# Public Announcement

# To the Shareholders of The Moran Tea Company (India) Limited

[Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001, West Bengal, India]

**This Public Announcement is being issued by ICICI Securities Limited ('ICICI Securities'), the Manager to the Offer, on behalf of McLeod Russel India Limited ('McLeod Russel'), Williamson Magor & Co. Limited ('Williamson Magor') and Ichamati Investments Private Limited ('Ichamati') (collectively referred to as 'the Acquirers'), pursuant to Regulation 10 and Regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ('SEBI (SAST) Regulations, 1997').**

## 1. The Offer

1.1 This offer is being made by the Acquirers to the equity shareholders of The Moran Tea Company (India) Limited ('Moran Tea' or the 'Target Company'), a public limited company under the Companies Act, 1956 (the 'Companies Act') and having its registered office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001, West Bengal, India.

1.2 The Acquirers are a part of the Williamson Magor Group, a diversified industrial group based out of Kolkata with interest in tea – bulk and packet, batteries, torchlights, and engineering.

1.3 There is no person acting in concert in terms of Regulation 2(1)(e)(1) of the SEBI (SAST) Regulations, 1997 in relation to this Offer. However, due to the operation of Regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, 1997, there could be other persons who could be deemed to be persons acting in concert. All purchases in the public offer will be made by the Acquirers.

1.4 McLeod Russel has signed a Term Sheet ('Term Sheet') on December 1, 2006 with Moran Tea Holdings plc ('the Promoter Group of Moran Tea') with a stipulation to sign a formal Share Purchase Agreement shortly to acquire, 15,20,000 fully paid up equity shares representing 72.38% of the fully paid-up equity share capital of Moran Tea along with its control, subject to fulfilment of certain terms and conditions as per the Term Sheet.

Under the terms of the said Term Sheet, McLeod Russel would pay Rs. 273 per share to the Promoter Group of Moran Tea. In addition to this, the Promoter Group of Moran Tea have agreed to enter into a non-compete undertaking with McLeod Russel by which the Promoter Group of Moran Tea will not be able to compete with McLeod Russel and Moran Tea in the tea industry in India, Sri Lanka, Nepal, Bangladesh and Bhutan which would be executed on the closing date of the Share Purchase Agreement. For the non-compete, McLeod Russel would pay Great Britain Pounds 750,000 to the Promoter Group of Moran Tea.

1.4.1 In view of the above, the Offer is a mandatory open offer under Regulation 10 and Regulation 12 of the SEBI (SAST) Regulations, 1997. The Acquirers are making an open offer to acquire up to 420,000 fully paid-up equity shares ('Shares') of the face value of Rs. 10 each, representing in the aggregate 20% of the paid-up equity share capital of Moran Tea at a price of Rs. 273 per share ('Offer Price') payable in cash subject to the terms and conditions mentioned hereinafter ('Offer' or 'Public Offer' or 'Open Offer'). The Offer is being made to all the shareholders of the Target Company other than, the Acquirers and the Promoter Group of Moran Tea.

The boards of directors of the Acquirers, in their meetings held on December 1, 2006, have unanimously ratified and approved the Term Sheet.

1.5 The Offer is not conditional upon any minimum level of acceptance, i.e. the Acquirers will acquire all the fully paid-up equity shares of the Target Company that are tendered in terms of the Offer up to 420,000 Shares representing in the aggregate 20% Shares of the outstanding share capital, subject to the conditions specified in this Public Announcement, Letter of Offer and Form of Acceptance-cum-Acknowledgement. During the Offer period, the Acquirers may purchase additional shares of the Target Company in accordance with the SEBI (SAST) Regulations, 1997.

1.6 The Acquirers do not hold any shares of the Target Company as of the date of this Public Announcement. However, Metals Centre Limited and United Machine Co. Limited, the companies belonging to the Williamson Magor Group own 38,848 and 11,202 fully paid-up equity shares respectively representing 1.85% and 0.53% respectively of the share capital of the Target Company.

1.7 The Acquirers have not acquired any shares of the target during the 52-week period prior to the date of this Public Announcement.

