PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

OMEGA AG-SEEDS (PUNJAB) LIMITED

Registered Office : 3307/B, 2nd Floor, Sector - 21D, Chandigarh - 160 022, India. Tel. No.: +91-172-2724240; Fax No. +91-172-2726325; Email: oasplmega363@yahoo.co.in

CASH OFFER FOR ACQUISITION OF 16,00,000 EQUITY SHARES FROM SHAREHOLDERS

This Public Announcement (hereinafter referred to as "PA") is being issued by Systematix Corporate Services Limited (hereinafter referred to as "Manager to the Offer"), for and on behalf of Mr. Venkata Rama Mohan Rao Nerella (hereinafter referred to as the "Acquirer") pursuant to and in compliance with, among others, Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "Regulations").

1. BACKGROUND TO THE OFFER

1.1 The Open Offer (**"Offer"**) is being made in compliance with Regulation 10 and 12 and other applicable provisions of Chapter III of the Regulations, to the shareholders of Omega AG-Seeds (Punjab) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 3307/B, 2nd Floor, Sector - 21D, Chandigarh - 160 022, India (hereinafter referred to as **"the Target Company"** or **"Omega"**).

1.2 The Acquirer has entered into a Share Purchase Agreement (hereinafter referred to as **"SPA"** or **"the Agreement"**) dated February 5, 2011 with a part of the Promoters' Group of the Target Company viz. Omega Ag-Seeds (India) Limited and Mrs. Leena Nitinkumar Parkeh (hereinafter referred to as the **"Sellers"**), for acquisition of 12,99,000 fully paid up equity shares (**"Sale Shares"**) of ₹ 10 /- each representing 25.98% of the issued, subscribed and paid up equity share capital of the Target Company, at a price of ₹ 6.00/- (Rupees Six only) per share (hereinafter referred to as **"the Negotiated Price"**).

1.3 Pursuant to the aforesaid SPA, the Acquirer's shareholding in the Target Company will exceed 15% of the total voting capital in the Target Company and therefore provisions of Regulation 10 read with Regulation 12 of the Regulations have been attracted.

1.4 The details of SPA in terms of the total number of shares agreed to be bought and sold are as follows:

Name of the Acquirer	No. of Shares & (%) of Omega	Name of the Sellers	No. of Shares & (%) of Omega
Mr. Venkata Rama	12,00,000 (24.00%)	**Omega AG Seeds (India) Ltd.**	12,00,000 (24.00%)
Mohan Rao Nerella	99,000 (1.98%)	**Mrs. Leena Nitinkumar Parekh**	99,000 (1.98%)
Total	**12,99,000 (25.98%)**		**12,99,000 (25.98%)**

1.5 The salient features of the SPA are as follows:

1.5.1 The consideration for the Sale Shares and to acquire controlling interest in the Target Company shall be ₹ 77,94,000 (i.e. ₹ 6.00/- per equity share) and shall be divided amongst the Sellers in the proportion as shown in para 1.4. The Acquirer has paid the said amount through separate cheques to the sellers in the proportion of their holdings.

1.5.2 The Sellers shall simultaneously handover the relevant DP Slips duly signed and authorized by respective sellers to the Acquirer.

1.5.3 The Sale Shares held by the Sellers are and shall be free from all lien, claim, pledge, charge, mortgage and encumbrance and have a controlling stake in the Company and constituting the promoter group within the meaning of Regulations issued by the Securities and Exchange Board of India (**"SEBI"**).

1.5.4 The Sellers shall ensure that, from the date of execution of the Agreement until completion, the Company will carry on business in all material respects in the ordinary and usual course with due care and diligence and in the manner and scope carried on as at the date of execution of this Agreement and the Sellers shall ensure that the Company provides, to the extent permitted under applicable law; necessary information and reasonable access to information to the Acquirer and/or its representatives, as may be required for or in connection with the open offer.

