PUBLIC ANNOUNCEMENT

TO THE SHAREHOLDERS OF PERFECT-OCTAVE MEDIA PROJECTS LIMITED, FORMERLY KNOWN AS NEW BOMBAY PRINTING & DYEING MILLS LIMITED

This Public Announcement ("PA") is being issued by, Sobhagya Capital Options Limited (hereinafter referred to as the "Manager to the Offer" or "SCOL") for and on behalf of Mr. Ratish Tagde and M/s. Raga Café Private Limited (hereinafter collectively referred to as the "Acquirers") to the Shareholders of Perfect-Octave Media Projects Limited, formerly known as New Bombay Printing & Dyeing Mills Limited (hereinafter referred to as the "Target" or "POMPL") (Registered office: Block No. A-1, Parle Colony CHS, Sahakar Road, Vile-Parle (East), Mumbai 400057), pursuant to and in compliance with, Regulation 10 and 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as the "Regulations" or "SEBI (SAST) Regulations").

1 THE OFFER

1.1 This Open Offer (hereinafter referred to as the "Offer") is being made by Mr. Ratish Tagde and M/s. Raga Café Private Limited (hereinafter collectively referred to as the "Acquirers") to the equity Shareholders of the Target, pursuant to and in compliance with, Regulation 10 and 12 and other applicable provisions of the SEBI (SAST) Regulations. Mr. Ratish Tagde is the existing promoter of the Target Company as per filing made by the Target Company to the Stock Exchanges in accordance with clause – 35 of the Listing Agreement.

1.2 The Board of Directors of the Target at its meeting held on January 27, 2011 have issued and allotted 38,45,000 equity shares of ₹ 10/- each fully paid up at par on preferential basis to the Acquirers and 5,45,000 equity shares of ₹ 10/- each fully paid up at par on preferential basis to the other Investors, the names of allottees are as follows:

Sr.No.	Name of the Allottees	Category	No. of Equity Shares
1.	Mr. Ratish Tagde	Acquirer	2,50,000
2.	M/s Raga Café Private Limited	Acquirer	35,95,000
3.	Mr. Tasneem Lakdawala	Investor	200,000
4.	M/s. Alcozibron Metals Private Limited	Investor	50,000
5.	Mr. Hozef Darukhanawala	Investor	50,000
6.	Mr. Hozef Darukhanawala jointly with Mrs. Durraiya Darukhanawala	Investor	50,000
7.	Ms. Zainab Hozef Darukhanawala	Investor	50,000
8.	Mr. Manoj Yelve	Investor	50,000
9.	Ms. Komal Deshmukh	Investor	95,000
	TOTAL		**43,90,000**

1.3 The aforementioned Preferential Allotment has been made pursuant to and in compliance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto (hereinafter referred to as the "Preferential Issue").

1.4 The Preferential Issue was duly authorized by the Board of Directors of the Target at its meeting held on December 06, 2010 and by the Shareholders by way of a Special resolution passed under Section 81(1A) of the Companies Act, 1956 and other applicable provisions, if any, at the duly convened Extra Ordinary General Meeting ("EGM") of the Target held on December 30, 2010.

1.5 The Target has received "in principle" approval from the Bombay Stock Exchange Limited (hereinafter referred to as the "BSE") vide their letter no.DCS/PREF/AKS/PRE/974/10-11 dated January 19, 2011 for the aforesaid Preferential Issue.

1.6 The Equity Shares issued on preferential basis are subject to "lock-in" as per the provisions of SEBI (ICDR) Regulations, 2009.

1.7 The Subscribed and Paid Up Equity Share Capital of the Target prior to the Preferential Issue was ₹ 3,00,00,000/- consisting of 30,00,000 fully paid up equity shares of ₹ 10/- each. Post Preferential Issue, the Subscribed and Paid Up Equity Share Capital of the Target shall be ₹ 7,39,00,000 /- consisting of 73,90,000 fully paid up equity shares of ₹ 10/- each. There are no Partly Paid up Equity Shares in the Target.