1.8 The shares of the Target Company are listed on The Calcutta Stock Exchange Association Limited ('CSE') and The Guwahati Stock Exchange Limited ('GSE'). The shares of the Target Company are infrequently traded on CSE and GSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

1.9 Neither the Acquirers, nor their respective directors have acquired any shares in the Target Company including by way of allotment in public or rights issue or by way of preferential allotment by the Target Company during the 26-week period prior to the date of this Public Announcement. There has not been any negotiated price under any agreement for acquisition of shares of the Target Company by the Acquirers in the 12-month period prior to the date of this Public Announcement.

1.10 The shares of the Target Company are infrequently traded within the meaning of Explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. Hence, the open offer price of Rs. 273 per share has been determined taking into account the following factors:

| | | |
|---|---|---|
| a | Negotiated price under the Term Sheet | Rs.273 |
| b | Highest price paid by the Acquirers / PACs for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26-week period prior to the date of the Public Announcement | Not Applicable |

The financial parameters based on the unaudited financials for the half year ended September 30, 2006 for the Target Company are:

(a) Return on Average Networth of 19.42% for the half year

(b) Book Value per share of Rs. 134.52 (Adjusted for revaluation reserves)

(c) Earnings per Share (EPS) of Rs. 23.81 (based on half year's earnings) and

(d) P/E multiple: Not available and Industry P/E multiple of 28.98

*(Source: Annual Report of Moran Tea for the year ended March 31, 2006, CMIE)*

1.11 In view of the above paragraphs 1.10, the Offer Price of Rs. 273 per share, is justified in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

1.12 As on the date of this Public Announcement, ICICI Securities, the Manager to the Offer, does not hold any shares of the Target Company.

## 2. Information on the Acquirers

**McLeod Russel**

2.1 McLeod Russel is a company registered under the Companies Act and was incorporated on May 5, 1998 as Eveready Company India Private Limited. The name was changed to Eveready Company India Limited on July 6, 2000 and subsequently to McLeod Russel India Limited on February 14, 2005. The objects of McLeod Russel include carrying on the business of cultivation, manufacture and marketing of tea. The registered office of McLeod Russel is located at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001, India. The Company is listed on the NSE, BSE and CSE. The closing price of McLeod Russel on the BSE on December 4, 2006 (last available market price) was Rs.108.55 *(Source: www.bseindia.com)*.

As McLeod Russel does not hold any shares in the Target Company, provisions of Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable.

The issued and paid up share capital of the company constitutes of 1,08,337,707 equity shares of Rs. 5 each aggregating Rs. 54.17 crore.

The board of directors of the McLeod Russel is as under :

| Name of Director | Address |
|---|---|
| Brij Mohan Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Deepak Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Aditya Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Ragavachari Srinivasan | C-6-1, Lloyds Garden, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400 025 |
| Bharat Bajoria | 5, Alipore Road, Kolkata – 700 027 |
| Ranabir Sen | 19 PH 1, Bay Tower, Hiland Park, 1925, Chak Garia, Kolkata – 700 094 |
| Rama Shankar Jhawar | Doveland Court, 29/13 Ballygunge Park, Kolkata – 700 019 |
| Rajeev Takru | UD 03-0702, 1050/1, Survey Park, Santoshpur, Kolkata – 700 075 |
| Azam Monem | Flat No. 7, 8/6/1 Alipore Estate, Alipore Road, Kolkata – 700 027 |
| Kamal Kishore Baheti | Flat No. C – 301, Oxford View, 32/36, Diamond Harbour Road, Kolkata – 700 008 |
| Utsav Parekh | 2/3 Sarat Bose Road, Kolkata – 700 020 |
| Ajay Saraf (ICICI Bank Nominee) | ICICI Bank Apartments, Flat-702, Plot No. 1165-B, Near Kirti College, Prabhadevi, Mumbai – 400 025 |