1.5.5 The Acquirer shall, in accordance with the SEBI Regulations, make open/public offer for Shares of the Company. The Acquirer shall take expeditious steps to comply with the SEBI (SAST) Regulations as quickly as possible and undertake not to do or omit from doing anything that might impede, or frustrate the compliance of the provisions relating to open/public offers. The Acquirer shall not apply for the registration of any shares of the Company, including the Sale Shares to be acquired from the Sellers under the Agreement, in its name unless and until its Merchant Banker has certified the unconditional fulfilment of the provisions of the SEBI (SAST) Regulations by the Acquirer.

1.5.6 The Parties to the Agreement agree that in the event of non-compliance of any of the provisions of SEBI (SAST) Regulations pursuant to the execution of the Agreement, the said Agreement shall not be acted upon by any of the Parties.

1.5.7 The Acquirer and the Sellers 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 as amended (**"the SEBI Act"**) or under any other regulation made under the SEBI Act.

2. THE OFFER

2.1 The Acquirer is now making an Offer to shareholders of the Target Company (other than the Sellers) to acquire up to 16,00,000 (Sixteen Lac) equity shares of the Target Company of the face value of ₹ 10/- each, representing 32% of the paid up equity share capital and voting capital of the Target Company (**"Offer Size"**) at a price of ₹ 8.50/- (Rupees Eight and Paise Fifty Only) per fully paid up equity share (hereinafter referred to as **"the Offer Price"**) payable in cash in terms of Regulation 20 of the Regulations.

2.2 There are no Persons Acting in Concert (**"PACs"**) within the meaning of Regulation 2(1)(e)(1) of the Regulations in relation to this Offer.

2.3 This Offer is not conditional upon any minimum level of acceptance. The Acquirer will acquire all the equity shares of the Target Company that are validly tendered as per terms of the Offer up to a maximum of 16,00,000 equity shares.

2.4 This is not a competitive bid.

2.5 To the extent of the Offer Size, all the equity shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirer, subject to the terms and conditions set out herein and in the Letter of Offer (hereinafter referred to as the **"LOF"**) that would be sent to the shareholders of the Target Company.

2.6 This Offer is subject to the receipt of the statutory and other approvals mentioned in paragraph 7 of the PA. In terms of Regulation 27 of the Regulations, if the statutory approvals are not obtained by the Acquirer or such approvals are not granted, the Offer would stand withdrawn.

2.7 The Acquirer does not hold any equity shares in the Target Company as on the date of this PA.

2.8 The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfilment or outcome of the Agreement and its related conditions.

2.9 The Offer is not as a result of global acquisition resulting in indirect acquisition of Omega.

2.10 The Acquirer has not acquired any equity shares of Target Company during the 12 months period prior to the date of this PA. However, the acquirer has agreed to acquire equity shares in the Target Company under the SPA dated February 5, 2011 as stated in Para 1 above.

2.11 The equity shares of the Target Company will be acquired by the Acquirer as fully paid up, free from any lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

2.12 As on the date of this PA, the Manager to the Offer does not hold any equity shares in the Target Company. The Manager to the Offer undertakes not to deal in the equity shares of the Target Company up to a period of fifteen days after closure of the Offer.

3. THE OFFER PRICE

3.1 The equity shares of the Target Company are presently listed on the Bombay Stock Exchange Limited (**"BSE"**), Ahmadabad Stock Exchange Limited (**"ASE"**), Delhi Stock Exchange Limited (**"DSE"**) and Ludhiana Stock Exchange Limited (**"LSE"**) only. Also, the equity shares were listed on Hyderabad Stock Exchange Limited (**"HSE"**), Kanpur Stock Exchange Limited (**"KSE"**) and Mangalore Stock Exchange Limited (**"MSE"**) after its IPO. The equity shares of the Target Company are frequently traded on BSE within the meaning of Regulation 20(4) of the Regulations. There is no trading in the equity shares of the Target Company on the other stock exchanges.

