirer also reserves the right to reject such tenders from shareholders, where the relevant documents are not submitted.

12. All documents / remittances sent by or to shareholders will be at their own risk. Shareholders of MARG Limited are advised to adequately safeguard their interests in this regard. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.

13. Neither the Acquirer, the Manager to the Offer, the Registrar to the Offer or MARG Limited will be liable for any delay/loss in transit resulting in delayed receipt/ non-receipt by the Registrar to the Offer of your Form of Acceptance-cum-Acknowledgement or for the failure to deposit your Shares to the special depository account or submission of original physical Share certificates due to inaccurate/incomplete particulars/instructions on your part, or for any other reason.

14. Applicants who cannot hand deliver their documents at the collection centers, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai – 600 002 so as to reach the Registrar to the Offer on or before 4.00 PM on the Offer Closing Date i.e. Tuesday, December 20, 2011.

15. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted by way of hand delivery at any of the collection centers of Cameo Corporate Services Limited which are as follows:

Sr. No.	Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
1.	Mumbai	Cameo Corporate Services Limited, 304, Sai Sadan, 76-78, Mody Street, Fort, Mumbai – 400 001.	Mr. Ashish Binsale	91 22 22644325 / 91 22 2264 2979	91 22 2264 4325	Hand Delivery
2.	New Delhi	Cameo Corporate Services Limited C/o. Sterling Services F-63 1st Floor, Bhagat Singh Market, Near Gole Market, Opp SBI ATM, Cannaught Place, New Delhi 110 001	Mr. R. Sridhar	011-4353 3256 / 91 93125 46905	N/A	Hand Delivery
3.	Ahmedabad	Cameo Corporate Services Limited, C/o Shree Vidhya Consultancy, No.4, II Floor, Prasiddhi Complex–1, Opp.: Ambedkar Hall, Saraspur, Ahmedabad – 380 018.	Mr. M Bala Subramanian	91 79 2292 0024	N/A	Hand Delivery
4.	Chennai	Cameo Corporate Services Limited, Subramanian Building, V floor, No. 1, Club House Road, Chennai – 600 002.	Ms. K Sreepriya	91 44 2846 0390/ 91 44 2846 1989	91 44 2846 0129 (tele fax)	Hand Delivery/ Registered Post
5.	Hyderabad	Cameo Corporate services Limited, Plot No. 21-22, Moti Valley, Goel Corporate Housing Society, Thirumal Giri, Secunderabad – 500 015.	Mr. Ramesh	073861 27130	N/A	Hand Delivery
6.	Kolkata	Cameo corporate Services Limited C/o. Swastika Enterprises, 286 B B Ganguly Street, Kolkata 700 012	Mr. Shubhendu Das	91 33 2225 9844	91 33 2236 6533	Hand Delivery
7.	Bengaluru	Cameo Corporate Services Limited, No.9, P.C. Pallaya Main Road, Akshay Nagar, Ramamoorthy Nagar, Bangalore – 560 016	Mr. Janardhana	91 80 4209 7498	N/A	Hand Delivery
8.	Vadodara	Cameo Corporate Services Limited 202 Pavan Flats, 7 Anand Nagar Society, Productivity Road Alkapuri, Vadodara 390 007	Mr. Jaydeep Mehta	91 265 2341105 / 91 98240 99514	N/A	Hand Delivery

16. The Form of Acceptance-cum-Acknowledgement along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar of the Offer at any of the collection centres on all days (excluding Sundays and Public holidays) during the business hours i.e. (Mondays to Fridays between 10.00 a.m. to 4.00 p.m, and Saturday - 10:00 am to 1:00 pm). All queries pertaining to this Offer may be directed to the Registrar to the Offer.

The tax deducted under this Offer is not the final liability of the Shareholders or in no way discharges the obligation of the Shareholders to disclose the amount received pursuant to this Offer. The tax rates and other provisions may undergo changes.