1.8 Before the Preferential issue, Mr. Ratish Tagde held 4,00,000 Equity shares representing 13.33% of the total paid up equity share capital in the Target Company. The said shares have been acquired by him during the preceding 12 months from the date of this PA. The highest price and the average price of acquisition was ₹ 10/- per equity share. Pursuant to the Preferential Issue, the Acquirers hold 42,45,000 equity shares which constitutes 57.44% of the expanded Equity Share Capital of the Target. Other than above, the Acquirers have not acquired any equity shares of the Target during the preceding 12 months from the date of this PA. The other Investors are not connected with the Acquirers.

1.9 Accordingly, pursuant to Regulation 10 (in so far as it may apply to Raga Café Private Limited on acquisition of 48.65% of the expanded equity share capital of the Target Company) read with Regulation 12 (in so far as it may apply to Raga Café Private Limited for being inducted as a co-promoter and Mr. Ratish Tagde for gaining management control of the Target Company) of the Regulations, the Acquirers are making this Offer to the public shareholders of the Target Company to acquire from them upto 14,78,000 (Fourteen Lacs Seventy Eight Thousand Only) fully paid-up equity shares of ₹ 10/- each, representing 20.00% of the expanded equity share capital at a price of ₹ 10/- per share ("Offer Price") payable in cash ("Offer" or "Open Offer").

1.10 After the completion of the Offer, the Acquirers will be deemed to be the only Promoters of the Target and the equity shares, if any, held in the Company by the existing Promoter of the Target, apart from the Acquirers, will be treated as equity shares held by public.

1.11 The shares of the Target are listed on Bombay Stock Exchange Limited (Scrip Code: 521062). The equity shares are traded in the 'T' category. As the annualized trading turnover of the Equity Shares of the Target is not more than 5% of the total number of listed shares on BSE, the equity shares of the Target are deemed to be 'infrequently traded' within the meaning of explanation (i) to Regulation 20(5) of the Regulations.

1.12 The Offer Price of ₹ 10/- per Fully Paid up Equity Share has been determined in terms of the provisions of Regulation 20(5) of the Regulations, applicable to 'infrequently traded' Shares.

(a)	Negotiated price under the Sale Purchase Agreement (SPA)	N.A.
(b)	Highest price paid by the Acquirers for acquisitions, if any, 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 (Preferential Allotment price per share)	₹ 10/- per share
(c)	Other Parameters as at December 31,2010 :*	
I	Return on Net worth	N.A.
II	Book Value (Per Share)	₹ 3.61
III	Earnings Per Share	₹ (0.39)
IV	Highest Value of the above	₹ 10
V	Offer Price	₹ 10

**Note: As certified by M/s N.K. Jalan & Co., Chartered Accountants, (Proprietor: Mr. N K Jalan, Membership No: 11878), the statutory auditors of the company vide their certificate dated January 29, 2011.*

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 10/- (Rupees Ten Only) per share being the highest of the prices mentioned above is justified in terms of provisions of Regulation 20(5) of the Regulations.

1.13 As on the date of PA, the Manager to the Offer does not hold any equity shares in the Target. The Manager to the Offer declare and undertake not to deal in the shares of the Target during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the Offer.

1.14 There are no Person(s) Acting in Concert (hereinafter referred to as the "PACs") with the Acquirers for the purpose of this Offer.

1.15 The Offer is not subject to any minimum level of acceptances from shareholders and is not a Conditional Offer.

1.16 This is not a competitive bid.

1.17 The Acquirers shall accept all the equity shares of the Target those are tendered in valid form in terms of this Offer upto maximum of 14,78,000 equity shares of ₹ 10/- each representing 20% of the expanded Equity Share Capital of the Target.

1.18 All shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

1.19 The Acquirers have undertaken to comply with the Regulations and complete the Offer formalities and its related conditions.

1.20 The Acquirers and the Target have not been prohibited by SEBI from dealing in securities, in terms of directions, if any, 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.

1.21 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target.

2 INFORMATION ABOUT THE ACQUIRERS : MR. RATISH TAGDE AND M/S. RAGA CAFÉ PRIVATE LIMITED ("the Acquirers")

2.1 Mr. Ratish Tagde

2.1.1 Mr. Ratish Tagde, aged about 44 years, son of Mr. Sharadchandra Tagde is residing at Bldg. No. 6A, Flat No. 72, Kalpataru Estate, Jogeshwari Vikroli Link Road, Andheri (East), Mumbai 400 093, Tel.: +91-22-67418813, +91-22-67418811, Fax: +91-22-67418812. Mr. Ratish Tagde is a Practicing Company Secretary having an experience of over 20 years. He is also a musician and in the business of event management for the past 10 years.