3.2 The annualized trading turnover in the equity shares of the Target Company on BSE based on trading volume during August 2010 to January 2011 (six calendar months preceding the month in which the PA is made) is given below:

Name of the Stock Exchange	Total number of shares traded during the 6 calendar months prior to the month in which PA was made	Total Number of Listed Shares	Annualized Trading Turnover (in terms of % to Total Listed Shares)
BSE	11,55,485	50,00,000	46.22

Source: www.bseindia.com

3.3 The Offer Price of ₹ 8.50/- (Rupees Eight and Paise Fifty only) per equity share is justified in terms of Regulation 20(4) and 20(11) of the Regulations as it is higher of the following:

(a)	Negotiated price per equity share under the SPA		₹ 6.00
(b)	Highest price paid by the Acquirer for acquisitions, 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.		NA
(c)	The average price per share of the weekly high and low of closing prices of the shares during 26 weeks period preceding the Date of Public Announcement		₹ 6.34
(d)	The average of the daily high and low of the prices of the shares during two weeks period preceding the Date of Public Announcement		₹ 8.36
(e)	**Other Parameters as at**	**September 30, 2010 (Unaudited)#**	**March 31, 2010 (Audited)**
i.	Return on Networth i.e. (Profit after Tax / Networth) * 100	(0.66%)	0.82%
ii.	Book Value i.e. Networth / Total number of outstanding equity shares	₹ 5.75*	₹ 5.79
iii.	Earning Per Share ("EPS") i.e. Profit after Tax / Total number of outstanding equity shares	₹ (0.04)*	₹ 0.05

Certified by the Auditors of Omega; NA - Not Applicable; * Not annualised

3.4 If the Acquirer acquires any equity shares of the Target Company after the date of this Public Announcement (except the Sale Shares) and up to seven (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 applications received under the Offer.

4. INFORMATION ABOUT THE ACQUIRER

4.1 Mr. Venkata Rama Mohan Rao Nerella

4.1.1 Mr. Venkata Rama Mohan Rao Nerella, S/o Mr. Nerella Ramulu, aged 50 years and a resident of India is qualified as Bachelor of Commerce ("B.Com"). He holds an Indian Passport bearing no. B1901626.

4.1.2 The Acquirer resides at 20-105/1-8, Vivekananda Nagar Colony, opp. Z. P. H. School, Main Road, Akividu - 534235, West Godavari Dist., Andhra Pradesh, India. Tel. No. 91-8816-252775; Email: nmr.bpsf@gmail.com

4.1.3 The Acquirer has over 18 years of experience in Rice Industry and 10 years of experience in Sea Food Industry. Currently he is acting as Managing Director in Blue Park Sea Foods Pvt. Ltd. where he looks after the procurement of raw materials, financials and managerial functions including dealing with foreign sea food buyers.

4.1.4 The Acquirer is one of the Promoter Directors in the following companies:

1. Blue Park Sea Foods Private Limited
2. Gayatri Sea Foods and Feeds Private Limited
3. Jayalakshmi Rice Mills (India) Private Limited
4. Nerella Power Private Limited and
5. Gayatri Bio Solutions (India) Private Limited

The Acquirer and the above mentioned companies do not belong to any group and shares of these companies are not listed on any stock exchange in India or abroad.

4.1.5 The Networth of the Acquirer as on December 31, 2010 is ₹ 26,22,95,822/- (Rupees Twenty Six Crores Twenty Two Lacs Ninety Five Thousand Eight Hundred and Twenty Two Only) and the same is certified by CA I.V.V.S. Krishna Rao (Membership No. 028511) of Innamuri & Associates (Registration No. 001145S); Chartered Accountants having their office at Marella Vari Street, Bhimavaram - 534 201, West Godavari Dist., Andhra Pradesh. Tel. No. +91-8816-233512; Fax No. +91-8816-232863; Email: innamuri2009@yahoo.in

4.2 OTHER INFORMATION ABOUT THE ACQUIRER

4.2.1 There are no PACs within the meaning of Regulation 2(1)(e)(1) of the Regulations in relation to this Offer with the Acquirer.