The shareholding pattern of McLeod Russel as on September 30, 2006 is as follows:

| Shareholder | No. of shares | % holding |
|---|---|---|
| **Promoters' shareholding** | | |
| Indian Promoters | 19,198,154 | 19.50 |
| Foreign Promoters | – | – |
| Persons Acting in Concert | 30,184,075 | 30.67 |
| **Total Promoters' shareholding** | **49,382,229** | **50.17** |
| Non-promoters' shareholding | | |
| Institutional Shareholders | 25,879,533 | 26.29 |
| Corporate Bodies | 5,470,596 | 5.56 |
| Indian Public | 17,099,849 | 17.37 |
| Others | 598,195 | 0.61 |
| **Total non-promoter shareholding** | **49,048,173** | **49.83** |
| **Total** | **98,430,402** | **100.00** |

As per the audited accounts for the financial year ended March 31, 2006, the total income of Mcleod Russel was 545.06 crore, profit after tax was Rs. 22.92 crore, paid up equity share capital was Rs. 49.21 crore (including Share Capital Suspense), earnings per share was Rs. 2.33, reserves were Rs. 383.06 crore (excluding revaluation reserves), return on average networth was 5.2%, book value per share was Rs. 49.59.

As per the unaudited accounts for the 6 months period ended September 30, 2006, the total income was Rs. 263.29 crore, profits after tax was Rs. 102.52 crore, paid up equity share capital was Rs. 49.21 crore, earnings per share was Rs. 10.42, reserves were Rs. 485.58 crore (excluding revaluation reserves) *(Source: Annual Report of Mcleod Russel for the year ended March 31, 2006 and unaudited results for half year ended September 30, 2006)*

**Williamson Magor**

2.2 Williamson Magor is a company incorporated on March 10, 1949. The objects of Williamson Magor include carrying on the business as a non-banking financial company. The registered office of Williamson Magor is located at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001, India. The shares of Williamson Magor are listed on the following stock exchanges: BSE, NSE, CSE and GSE. The closing price of Williamson Magor on the BSE on December 4, 2006 (last available market price) was Rs. 56.90 *(Source: www.bseindia.com)*.

As Williamson Magor does not hold any shares in the Target Company, provisions of Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable.

The issued and paid up share capital of the company constitutes of 10,956,360 equity shares of Rs.10 each aggregating Rs. 10.96 crore.

The board of directors of Williamson Magor is as under :

| Name of Director | Address |
|---|---|
| Brij Mohan Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Deepak Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Aditya Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Ragavachari Srinivasan | C-6-1, Lloyds Garden, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400 025 |
| Tippirajapuram Ramamirda Swaminathan | 12B Russel Street, Kolkata – 700 016 |
| Padam Kumar Khaitan | 3 Queens Park, Kolkata – 700 019 |
| Rama Shankar Jhawar | Doveland Court, 29/13 Ballygunge Park, Kolkata – 700 019 |
| Dilip Kumar Pal | ICICI Bank Limited, ICICI Bank Towers, C – 23, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 |
| Golam Momen | 6 Rawdon Street, Kolkata – 700 017 |

The shareholding pattern of Williamson Magor as on September 30, 2006 is as follows:

| Shareholder | No. of shares | % holding |
|---|---|---|
| Indian Promoters | 6,843,839 | 62.46 |
| Persons Acting in Concert | – | – |
| **Total Promoters' shareholding** | **6,843,839** | **62.46** |
| Non-promoters' shareholding | | |
| Institutional Shareholders | 688,380 | 6.28 |
| Corporate Bodies | 736,352 | 6.72 |
| Indian Public | 2,660,601 | 24.29 |
| Any Other | 27,188 | 0.25 |
| **Total non-promoter shareholding** | **4,112,521** | **37.54** |
| **Total** | **10,956,360** | **100.00** |

As per the audited accounts for the financial year ended March 31, 2006, the total income of Williamson Magor was Rs. 55.45 crore, profit after tax was Rs.39.14 crore, paid up equity share capital was Rs. 10.96 crore, earnings per share was Rs. 35.72, reserves were Rs. 92.67 crore (excluding revaluation reserves), return on average networth was 46.54% book value per share was Rs. 94.58.