2.1.2 Mr. Rajeev Bengali (Membership No. 43998), Proprietor of Bengali & Co., Chartered Accountants, having Office at 105, Apollo Arcade, R. K. Singh Marg, Andheri East, Mumbai, 400069 Phone No:+91 022 42117000-900, E-mail Id: bengalica@mtnl.net.in has certified vide certificate dated January 19, 2011 that the net worth of Mr. Ratish Tagde as on December 31, 2010 is ₹2,42,31,710/-.

2.2 M/s. Raga Café Private Limited ("RCPL")

2.2.1 RCPL is a Private Limited Company, with its registered office at Block A- 1 Parle Colony, C.H.S., Garware Chawk, Sahakar Road, Vile Parle (East), Mumbai Maharashtra 400057, Tel no: +91-22-67418813, Fax No: +91-22-67418812. RCPL does not have any subsidiary as on the date of this PA.

2.2.2 RCPL was incorporated on October 7, 2009 under the Companies Act, 1956 in the state of Mumbai, Maharashtra with main objects (a) To carry on research in the Indian classical music ragas, by setting up research centers, music schools, colleges, universities, studios, multimedia training centers, conducting study of articles, monographs, manuscripts and dissertations written by scholars in the field of music. (b) To Promote and preserve the Indian music by organizing events, shows, setting up and maintenance of music portals or websites and posting thereon research work done on music providing online music service, production and selling of music contents in CDs and DVDs or any other format, publishing of musical magazines, newspapers, journals, periodicals, production of musical shows, television serials, dramas, storing of music, setting up of music television channels and music outlets for distribution and sale of work related to music, radio stations, acquisition of titles, copyright and providing consultation in areas of music research and training."

2.2.3 The present Authorised Capital of RCPL is ₹ 14,00,000/- (Rupees Fourteen Lacs Only) divided into 10,000 (Ten Thousand Only) equity shares of ₹10/- (Rupees Ten only) each and 1,30,000 (One Lac Thirty Thousand Only) preference shares of ₹ 10/- (Rupees Ten Only) each. As on the date of this PA, the paid-up share capital of RCPL consists of ₹ 13,97,500/- (Rupees Thirteen Lacs Ninety Seven Thousand Five Hundred Only) divided into 10,000 (Ten Thousand only) fully paid up equity shares of ₹ 10/- each and 1,29,750 (One Lac Twenty Nine Thousands Seven Hundred and Fifty Only) fully paid up Preference Shares of ₹ 10/- each.

2.2.4 RCPL is a Private Limited Company and is not listed on any Stock Exchange.

2.2.5 The Current Promoters of RCPL are Mr. Ratish Tagde and Mrs. Seema Tagde.

2.2.6 The Equity Shareholding Pattern of RCPL as on the date of PA is as follows:-

Category of the Shareholder	No. of equity shares held	Percentage (in %)
Promoters	10,000	100.00
Public and Others	0	0.00
Total	**10,000**	**100.00**

2.2.7 Brief details of the board of directors of RCPL are as follows:-

S.No.	Name of the Director	Designation	Qualification
1.	Mr. Ratish Tagde (DIN: 00024465)	Director	B.Com,M.A. (Music), C.S., LL.B
2.	Mrs. Seema Tagde (DIN: 00024499)	Director	B.Sc. M.A.

2.2.8 Based on the un-audited result for the 9 months period ended December 31, 2010 and audited result for the year ended March 31, 2010 the financial highlights duly certified by the Statutory Auditors of the RCPL are as follows:

(*Figures In "Rupees."*)

Particulars	9 Months period ending (Un-audited) December 31, 2010	Year ended (Audited) March 31, 2010
Total Income	-	-
Profit after Tax	(1,18,754.00)	(27,107.00)
Equity Capital	1,00,000.00	1,00,000.00
Preference Share Capital	12,97,500.00	-
Share Application Money	8,07,170.00	3,00,000.00
Reserves and Surplus	3,46,52,500.00	0.00
Miscellaneous Expenditure and Profit and Loss Account	(1,45,861.00)	(27,107.00)
Net worth	3,46,06,639.00	72,893.00
Earnings Per share (₹)	(11.87)	(0.27)
Book Value Per share (₹)	3,460.66	7.29
Return on Net worth (In %)	N.A.	N.A.