4.2.2 There is no other Agreement entered between the Acquirer and the Sellers except the SPA.

4.2.3 The Acquirer is not related to the Target Company, its Directors and Promoters in any manner whatsoever except the SPA.

4.2.4 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.

4.2.5 Compliance with requirements of Chapter II of the Regulations is not applicable to the Acquirer since he does not hold any equity shares of the Target Company as on the date of this PA.

5. INFORMATION ABOUT THE TARGET COMPANY - ("OMEGA")

5.1. Omega AG-Seeds (Punjab) Limited was incorporated on November 24, 1992 under the Companies Act, 1956 in Chandigarh bearing the registration number 53-12758 of 1992 and received a Certificate of Commencement of Business from the Registrar of Punjab, Himachal Pradesh and Chandigarh on December 17, 1992. The Corporate Identity Number (**"CIN"**) of Omega is L01119CH1992PLC012758.

5.2. The Registered Office of the Target Company is situated at 3307/B, 2nd Floor, Sector - 21D, Chandigarh - 160 022, India. Tel. No.: +91-172-2724240; Fax No. +91-172-2726325; Email: oasplmega363@yahoo.co.in

5.3. The main objects of the Target Company to be pursued on its incorporation:

i. develop advanced technology in the field of cultivation and growing of hybrid varieties of every kind of seeds both edible and non-edible, like oil seeds, pulses, grains, vegetables, fruits, crops, fodder, saplings of every kind of trees for afforestation and other purpose and the dry farming activities in arid and semi-arid agriculture zones including any agricultural produce to be grown on mother earth and soil.

ii. purchase, sell, import, export all types of oils and / or carry on business of extraction of oil from all oil bearing commodities and seeds and manufacture crude oil, refined oil, perfumed and other types of oil.

5.4. The Target Company had come out with its maiden public issue (IPO) during May 1994 with the main objects of setting up seed production & processing plant at Ludhiana and to meet working capital requirements.

5.5. As on the date of this PA, the Authorised Share Capital of the Target Company is ₹ 500 Lacs comprising of 50,00,000 equity shares of ₹ 10/- each. The issued, subscribed, paid up and voting equity share capital of the Target Company is ₹ 500 Lacs comprising of 50,00,000 equity shares of ₹ 10 each, fully paid. There are no partly paid up equity shares in the Target Company.

5.6. Mr. M. M. Parekh is the Compliance Officer of the Target Company.

5.7. Brief financials of the Target Company are as follows:

(₹ in Lacs except as stated)

Sr. No.	Particulars	As at September 30, 2010 (Unaudited)#	As at March 31, 2010 (Audited)
1	Total Income	Nil	12.04
2	Total Expenditure	1.90	7.64
3	Profit After Tax (**"PAT"**)	(1.90)	2.37
4	Paid up Equity Share Capital	500.00	500.00
5	Reserve & Surplus (excluding Revaluation Reserve)	(212.44)	(210.54)
6	Networth	287.56	289.46
7	Book Value per share (in ₹)	5.75*	5.79
8	Earning Per Share (**"EPS"**) (in ₹)	(0.04)*	0.05

Certified by the Auditors of Omega; * Not annualized

5.8. There is no outstanding instrument in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into equity shares on any later date. There are no equity shares under lock-in.

5.9. The Board of Directors of Omega as on date of this PA comprises the following:

- Mrs. Leena N. Parekh (Executive, Non-Independent Director)
- Mr. Niral N. Parekh (Non-Executive, Non-Independent Director)
- Mr. Jitesh N. Bagdai (Non-Executive, Independent Director)
- Mr. Sitaram D. Chawan (Non-Executive, Independent Director)

5.10. The equity shares of the Target Company are presently listed on BSE, ASE, DSE and LSE. The equity shares of the Target Company are not traded on above-mentioned stock exchanges except BSE. The equity shares of Omega are frequently traded within the meaning of Regulation 20(4) of the Regulations on BSE. The Scrip Code of the equity shares of the Target Company at BSE is 519479 and is placed in "T" group.