As per the unaudited accounts for the half year ended September 30, 2006, the total income was Rs. 9.05 crore, profit after tax was Rs. 29.99 crore, paid up equity share capital was Rs. 10.96 crore, earnings per share was Rs. 27.37, reserves were Rs. 123.43 crore (excluding revaluation reserves), return on average networth was 47.49% book value per share was Rs. 128.45 *(Source: Annual Report of Williamson Magor for the year ended March 31, 2006 and unaudited results for half year ended September 30, 2006)*

**Ichamati**

2.3 Ichamati is a company registered under the Companies Act and was incorporated on January 25, 1975. The objects of Ichamati include carrying on the business of an investment company. The registered office of Ichamati is located at 8, A.J.C. Bose Road, Kolkata-700017, India. Ichamati is a privately held company and hence its shares are not listed on any stock exchange.

As Ichamati does not hold any shares in the Target Company, provisions of Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable.

The issued and paid up share capital of Ichamati constitutes of 3,00,000 equity shares of Rs.10 each aggregating Rs.0.30 crore.

The board of directors of Ichamati is as under :

| Name of Director | Address |
|---|---|
| Amritanshu Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Suvamoy Saha | Flat No.14, 8/7 Alipore Road, Woodland Syndicate, Kolkata – 700 027 |
| Kamal Kishore Baheti | Flat No. C – 301, Oxford View, 32/36, Diamond Harbour Road, Kolkata – 700 008 |
| Kavita Khaitan (Ms) | 10, Queens Park, Kolkata – 700 019 |
| Shanti Khaitan (Ms) | 10, Queens Park, Kolkata – 700 019 |

The shareholding pattern of Ichamati as on September 30, 2006 is as follows:

| Shareholder | No. of shares | % holding |
|---|---|---|
| Deepak Khaitan | 10,000 | 3.34 |
| Ganesh Ch. Jha | 100 | 0.03 |
| Yashodhara Khaitan (Ms) | 23,400 | 7.80 |
| Vishwanath Agarwal | 1,200 | 0.40 |
| Metals Centre Limited | 5,200 | 1.73 |
| Shanti Khaitan (Ms) | 15,000 | 5.00 |
| Aditya Khaitan | 42,100 | 14.03 |
| Premlata Agarwal (Ms) | 3,000 | 1.00 |
| Brij Mohan Khaitan | 90,000 | 30.00 |
| Deepak Khaitan (HUF) | 110,000 | 36.67 |
| **Total** | **300,000** | **100.00** |

As per the audited accounts for the financial year ended March 31, 2006, the total income of Ichamati was Rs 14.26 crore, profits after tax was Rs. 4.46 crore, paid up equity share capital was Rs. 0.30 crore, earning per share was Rs. 148.76, reserves were Rs. 6.45 crore, return on average networth was 98.77%, book value per share was Rs. 224.99

As per the unaudited accounts for the half year ended September 30, 2006, the total income was Rs.7.73 crore, profit after tax was Rs. 0.11 crore, paid up equity share capital was Rs. 0.30 crore, profit per share was Rs. 3.54, reserves were Rs. 6.5 crore, return on average networth was 1.56% book value per share was Rs. 226.72 *(Source: Annual Report of Ichamati for the year ended March 31, 2006 and unaudited results for half year ended September 30, 2006)*

## 3. Information on the Target Company

3.1. The company was incorporated on August 24, 1977. It produces tea at Dibrugarh and Sibsagar Districts in Assam. The registered office of Moran Tea is located at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001, West Bengal, India. The shares of Moran Tea are listed on the CSE and GSE. The last traded price of Moran Tea as on the CSE on July 4, 2003 (last available market price) was Rs. 30 (Source: CSE Quotation dated Friday 31st March 2006 and there was no transaction on GSE on the same day)

The issued and paid up share capital of the Moran Tea constitutes of 2,100,000 equity shares of Rs. 10 each aggregating Rs. 2.1 crore.