(Source: Certificate received from Bengali & Co. Chartered Accountants dated January 29, 2011.)

2.3 Relation between the acquirers : Mr. Ratish Tagde is the promoter director of RCPL.

3 INFORMATION ABOUT THE TARGET: PERFECT-OCTAVE MEDIA PROJECTS LIMITED formerly known as New Bombay Printing & Dyeing Mills Limited ("POMPL" or the "Target")

3.1 POMPL is a Public Listed Company, with its registered office at Block No. A-1, Parle Colony C.H.S., Sahakar Road, Vile-Parle (East), Mumbai 400 057, Tel no: +91-22-26825777, Email Id: perfectoctaves@gmail.com. POMPL has no subsidiary as on the date of this PA. It came out with its Initial Public Offer in April 1993.

3.2 POMPL was incorporated as a Private Limited Company under the name of New Bombay Printing & Dyeing Mills Private Limited on September 16, 1991 under the Companies Act, 1956 in the state of Maharashtra. The Company vide a special resolution passed at its Extra-ordinary General Meeting held on March 26, 1992, changed its status from Private to Public under the name New Bombay Printing & Dyeing Mills Limited, and a fresh certificate of change of name was issued by the Registrar of Companies, Maharashtra, on April 27, 1992. Subsequently the name of the Company was changed to its present name 'Perfect-Octave Media Projects Limited' and a fresh certificate of incorporation consequent upon change of name was issued by Registrar of Companies, Maharashtra on November 10, 2010. The Object clause of the Target was altered by passing a special resolution at the Extra Ordinary General Meeting held on October 13, 2010 and the certificate of Registration confirming alteration of object clause(s) was issued by the Registrar of Companies, Maharashtra on November 29, 2010.

3.3 The main objects of POMPL "to carry on the business in the field of media creations, event management, organizing concerts, brand promotion, artists' promotion and artists' management, audio visual production, production of films, TV serials, video, acquiring, setting up, running, hiring, and letting of shooting floors, halls, auditoriums, setting and maintenance of media and entertainment portal or website and posting thereon research work done on media and entertainment, providing on-line music service, production and selling of music/entertainment contents in CDs, DVDs, through Internet portal medium or any other format, publishing of magazines, newspapers, journals, periodicals related to media and entertainment, setting up of satellite television channels, cable television channels and media outlets for distribution and sale of artists' work, acquiring, setting up, running radio stations, acquisition of titles, copyright and providing consultation in areas of media research and training."

3.4 As on the date of this PA, the Authorized Share Capital of the Target is ₹ 8,60,00,000/- (Rupees Eight Crore Sixty Lacs Only) divided into 86,00,000 (Eighty Six Lacs only) Equity Shares of ₹ 10/- each. The Issued, Subscribed and Paid-Up Share Capital of the Target is ₹ 7,39,00,000/- (Rupees Seven Crore Thirty Nine Lacs only) divided into 73,90,000 (Seventy Three Lacs Ninety Thousand only) fully paid up equity shares of ₹ 10/- each. There are no partly paid up equity shares in the Target.

3.5 The Equity shares of the Target are listed only on Bombay Stock Exchange Limited, Mumbai (hereinafter referred to as "BSE") with scrip code 521062.

3.6 The current promoters of the Target as per filing made by the Target Company to the Stock Exchanges in accordance with clause – 35 of the Listing Agreement are Mr. Santosh Kumar Jain and Mr. Ratish Tagde. The shareholding of the Promoters is as below:

S. No.	Name of the Promoter	No. of Shares	% of shareholding
1.	Mr. Santosh Kumar Jain	Nil	Nil
2.	Mr. Ratish Tagde	4,00,000	13.33 %

3.7 As on the date of the PA, the board of directors of the Target consists of :

S. No.	Name of the Director	Designation	Qualification
1.	Mr. Santosh Kumar Raichand Jain (DIN: 01746230)	Whole Time Director	B.Com
2.	Mr. Ratish Tagde (DIN: 00024465)	Director	B.Com, M.A. (Music), C.S., LL.B
3.	Mr. Anand Bihari Gopiram Jariwal (DIN: 01633431)	Director	B.Com and Diploma in DMTC
4.	Mr. Gopiram Ramchandra Jariwal (DIN: 01744497)	Director	AMIET Diploma from London