5.11. The Target Company has passed a special resolution to delist its equity shares from all the stock exchanges except BSE on its Annual General Meeting (**"AGM"**) held on September 30, 2010.

6. REASONS FOR THE ACQUISITION, OFFER AND FUTURE PLANS

6.1 The Acquirer has entered into an SPA with a part of the Promoters' Group of the Target Company to acquire 12,99,000 equity shares of ₹ 10/- each of Omega, representing 25.98% of the issued, subscribed and paid up equity share capital of the Target Company. This acquisition is thus a substantial acquisition of equity shares along with the voting rights in Omega, which will enable the Acquirer to gain control of the Target Company. As a result of this acquisition, provisions of Regulations 10 & 12 of the Regulations have been attracted. The Acquirer is making an Offer to acquire upto 16,00,000 fully paid equity shares of ₹ 10 each being 32% of the paid up equity and voting share capital of the Target Company in order to comply with the provisions of the Regulations.

6.2 The objects of the acquisition for the Target Company by the Acquirer is to take the management control, acquire voting rights and subsequently to hold an Extra Ordinary General Meeting (**"EGM"**) for change in name, object clause and shifting of registered office of the Target Company.

6.3 The Acquirer is experienced in the field of Rice Industry and Seafood Industry and he proposes to expand the activities of the Target Company by virtue of his experience. He intends to strengthen business of the Target Company into these areas and also intends to derive the benefits of a listed company.

6.4 As on the date of this PA, the Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies. Notwithstanding the immediately preceding sentence, the Board of Directors of the Target Company will take appropriate decisions in these matters based upon, among other things, the requirements of the business and in line with the opportunities from time to time.

6.5 Other than in the ordinary course of business, the Acquirer undertakes that they will not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company.

6.6 The Offer is not a global acquisition resulting in indirect acquisition of the Target Company.

7. STATUTORY APPROVALS/OTHER APPROVALS REQUIRED FOR THE OFFER

7.1 To the best of the knowledge of the Acquirer, as on the date of this PA, there are no statutory approvals required to implement the Offer. If any other statutory approvals become applicable, the Offer would also be subject to such statutory approvals. The Acquirer, in terms of Regulation 27 of SEBI (SAST) Regulations, will not to proceed with the Offer in the event the statutory approvals are refused.

7.2 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders of the Target Company, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the Regulations. Further, if the delay occurs on account of the wilful default or neglect or inaction or non-action by 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 Regulations.

7.3 To the best of his knowledge, the Acquirer does not require any approvals from financial institutions or banks for the Offer.

8. OPTION IN TERMS OF REGULATION 21

Upon completion of the Offer, assuming full acceptance to this Offer and acquisition of equity shares through SPA, the Acquirer will hold 28,99,000 equity shares constituting 57.98% of paid-up and voting capital of the Target Company and will not result in the public shareholding falling below the minimum limit specified in Clause 40A of the Listing Agreement i.e. 25% of its outstanding equity share and voting capital. Further, the Acquirer undertakes that he will comply with the Listing Agreement for continuous listing of equity shares of the Target Company with BSE.

9. FINANCIAL ARRANGEMENTS

9.1 The total fund requirement for the Offer is ₹ 1,36,00,000/- (Rupees One Crore Thirty Six Lacs only). In accordance with Regulation 28 of the Regulations, the Acquirer has opened an Escrow Account in the name and style as "V. R. Mohan Rao - Omega - Escrow A/c" bearing Account No. 0152-BH0359-050 with IndusInd Bank Limited, Branch: Business Park, Tilak Road, Ghatkopar (East), Mumbai - 400 077 and made a deposit of ₹ 45,00,000/- (Rupees Forty Five Lacs only) in the account, being more than 25% of the total consideration payable to the shareholders under the Offer. A lien has been marked on the said Escrow Account in favour of the Manager to the Offer by the bank. The Manager to the Offer has been solely authorised by the Acquirer to operate and realise the value of Escrow Account in terms of the Regulations.