The board of directors of Moran Tea is as under :

| Name of Director | Address |
|---|---|
| Brij Mohan Khaitan | 10 Queens Park, Kolkota – 700 019 |
| Deepak Khaitan | 10 Queens Park, Kolkata – 700 019 |
| Salil Kumar Gupta | Bharat Biscuit Company, 538 Jodhpur Park, Ground Floor, Kolkata – 700 068 |
| Harishchandra Maneklal Parekh | 3A, Navin Apartment, 29 Ballygunge Park, Kolkata – 700 019 |
| Noshir Faramji Tankariwala | Flat No.1NW, 5 Queens Park, Kolkata – 700 019 |

The shareholding pattern of the Target Company as on September 30, 2006 is as follows:

| Shareholder | No. of shares | % holding |
|---|---|---|
| **Total Promoters' shareholding** | 1,601,555 | 76.26 |
| **Non-promoters' shareholding** | | |
| Institutional Shareholders | 0 | 0 |
| Private Corporate Bodies | 178,226 | 8.49 |
| NRIs/OCBs | 0 | 0 |
| Indian Public | 320,219 | 15.25 |
| **Total non-promoter shareholding** | **498,445** | **23.74** |
| **Total** | **2,100,000** | **100** |

As per the audited accounts for the financial year ended March 31, 2006, the total income of the Target Company was Rs. 35.89 crore, profit after tax was Rs. 1.02 crore, paid-up equity share capital was Rs. 2.10 crore, earnings per share was Rs. 4.86, reserves were Rs. 21.15 crore (excluding revaluation reserves), return on average networth was 4.39%, book value per share was Rs. 110.71.

As per the unaudited accounts for the six months ended September 30, 2006, the total income was Rs. 20.91 crore, profit after tax was Rs. 5 crore, paid up equity share capital was Rs. 2.1 crore, earnings per share was Rs. 23.81, reserves were Rs. 26.15 crore (excluding revaluation reserves), return on average networth was 38.84%, book value per share was Rs. 134.52 *(Source: Annual Report of the Target Company for the year ended March 31, 2006 and unaudited results for half year ended September 30, 2006)*

## 4. Reasons for the Offer and Future Plans

4.1 The Offer to the shareholders of Moran Tea is pursuant to the Term Sheet between McLeod Russel and the Promoter Group of Moran Tea resulting in an acquisition of Shares with change in control / management of Moran Tea, and is made in accordance with Regulation 10 and 12 read with other applicable provisions of the SEBI (SAST) Regulations, 1997.

4.2 The Acquirers do not intend to dispose of or otherwise encumber any assets of the Target Company, except to the extent that may be required (i) in the ordinary course of business of the Target Company and/or (ii) for the purposes of restructuring, rationalising and/or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Further, the Acquirers undertake not to sell, dispose off or otherwise encumber any substantial assets of Moran Tea, except with the prior approval of shareholders of Moran Tea.

Notwithstanding the above, it will be the responsibility of the board of directors of the Target Company to make appropriate decisions in these matters, in accordance with the requirements of the business of the Target Company and in line with opportunities or changes in the economic scenario from time to time. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws at the relevant time.

## 5. Statutory Approvals and Conditions of the Offer

5.1 The Offer is subject to the Acquirers obtaining the approval(s) from the Reserve Bank of India (RBI), if any, under the Foreign Exchange Management Act, 1999. The Acquirers will make applications for the requisite approvals from the RBI, if any, at the appropriate time.

5.2 To the best of the knowledge of the Acquirers, as on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer, other than those indicated above. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals. The Acquirers in terms of Regulation 27 of SEBI (SAST) Regulations, 1997, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused.

5.3 In case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company, subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations, 1997. Further, if the delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations, 1997 will also become applicable.

## 6. Continuous Listing of Shares in terms of Regulation 21(3)

6.1 Pursuant to this Offer, in case the public shareholding in the Target Company falls to a level below the limits specified in the Listing Agreement with the stock exchanges for the purpose of listing on continuous basis, the Acquirers undertake to raise the level of public shareholding to the level specified for in the Listing Agreement for continuous listing with the stock exchanges.

## 7. Financial Arrangements

7.1 The total fund requirement for implementation of the Offer at Rs. 273 per share is Rs. 11.47 crore assuming that full acceptance for the Offer is received.

7.2 The Acquirers have made firm financial arrangements to implement the Offer and meet its obligations in full under the Offer. The Offer obligation shall be met from internal accruals.

7.3 M/s Lovelock & Lewes, statutory auditors to Williamson Magor & Co Limited, vide their letter dated December 4, 2006, have certified that the Acquirers have made adequate arrangements to meet the financial obligations under this Offer.