3.8 Based on the un-audited result for the 9 months period ended December 31, 2010, audited results for the years ended March 31, 2010, 2009 and 2008 the financial highlights duly certified by the Statutory Auditors of the Target are as follows:

(*Figures in "Rupees"*)

Particulars	9 Months period ending (Un-audited) December 31, 2010	Year Ended (Audited) March 31, 2010	March 31, 2009	March 31, 2008
Total Income	13,23,009	7,32,100	15,50,763	28,27,603
Profit/ (Loss) after Tax	(11,78,246)	1,91,150	(26,63,576)	36,49,733
Paid Up Share Capital	3,00,00,000	3,00,00,000	2,98,47,100	2,98,47,100
Reserves & Surplus (Excluding Revaluation Reserves)	-	-	-	-
Net worth	1,08,22,397	1,20,00,643	1,16,56,593	1,43,20,169
Earnings per Share (in ₹)	(0.39)	0.06	(0.89)	1.23
Book Value Per Share (in ₹)	3.61	4.00	3.89	4.77
Return on Net worth (in %)	N.A.	1.59%	N.A.	25.49%

(Source: Certificate received from M/s N. K. Jalan & Co. Chartered Accountants dated January 29, 2011.)

4. REASONS FOR THE ACQUISITION, OFFER AND FUTURE PLANS

4.1 The Offer is being made pursuant to Regulation 10 and 12 and in compliance with the Regulations.

4.2 The Acquirers intend to improve the operational performance of the Target Company by inducting funds to augment the resources for the new diversified business activity in the media segment and general corporate purpose of the Target Company.

4.3 The Acquirers do not have any plan to dispose off or otherwise encumber any assets of the Target in the next two years except in the ordinary course of business of the Target and except to the extent required for the purpose of restructuring and / or rationalization of operations, assets, investments, liabilities or otherwise of the Target for commercial reasons and operational efficiencies.

4.4 Other than in the ordinary course of business, the Acquirers undertake that they will not sell, dispose off or otherwise encumber any substantial asset of the Target except with the prior approval of the shareholders of the Target and in accordance with and subject to the applicable laws, permissions and consents, if any.

5. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER

5.1 The Offer is subject to the receipt of the following statutory and regulatory approval(s) and clearances required by the Acquirers to acquire shares tendered pursuant to the Offer.

5.2 The Offer is subject to receiving the necessary approvals, if any, from **Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 ("FEMA")** and the subsequent amendments thereto, for acquiring equity shares, if tendered by its non- resident shareholders, if any.

5.3 As on date of this PA, to the best of the knowledge of the Acquirers, there are no other statutory or regulatory approval(s) required to implement this Offer, other than those contemplated above. However, the Offer would be subject to all statutory approval(s) that may be applicable. The Acquirers will have a right not to proceed with the Offer in terms of Regulation 27 of the SEBI (SAST) Regulations in the event that any of the statutory approval(s) contemplated above are refused.

5.4 Subject to the receipt of statutory and other approval(s), the Acquirers shall complete all procedures relating to the Offer including payment of consideration within a period of 15 days from the Offer Closing Date to those shareholders whose Share certificates and/or other documents are found valid and in order and are approved for acquisition by the Acquirers. In case of delay due to the non-receipt of statutory approval(s), SEBI may, as per Regulation 22(12) of the Regulations, if satisfied that the non-receipt of approval(s) was not due to the willful default or negligence of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approval(s), grant an extension for the purpose of completion of this Offer, subject to the Acquirers agreeing to pay to the shareholders interest as may be specified by SEBI for any delay beyond 15 days.

5.5 However, if the delay occurs on account of the willful default or negligence of the Acquirers 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.

5.6 To the best of the knowledge, the Acquirers do not require any approval(s) from any banks or from any financial institutions for the Offer.

6. DISCLOSURE IN TERMS OF REGULATION 21(2)

Pursuant to the Offer or otherwise, if the public shareholding in the Target falls below 25% of its outstanding equity share capital, the Acquirers will, in accordance with Regulation 21(2) of the Regulations, facilitate the Target to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchange within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with the Regulations.