9.2 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own Networth and no borrowings from any Bank and/or Financial Institutions is envisaged. CA I.V.V.S. Krishna Rao (Membership No. 028511) of Innamuri & Associates (Registration No. 001145S); Chartered Accountants having their office at Marella Vari Street, Bhimavaram - 534 201, West Godavari Dist.; Andhra Pradesh. Tel. No. +91-8816-233512; Fax No. +91-8816-232863; Email: innamuri2009@yahoo.in has certified vide Certificate dated February 08, 2011 that on the basis of necessary information and explanation given by the Acquirer and on the verification of their assets, liabilities, and the requirement of the funds, the Acquirer has adequate resources to fulfill the obligations under this Offer in full.

9.3 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

10. OTHER TERMS OF THE OFFER

10.1 The Letter of Offer (**"LOF"**) relating to the Offer along with the Form of Acceptance cum Acknowledgement and Form of Withdrawal will be mailed to the shareholders of the Target Company, whose names appear on the Register of Members of the Target Company as of the close of business hours on February 18, 2011 (**"Specified Date"**).

10.2 The Offer is not subject to any minimum level of acceptance.

10.3 All the shareholders who own the equity shares of the Target Company are eligible to participate in the Offer anytime before the closing of the Offer. Accidental omission to dispatch Letter of Offer to any member entitled to this Offer or non-receipt of the Letter of Offer by any member entitled to this Offer shall not invalidate the Offer in any manner whatsoever.

10.4 The shareholders who wish to tender their equity shares pursuant to the Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer together with their original share certificate(s), transfer deed(s) and duly filled Form of Acceptance to **Bigshare Services Private Limited,** acting as Registrar to the Offer (hereinafter referred to as **"Registrar to the Offer"**) from Monday to Friday between 10.30 a.m. and 4.30 p.m. and on Saturday from 10.30 a.m. to 1.00 p.m. (except public holidays) either by hand delivery or by registered post on or before the closing date of the Offer i.e. April 18, 2011 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance.

10.5 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 duly signed Form of Acceptance cum Acknowledgement, Original Share certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post, so as to reach on or before the closure of the Offer, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

10.6 The Registrar to the Offer has opened a special depository account for tendering demat equity shares in the Offer. The details of the account are as follows:

Name of the Escrow Account	BSPL Escrow A/c Omega Open Offer
Depository Name	National Securities Depository Limited (**"NSDL"**)
Depository Participant (DP) Name	HDFC Bank Limited
DP ID Number	IN301549
Beneficiary Account Number / Client ID	32176610
ISIN	INE112B01013
Mode of Instruction	Off-Market

10.7 Shareholders who tender their equity shares in electronic form are requested to attach their respective counterfoils of the transaction duly stamped by their respective DPs along with the Form of Acceptance cum Acknowledgement which will be sent along with LOF to them. Shareholders of the Target Company having their beneficiary account with Central Depository Services (I) Limited (**"CDSL"**) shall use the inter-depository delivery instruction slip and send the same (duly stamped by their Depository Participants) for the purpose of crediting their equity shares in favour of the special depository account with NSDL.