7.4 The Manager to the Offer confirms that it is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations, 1997 as firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligations.

7.5 In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997, the Acquirers have created a lien in favour of ICICI Securities against a fixed deposit amounting Rs. 287.00 lakhs standing in the name of McLeod Russel with Kolkata branch of ICICI Bank Limited. This fixed deposit receipt is duly discharged in favour of ICICI Securities. The said fixed deposit amount is over 25% of the amount required as per the said Regulations, viz., 25% of Rs. 11,46.6 lakhs, i.e. Rs. 287.00 lakhs. ICICI Securities has been authorised to realise the value of the escrow amount.

## 8. Other Terms of the Offer

8.1 A Letter of Offer specifying the detailed terms and conditions of the Offer, together with a Form of Acceptance-cum-Acknowledgement will be mailed on or before January 11, 2007 to the shareholders of the Target Company whose names appear on the Register of Members of the Target Company and to the owners of the shares of the Target Company whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on December 29, 2006 (the 'Specified Date'). No Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed to the Acquirers and the Promoter Group of Moran Tea.

8.2 All owners of Shares, registered or unregistered, except the Acquirers and the Promoter Group of Moran Tea, are eligible to participate in the Offer anytime before closure of the Offer.

8.3 Shareholders who hold Shares in the physical form and wish to offer the Shares for sale pursuant to the Offer shall be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and transfer deed(s) duly signed to Maheshwari Datamatics Private Limited, who are acting as the Registrar to the Offer (the 'Registrar to the Offer'), either by hand delivery during business hours (Mondays to Saturdays between 10.00 a.m. to 5.00 p.m.) or by registered post so that the same are received on or before the close of the Offer, i.e. by February 7, 2007, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

8.4 The Registrar has opened a special depository account with Shree Bahubali International Limited, as the Depository Participant in National Securities Depository Limited ('NSDL'), styled 'Escrow A/c Moran Tea Open Offer'. The DP ID is IN 300773 and Beneficiary Client ID is 1018 0424. Shareholders holding their beneficiary account in Central Depository Services India Limited ('CDSL') will have to use an inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with NSDL.

8.5 Beneficial owners (holders of Shares in dematerialised form) who wish to tender their Shares will be required to send their Form of Acceptance-cum-Acknowledgement along with a photocopy of the delivery instructions in 'off-market' mode or counterfoil of the delivery instructions in 'off-market' mode, duly acknowledged by the Depository Participant ('DP'), in favour of the above mentioned special depository account, to the Registrar to the Offer – Maheshwari Datamatics Private Limited, either by hand delivery during business hours (Mondays to Saturdays between 10.00 a.m. to 5.00 p.m.) or by registered post so as to reach on or before the close of the Offer, i.e. by February 7, 2007, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance-cum-Acknowledgement. Beneficial owners should ensure that they credit their Shares in favour of the aforementioned special depository account before the close of the Offer i.e. before February 7, 2007.

8.6 Persons who own Shares and whose names do not appear on the Register of members of the Company on the Specified Date are also eligible to participate in this Offer. Unregistered owners of shares of the Target can send their applications in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Shares held, number of Shares offered, distinctive numbers, folio numbers, together with the original share certificate(s), transfer deeds and the original contract note issued by the broker through whom they acquired their Shares. No indemnity is required from the unregistered owners.

8.7 Owners of Shares who have sent their Shares for transfer should enclose, Form of Acceptance-cum-Acknowledgement duly completed and signed, copy of the letter sent to the Target for transfer of Shares and valid share transfer form(s). Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialised is completed well in time so that the credit in the aforesaid special depository account is received on or before the date of close of the Offer, i.e. by February 7, 2007, else the application will be rejected.

8.8 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, number of Shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the close of the Offer, i.e. by February 7, 2007 or in the case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, number of Shares offered, 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 the 'off-market' mode, duly acknowledged by the DP, in favour of the aforesaid special depository account, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e. by February 7, 2007.