Shareholders are advised to consult their tax advisors with regard to the tax consequences of tendering their Equity Shares in the Offer and the appropriate course of action that they should take. The Acquirer, the Manager to the Offer and the Registrar to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

FORM OF WITHDRAWAL

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

From: ____________________

Name: ____________________

Address: ____________________

OFFER	
Offer Opens On	Thursday, December 1, 2011
Last Date Of Withdrawal	Thursday, December 15, 2011
Offer Closes On	Tuesday, December 20, 2011

Tel No: (_______) _________________Fax No: (_______) ___________________E-mail: ____________________

To,

Cameo Corporate Services Limited
Unit: MARG – Open Offer
Subramanian Building, No.1,
Club House Road, Chennai – 600 002.
Tel No: +91 44 2846 0390; Fax No: +91 44 2846 0129
E-mail: investor@cameoindia.com; Website: www.cameoindia.com
Contact Person: Ms. K Sreepriya

Dear Sir/Madam,

SUB: Voluntary Open Offer to acquire up to 7,651,572 Equity Shares of Rs.10/- each representing 20% of the Fully Diluted Equity Capital of MARG Limited (the "Target Company") by Akshya Infrastructure Private Limited (referred to as "Acquirer") in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("Regulations")

I/We refer to the Public Announcement published on October 20, 2011 and Letter of Offer dated October 28, 2011 for acquiring the Equity Shares held by me/us in MARG Limited. I/We, the undersigned have read the aforementioned Public Announcement and Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our Equity Shares from the Offer and I/we further authorise the Acquirer to return to me/us, the tendered equity share certificate(s)/ equity share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our Equity Shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/Registrar to the Offer. I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or mentioned overleaf as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. **Thursday, December 15, 2011.**

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the Depositories from time to time.

The particulars of withdrawal of original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive No(s)		No. of Shares
Tendered			**From**	**To**	
1.					
2.					
3.					
Total No. of Certificate			**Total No. of Shares Tendered**		
Withdrawn					
1.					
2.					
3.					
Total No. of Certificate			**Total No. of Shares Tendered**		

(In case the space provided is inadequate, please attach a separate sheet with details)

— — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — —

Acknowledgment Slip - Withdrawal Form
Cameo Corporate Services Limited
(Unit: MARG - Open Offer)

Sr. No.

Received from Mr./Ms./ M/s. ____________________

Address: ____________________

a Form of Withdrawal for. # ____________________Number of Equity Share Certificates in respect of ______________________Equity Shares / # Copy of Delivered Instruction to DP for _____________________Equity Shares.

Delete whichever is not applicable

Physical shares: Folio No.______________________/ Demat shares: DP ID _____________________; Client ID: _______________

Stamp of collection centre	Signature of Official	Date of Receipt

EQUITY SHARES IN DEMATERIALIZED FORM

I/We hold the following Shares in dematerialised form and had done an off-market transaction for crediting the shares to the **"Cameo Corporate Services Ltd Escrow A/c MARG Open Offer"** as per the following particulars:-

DP Name	Cameo Corporate Services Limited
DP ID	IN301080
Client ID	22805746
Depository	National Securities Depository Limited

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our Shares have been tendered are as detailed below:-

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares Tendered	No. of Shares Withdrawn

I/We note that the shares will be credited back only to that depository account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised shares, I/we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested. I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

	FULL NAME(S) OF THE HOLDER(S)	SIGNATURE(S)
Sole /First Shareholder		
Second Shareholder		
Third Shareholder		

Note: In case of joint holdings, all shareholders must sign. In case of body corporate, the rubber stamp should be affixed and necessary board resolution must be attached.

Address of Sole / First Shareholder: ______________________________

Tel. No.: ______________; Fax: ______________; Email: ______________

Place: ______________Date: ______________

INSTRUCTIONS

1. Shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days i.e. by Thursday, December 15, 2011 prior to the close of the Offer, i.e. Tuesday, December 20, 2011.
2. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance-cum-Acknowledgement, Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
3. The withdrawal of Equity Shares will be available only for the Equity Share certificates/ Equity Shares that have been received by the Registrar to the Offer/credited to Special Depository Account.
4. In case of partial withdrawal of Equity Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company. The facility of partial withdrawal is available only to registered shareholders.
5. Shareholders holding Equity Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.
6. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar of the Offer at any of the collection centres on all days (excluding Saturdays, Sundays and Public holidays) during the business hours i.e. (Mondays to Fridays between 10.00 a.m. to 4.00 p.m. All queries pertaining to this Offer may be directed to the Registrar to the Offer.

TEAR ALONG THIS LINE

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID and Client ID

Cameo Corporate Services Limited
Unit: MARG – Open Offer
Subramanian Building, No.1,
Club House Road, Chennai – 600 002.
Tel No: +91 44 2846 0390
Fax No: +91 44 2846 0129
E-mail: investor@cameoindia.com
Website: www.cameoindia.com
Contact Person: Ms. K Sreepriya