10.8 Beneficial owners (holders of shares in dematerialized form) who wish to tender their equity shares of the Target Company will be required to send their duly signed 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 to the Registrar to the Offer, either by hand delivery or by Registered Post acknowledgement due, so as to reach on or before the closure of the Offer, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the tendered shares should be received in the special depository account on or before the closure of the Offer, i.e., not later than April 18, 2011 at the below mentioned Collection Centre:

Address of Collection Centre	Contact Person, Telephone No., Fax No., Email and Web	Mode of Delivery
Bigshare Services Pvt. Ltd. E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072.	**Mr. Babu Raphael / Mr. Vishant Naik** Tel. No.: +91-22-40430200 Fax. No.: +91-22-28475207 E-mail: openoffer@bigshareonline.com Web: www.bigshareonline.com	Hand Delivery / Registered Post

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Sellers nor the Acquirer nor the Target Company nor the Manager to the Offer.

10.9 Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the Original Share Certificate(s), valid Share Transfer Deeds and the original Contract Note(s) issued by the Broker through whom they acquired their shares. No indemnity is required from unregistered owner.

10.10 In case of non-receipt of the Letter of Offer, the eligible persons may (i) download the same from the SEBI's website (www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer, or (iii) make an application to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Registered Folio Number, Share Certificate Numbers, Distinctive Numbers, Number of Shares held, Number of Shares offered along with documents as mentioned above either by hand delivery on weekdays or by Registered Post, so as to reach the Registrar to the Offer on or before the closure of the Offer. In 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 of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, 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 'off-market' mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post, so as to reach on or before the closure of the Offer.

10.11 Shareholders who have sent their shares for dematerialisation need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the special depository account should be received on or before the closure of the Offer, i.e., not later than April 18, 2011 else the application would be rejected.

10.12 Payment to those shareholders whose certificates and/or other documents are found valid and in order and are approved by Manager and Registrar will be paid by way of a crossed account payee cheque/demand draft/pay order through Direct Credit (**"DC"**) / National Electronic Fund Transfer (**"NEFT"**) / Real Time Gross Settlement (**"RTGS"**) / National Electronic Clearing Services (**"NECS"**) / Electronic Clearing Services (**"ECS"**). Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS/ECS are requested to give the authorisation for the same in the Form of Acceptance cum Acknowledgement and enclose a photocopy of crossed cheque or passbook with Name, Account Number and Complete Address along with Form of Acceptance cum Acknowledgement. The decision regarding acquisition (in part or full), or rejection of, the shares tendered pursuant to this Offer and (i) any corresponding payment for the acquired shares and/or (ii) share certificates for any rejected shares or shares withdrawn will be dispatched to the shareholders by Registered Post or by Ordinary Post as the case may be, at the Shareholder's sole risk.

10.13 If the aggregate of the valid responses to the Offer exceeds the Offer size, then the Acquirer shall accept the valid applications received on a proportionate basis, in accordance with regulation 21(6) of the 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 and does not result in non-marketable lots. Provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot of 100 equity shares.

10.14 Applications in respect of equity shares of the Target Company 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 confirming their transferability 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.

10.15 The Registrar to the Offer will hold in trust the Equity Shares/Share Certificates, Equity 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 equity shares/share certificates are dispatched/returned.

10.16 Unaccepted Share Certificates, Transfer Forms and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. 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.

10.17 While tendering the equity shares under the Offer, NRIs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, the Manager to the Offer reserves the right to reject such equity shares tendered. While tendering shares under the Offer, NRI/ foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 (**"Income Tax Act"**), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

10.18 As per the provisions of Section 196D(2) of 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 of the Income Tax Act payable to a Foreign Institutional Investor (**"FII"**) as defined in Section 115 AD of the Income Tax Act.

10.19 The payment of acquisition of shares will be made by the Acquirer in Cash through a crossed Demand Draft/Pay Order/DC/NEFT/RTGS/ECS/NECS to the equity Shareholders of Target Company whose equity share certificates and other documents are found in order and accepted, within 15 Days from the date of Closing of the Offer.

10.20 Pursuant to regulation 22(5A) of the Regulations, equity shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three working days prior to the closing date of the Offer. 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 their office mentioned above as per the mode of delivery indicated therein on or before April 11, 2011:

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

ii. In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical shares: Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Distinctive Numbers, Folio Number, Number of Shares offered; and
- In case of dematerialised shares: Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, DP name, DP ID, Number of Shares offered, 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.