8.9 In addition to the above mentioned address, all owners of shares of the Target Company, registered or unregistered, who wish to avail of and accept the Offer can also hand deliver the Form of Acceptance-cum-Acknowledgement along with all the relevant documents at any of the collection centres below in accordance with the procedure as set out in the Letter of Offer. All centres mentioned herein below would be open on all working days as follows:

Business Hours: Mondays to Saturdays 10.00 a.m. to 5.00 p.m. The centres will be closed on Sundays and any other public holidays.

| City | Contact Person | Address | Tel. No. | Fax No. | Mode of Delivery |
|---|---|---|---|---|---|
| Kolkata | Mr. S. Rajagopal | Maheshwari Datamatics Private Limited 6 Mangoe Lane, 2nd Floor Kolkata 700001 | 033-2243-5029/ 5809, 2248-2248 | 033-2248-4787 | Registered post or hand delivery |
| Mumbai | Mr. Subodh | Maheshwari Datamatics Private Limited c/o Bigshare Services Pvt Ltd E-2, Ansa Industrial Estate Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 | 022-2847-0652/ 53 | 022-2847-5207 | Hand delivery only |
| New Delhi | Mr. Naresh K. Rajgaria | Maheshwari Datamatics Private Limited c/o Khandelia & Sharma Chartered Accountants 407, South Extn. Plaza II, Masjid Moth South Extn. Part II New Delhi - 110049 | 011-2625-9733/ 9744 | 011-4164-3733 | Hand delivery only |
| Ahmedabad | Mr. Manish Buchasia | Maheshwari Datamatics Private Limited c/o M.S.Buchasia & Associates 410, Satyam Mall, Near Kameshwar School, Jodhpur Cross Road Satellite Ahmedabad - 380015 | 079-4003-0098 | 079-4003-0098 | Hand delivery only |
| Chennai | Mr. Sushil Kumar Kochar | Maheshwari Datamatics Private Limited c/o K.K.S. & Co., 309, Citi Centre 232 Purasawalkam High Road, Chennai - 600010 | 044- 2643-3273 | N.A. | Hand delivery only |
| Bangalore | Mrs. Shobha | Maheshwari Datamatics Private Limited c/o G.V.Sunder & Co., 3/5 Tower Block, 4th Floor Unity Building, J.C. Road Bangalore – 560 002 | 080-2227-5160 | 080-2224-4189 | Hand delivery only |
| Hyderabad | Mr. B.D. Gilda | Maheshwari Datamatics Private Limited c/o M/s. Bhagwan Das Gilda 3-5-141/1A Eden Bag Road Ramkot, Hyderabad – 500 001 | 040-2475-3803 | 040-2475-3803 | Hand delivery only |
| Guwahati | Mrs. Ambika Barua | Maheshwari Datamatics Private Limited c/o H.S. Kumbhat & Co. NIFD Campus, 2nd Floor Opp. Goswami Service Station, Chandmari Guwahati – 781 003 | 0361-2661521 | 0361-2664572 | Hand delivery only |

8.10 The Registrar to the Offer will hold in trust the Shares / share certificates, shares lying in the credit of the special depository account, Form of Acceptance-cum-Acknowledgement, if any, and the transfer form on behalf of the shareholders of The Target until the Acquirers complete their obligations in accordance with the SEBI (SAST) Regulations, 1997.

8.11 January 19, 2007 shall be the date of opening of the Offer and February 7, 2007 shall be the closing date of the Offer.

8.12 The payment of consideration to those shareholders whose Shares or share certificates and / or other documents are found complete, valid and in order will be made by way of a crossed account payee cheque, demand draft or pay order. The decision regarding the acquisition (in full or part), or rejection of, the Shares offered for sale by the shareholders of the Target Company pursuant to the Offer and (i) any corresponding payment for the acquired Shares and / or; (ii) share certificates for any rejected Shares or Shares withdrawn, will be communicated and despatched to the shareholders by registered post or by ordinary post as the case may be, at the shareholders' sole risk. Shares held in dematerialised form to the extent not acquired or Shares withdrawn will be credited back to their beneficiary account with their respective depository participants as per the details furnished by their beneficial owners in the Form of Acceptance-cum-Acknowledgement.

8.13 Despatches involving payment of a value in excess of Rs. 1,500 will be made only by registered post at the shareholders' sole risk.