7. FINANCIAL ARRANGEMENTS

7.1 The total financial resources required under the Offer, assuming full acceptance, by the Public Shareholders of the Target Company, will be ₹1,47,80,000/- (Rupees One Crore Forty Seven Lacs Eighty Thousand only) (the "**Maximum Consideration**").

7.2 The Acquirers have adequate and firm financial resources to meet the financial requirements of the Offer in terms of the SEBI (SAST) Regulations and has made firm financial arrangements to meet its obligations in full under the Offer.

7.3 Mr. Rajiv Bengali (Membership No. 43998), Proprietor of M/s Bengali & Co., Chartered Accountants, having office at 105, Apollo Arcade, R. K. Singh Marg, Andheri East, Mumbai- 400069, Phone No:+91 022 42117000-900, Email Id: bengalica@mtnl.net.in vide their certificate dated January 29, 2011 has certified that sufficient funds are available with the Mr. Ratish Tagde & M/s Raga Café Private Limited for fulfilling the obligations under this "Offer".

7.4 In accordance with Regulation 28 of the Regulations, the Acquirers have opened an Escrow Account in the name of **Escrow Account- Perfect Octave Media Projects Limited- Open Offer** with Axis Bank Limited, Matharu Arcade, Ground Floor, Plot No. 32, Subhash Road, Ville- Parle(E), Mumbai- 400 057 (herein after referred to as the "Escrow Banker") and made therein a cash deposit of ₹ 36,95,000/- (Rupees Thirty Six Lacs Ninety Five Thousand only) being 25% of the consideration payable in the Offer.

7.5 Sobhagya Capital Options Limited, the Manager to the Offer is authorized to operate the above mentioned Escrow Account to the exclusion of all others and to instruct the Escrow Banker to issue cheques/ pay orders/ demand drafts and ECS credit, if required in accordance with the Regulations.

7.6 Based on the aforesaid financial arrangements and based on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers 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.

8 OTHER TERMS 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 Monday, March 14, 2011 to all shareholders of the Target whose names appear in the Register of Members of the Target and the beneficial owners of the Shares of the Target, whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on Tuesday, February 15, 2011 (the "**Specified Date**").

8.2 The Offer shall open on Monday, March 21, 2011 (the "**Offer Opening Date**") and will remain open until Saturday, April 09, 2011 (the "**Offer Closing Date**").

8.3 **Shareholders holding Shares in physical form:** Shareholders holding shares in physical form and who wish to accept this Offer and tender their Shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and duly signed transfer deed(s) to the Registrar to the Offer, Sharex Dynamic (India) Private Limited (Address: Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072, Tel No: + 91-22-2851 5606, Fax No: +91-22-28512885, E-mail Id: sharexindia@vsnl.com, Website: www.sharexindia.com and Contact Person: Mr. Sathish Baliga) (hereinafter referred to as the "**Registrar to the Offer**") either by hand delivery on weekdays or by registered post, on or before the Offer Closing Date, i.e. no later than Saturday, April 09, 2011 so as to reach the Registrar to the Offer on or before the close of business hours, i.e. no later than 5.30 p.m. in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance-cum-Acknowledgement.

8.4 **Shareholders holding shares in dematerialised form**: Beneficial Owners who wish to accept this Offer and tender their Shares will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar to the Offer in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement, along with a photocopy of the delivery instruction slips in "Off–market" mode or counterfoil of the delivery instructions in "Off-market" mode, in favour of "POMPL OPEN OFFER OPERATED BY SHAREX DYNAMIC (INDIA) PVT. LTD." duly acknowledged by their respective depository participant (the "**DP**").

The Registrar to the Offer has opened a special depository account with Central Depository Services (India) Limited ("**CDSL**") called "POMPL OPEN OFFER OPERATED BY SHAREX DYNAMIC (INDIA) PVT. LTD.". The Beneficial Owners are requested to fill the following details in the delivery instruction slips for the purpose of crediting their equity shares in the special depository account:

Depository Participant ("DP") Name:	ARCADIA SHARE & STOCK BROKERS PRIVATE LIMITED
DP Id.:	12034400
Client Id.:	00761251
Account Name:	POMPL OPEN OFFER OPERATED BY SHAREX DYNAMIC (INDIA) PVT. LTD.
Depository:	CDSL

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

8.5 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialised is completed well in time so that the credit in the special depository account is received on or before the Offer Closing Date (i.e. no later than Saturday, April 09, 2011), else their application would be rejected.