10.21 The shares withdrawn by the Shareholders, if any, would be returned by Registered Post.

10.22 A schedule of some of the key events in respect of the Offer is given below:

ACTIVITY	DATE	DAY
Public Announcement	February 9, 2011	Wednesday
Specified Date*	February 18, 2011	Friday
Last date for a Competitive Bid	March 2, 2011	Wednesday
Date by which Letter of Offer to be posted to the shareholders	March 19, 2011	Saturday
Date of Opening of the Offer	March 30, 2011	Wednesday
Last date for revising the offer price / number of shares	April 5, 2011	Tuesday
Last date for withdrawal of acceptance by the shareholders	April 11, 2011	Monday
Date of Closure of the Offer	April 18, 2011	Monday
Date of communicating the rejection /acceptance and payment of consideration for the acquired shares	May 3, 2011	Tuesday

*Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and the Sellers) are eligible to participate in the Offer anytime before the closure of the Offer.

11. GENERAL

11.1 Neither the Target Company nor the Sellers nor the Acquirer has been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992.

11.2 Pursuant to Regulation 13 of the Regulations, the Acquirer has appointed Systematix Corporate Services Limited as Manager to the Offer.

11.3 The Acquirer has appointed "Bigshare Services Private Limited" as Registrar to the Offer.

11.4 Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer. The withdrawal option can be exercised by submitting the document as per the instruction below and in the Letter of Offer, so as to reach the Registrar to the Offer at the collection centre mentioned in 10.8 above, as per the mode of delivery indicated therein.

- The withdrawal option can be exercised by submitting the Form of Withdrawal (which will be sent to the shareholders along with the LOF) to the Registrar's Office.
- In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by submitting an application to the Registrar's Office on plain paper along with the following details: Name(s), Address, Distinctive Nos., Folio Number, Total number of shares held, Number of shares tendered, Number of shares to be withdrawn.
- Copy of the acknowledgement received from the Registrar to the Offer while tendering shares should be sent along with the Form of Withdrawal / plain paper application for withdrawal.

11.5 The share certificate(s) in respect of shares withdrawn by the shareholders would be returned by the Registrars to the Offer by registered post.

11.6 Should the Acquirer decide to revise the offer price upwards, such upward revision will be made in accordance with Regulation 26 of the Regulations not later than April 5, 2011 i.e. 7 working days prior to the offer closing date. If the offer price is revised upward, such revised price will be payable to all the shareholders who have accepted this offer and submitted their shares at any time during the period between the offer opening date and the offer closing date to the extent their shares have been verified and accepted by the Acquirer. Any such upward revision will be announced in the same newspapers in which this PA appears.

11.7 If there is a Competitive Bid:

- **The public offer under all the subsisting bids shall close on the same date.**
- **As the offer price cannot be revised during seven working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**

11.8 The Acquirer reserves the right to withdraw the Offer pursuant to Regulation 27 of the Regulations. Any such withdrawal will be notified in the form of a Public Announcement in the same newspapers in which this PA appears.

11.9 For further details, please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.

11.10 The Acquirer accepts full responsibility for the information contained in this PA and also accepts responsibility for the obligations of the Acquirer contained in the Regulations.

11.11 Eligible persons to the Offer may download a copy of this PA from SEBI's website. Eligible persons to the Offer may also download a copy of the Letter of Offer, Form of Acceptance and Form of Withdrawal, which will be available on SEBI's website www.sebi.gov.in from the Offer opening date i.e. March 30, 2011 and can apply on the same.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER

SYSTEMATIX GROUP™
Investments Re-defined

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Website: www.systematixshares.com
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Contact Person : Mr. Hari Surya / Mr. Amit Kumar

Place : Mumbai
Date : February 8, 2011.