8.14 All Shares tendered in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.

8.15 Any Shares that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of the Target Company may be precluded from transferring the Shares during pendency of the said litigation are liable to be rejected unless directions / orders regarding the free transferability of such Shares are received together with the Shares tendered under the Offer prior to the date of closure of the Offer.

8.16 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. In case the previous RBI approvals are not submitted, the Acquirers reserve the right to reject such Shares tendered.

8.17 As per the provisions of Section 196D(2) of the Income Tax Act, 1961 ('the Income Tax Act'), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor ('FII') as defined in section 115AD of the Income Tax Act. However, while tendering their Shares under the Offer, NRIs, OCBs and other non-resident shareholders (excluding FIIs) will be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirers before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

8.18 In case the Shares offered in the Offer are more than the Shares to be acquired under the Offer, the acquisition of Shares from each shareholder will be on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations, 1997.

8.19 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. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement or otherwise.

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

| | Activity | Date |
|---|---|---|
| 1 | Date of publication of Public Announcement | December 6, 2006 (Wednesday) |
| 2 | Specified date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent) | December 29, 2006 (Friday) |
| 3 | Last date for announcement of a competitive bid | December 26, 2006 (Tuesday) |
| 4 | Date by which Letter of Offer will be posted to shareholders | January 11, 2007 (Thursday) |
| 5 | Date of Opening of the Offer | January 19, 2007 (Friday) |
| 6 | Last date for revising the offer price / number of Shares | January 29, 2007 (Monday) |
| 7 | Last date for withdrawing acceptance from the Offer | February 2, 2007 (Friday) |
| 8 | Date of Closure of the Offer | February 7, 2007 (Wednesday) |
| 9 | Date of communicating rejection / acceptance and payment of consideration for applications accepted | February 22, 2007 (Thurday) |

## 9. General

9.1 The Acquirers reserve the right to withdraw the Offer pursuant to Regulation 27 of the SEBI (SAST) Regulations, 1997. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this Public Announcement appears.

9.2 In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, 1997, shareholders who have accepted the Offer by tendering the requisite documents in terms of the public announcement / Letter of Offer can withdraw the same up to three working days prior to the date of closure of the Offer.

9.3 Should the Acquirers decide to revise the Offer Price or Shares upwards, such upward revision will be made in accordance with Regulation 26 of the SEBI (SAST) Regulations, 1997 not later than January 29, 2007, which is 7 (seven) working days prior to the date of closure of the Offer. If the Offer Price is revised upwards, such revised price will be payable to all shareholders who have accepted this Offer and submitted their Shares at any time during the period between the date of opening of the Offer and the date of closure of the Offer to the extent that their Shares have been verified and accepted by the Acquirers. Any such upward revision will be announced in the same newspapers where this Public Announcement appears.

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

**(i) The Public Offer under all the subsisting bids shall close on the same date.**

**(ii) As the Offer Price cannot be revised during the seven 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 acceptances accordingly.**

9.5 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities Exchange Board of India Act, 1992.

9.6 Pursuant to Regulation 13 of the SEBI (SAST) Regulations, 1997, the Acquirers have appointed ICICI Securities Limited as the Manager to the Offer.

9.7 The Acquirers and the directors of the Acquirers, accept full responsibility for the information contained in this Public Announcement. The Acquirers and the directors of the Acquirers are jointly and severally responsible for fulfilment of their obligations under the SEBI (SAST) Regulations, 1997.

9.8 Please note that some financial data contained in this public announcement has been rounded off to the nearest million or crore (as the case may be), except where stated otherwise.

9.9 For further details please refer to the Letter of Offer and the Form of Acceptance-cum- Acknowledgement.

9.10 Shareholders can also download a copy of this public announcement, a copy of the Letter of Offer, the Form of Acceptance-cum-Acknowledgement which will be available on SEBI's website **www.sebi.gov.in** from the Offer opening date, i.e. January 19, 2007 and send in their acceptance by filing the same.

*Issued on behalf of the Acquirers by*

**Manager to the Offer**

ICICI Securities


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Place : Kolkata
Date : December 5, 2006