8.6 As mentioned above, the Shareholders who wish to avail of and accept the Offer can deliver the Form of Acceptance-cum-Acknowledgement along with all the relevant documents at the collection centre specified below in accordance with the procedure as set out in the Letter of Offer on or before the Offer Closing Date, i.e., no later than Saturday, April 09, 2011. The centre mentioned herein below would be open as follows:

__Timings:__ Monday to Saturday: 10.00 a.m. to 5.30 p.m. (except Public Holidays)

Contact Person	Address	Tel. No.	Fax. No.	Mode of Delivery
Mr. Sathish Baliga	Sharex Dynamic (India) Private Limited Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072	+ 91-22-2851 5606	+91-22-2851 2885	Registered Post/ Hand Delivery

8.7 All owners (registered or unregistered) of shares are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their 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, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their shares so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e., no later than Saturday, April 09, 2011. No indemnity is required from the unregistered owners.

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, distinctive numbers, folio number, number of 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 Saturday, April 09, 2011, or 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, number of Shares held, number of Shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction slips in "Off-market" mode or counterfoil of the delivery instruction slips in "Off-market" mode, duly acknowledged by the DP, in favour of "POMPL OPEN OFFER OPERATED BY SHAREX DYNAMIC (INDIA) PVT. LTD.", so as to reach the Registrar to the Offer, on or before the Offer Closing Date, i.e., no later than Saturday, April 09, 2011.

8.9 Shareholders can also download the Letter of Offer and Form of Acceptance-cum-Acknowledgement placed on the SEBI website (www.sebi.gov.in) and send in their acceptance by filling the same.

8.10 Applications in respect of Shares of the Target that are a subject matter of litigation wherein the shareholders of the Target may be prohibited from transferring the Shares during the pendency of such litigation are liable to be rejected if the directions/ orders permitting transfer of these Shares are not received along with the 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.

8.11 In accordance with Regulation 22(5A) of the Regulations, shareholders who have accepted the offer by tendering the requisite documents in terms of this PA and Letter of Offer can withdraw the same up to three 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 the collection centre mentioned above as per the mode of delivery indicated therein on or before Wednesday, April 06, 2011.

- The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.
- In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
  - **In respect of physical shares:** names, address, distinctive numbers, folio number, number of Shares tendered.
  - **In respect of dematerialised shares:** name, address, number of Shares tendered, DP name, DP ID, beneficiary account number, photocopy of the delivery instruction slips in "Off Market" mode duly acknowledged by the D. P.
- 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.

8.12 The Registrar to the Offer will hold in trust the Shares/ Share certificates, Shares lying in credit of the special depository account and the transfer form(s), until the Acquirers complete their obligations under the Offer in accordance with the Regulations.

8.13 If the aggregate of the valid responses to the Offer exceeds the Offer size of 14,78,000 shares, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations.

8.14 Unaccepted Share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders'/ unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Unaccepted 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.

8.15 ***Compliance with tax and other regulatory requirements:***

8.15.1 While tendering Shares under the Offer, Non-resident Indians (NRIs), Overseas Corporate Bodies (OCBs) and other non-resident shareholders will be required to submit the RBI's approval (specific or general) that they would have obtained for acquiring the Shares of the Target. ***In the event that the previous RBI approval(s) (if any) are not submitted, the Acquirers reserve the right to reject such tendered Shares.***

8.15.2 While tendering their Shares under the Offer, NRIs, OCBs and other non-resident shareholders will be required to submit a No Objection Certificate ("**NOC**") or Tax Clearance Certificate 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 the Acquirers before remitting the consideration, failing which the Acquirers 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.

8.15.3 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. For interest payments, if any, NRIs, OCBs and other non-resident shareholders will be required to submit a No Objection Certificate or Tax Clearance Certificate ("**TCC**") 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 the Acquirers before remitting the consideration, failing which the Acquirers 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. In case of resident shareholders, tax will be deducted on the interest component exceeding ₹ 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 No Objection Certificate or Tax Clearance Certificate ("**TCC**") 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 the Acquirers or a self-declaration in form 15G or Form 15H as may be applicable.

8.15.4 All resident shareholders would be required to submit their Permanent Account Number ("**PAN**") for Income Tax purposes, as applicable.

8.15.5 Clauses relating to payment of interest will become applicable only if the Acquirers become liable to pay interest for delay in release of purchase consideration.

8.16 Payment to those shareholders whose Share certificates and/or other documents are found valid and in order and are approved by the Acquirers will be made by way of fund transfer/ crossed account payee cheque/ demand draft/ pay order/ ECS credit. The decision regarding the 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. Shares held in dematerialised form to the extent not acquired or shares withdrawn will be credited back to the respective beneficiary account with their respective DP as per the details furnished by the beneficial owners in the Form of Acceptance-cum-Acknowledgement.

[*] Dispatches involving payment of a value in excess of ₹ 1,500/- will be made by registered post at the shareholder's sole risk. All other dispatches will be made by ordinary post at the shareholder's sole risk.

8.17 All cheques/ demand drafts/ pay orders/ECS credit will be in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for fund transfer/ECS credit or incorporation in the cheque/ demand draft/ pay order.

8.18 The Acquirers reserve the right to withdraw the Offer pursuant to Regulation 27 of the Regulations. Any such withdrawal will be notified in the form of a PA in the same newspapers in which this PA appears.

9. Time schedule for major activities for the Offer

Activity	Date	Day
Public Announcement ("**PA**")Date	February 01, 2011	Tuesday
Specified Date (1)	February 15, 2011	Tuesday
Last date for a competitive bid (if any)	February 22, 2011	Tuesday
Date by which individual Letter of Offer will be dispatched to the shareholders	March 14, 2011	Monday
Offer Opening Date	March 21, 2011	Monday
Last date for revising the Offer Price	March 30, 2011	Wednesday
Last date for withdrawal of acceptances by the shareholder	April 06, 2011	Wednesday
Offer Closing Date	April 09, 2011	Saturday
Last date of communicating rejection/ acceptance and payment of consideration for accepted tenders	April 23, 2011	Saturday

(1) 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 and all owners (registered or unregistered) of the Shares are eligible to participate in the Offer anytime before the closure of the Offer.

10. General

10.1 Pursuant to Regulation 13 of the Regulations, the Acquirers have appointed SCOL as the Manager to the Offer.

10.2 If there is any upward revision in the Offer Price before the last date for revision (i.e., Wednesday, March 30, 2011) or withdrawal of the Offer, the same would be informed by way of a PA in the same newspapers where this PA appears. If there is any upward revision of the Offer Price by the Acquirers, such upward revision will be payable to all shareholders who have accepted this Offer and tendered their Shares at any time during the tenure of the Offer to the extent their Shares are acquired by the Acquirers.

10.3 ***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 (seven) working days period prior to the Closing date of the Offers/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.

10.4 Please note that all financial data contained in this PA has been rounded off to the nearest Rupees, except where stated otherwise.

10.5 The Acquirers or the Target and their directors have not 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.

10.6 The Acquirers severally and jointly accept full responsibility for the information contained in this PA. The Acquirers are responsible for fulfillment of obligations under the Regulations.

10.7 For further details, shareholders are requested to refer to the Letter of Offer to be sent to the shareholders of the Target and the Form of Acceptance-cum-Acknowledgement.

This Public Announcement will also be available on the SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of Form of Acceptance-cum-Acknowledgement Form, which will be available on the SEBI's website (www.sebi.gov.in) from the Offer opening date i.e. Monday, March 21, 2011

Issued by the Manager to the Offer on Behalf of the Acquirers

MANAGER TO THE OFFER

SOBHAGYA CAPITAL OPTIONS LTD.

A SEBI Registered Merchant Banking Company

SOBHAGYA CAPITAL OPTIONS LIMITED

Registered Office: B- 206, Okhla Industrial Area, Phase- I, New Delhi- 110020.

Tel. No.: +91 11 40777000, **Fax No.:** +91 11 2681 9439, 40777069,

Website: www.sobhagyacapital.com

Contact Person: Ms. Archana Sharma / Ms. Nithya Ranganathan

E-mail id: pompl.openoffer@sobhagyacapital.com

Place: New Delhi

Dated: January 31, 2011