

PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF PREMIER ENERGY AND INFRASTRUCTURE LIMITED

(Formerly called Premier Housing and Industrial Enterprises Limited)

Registered Office - 4, II Link Street, CIT Colony, Mylapore, Chennai - 600 004

This Public Announcement ("PA") is being issued by Vivro Financial Services Private Limited ("VIVRO" or the "Manager to the Offer"), on behalf of Shri Housing Private Limited, (hereinafter referred to as the "Acquirer" or "SHPL") pursuant to Regulations 10 & 12 and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "SEBI (SAST) Regulations, 1997") and subsequent amendments thereto.

- Background to the Offer:**
 - The Offer is being made by Shri Housing Private Limited (hereinafter referred to as "The Acquirer" or "SHPL") a Private Limited company incorporated under the Companies Act, 1956 with the Registrar of Companies, Tamil Nadu, having its Registered Office at No. 4, Mookambika Complex, Lady Desika Road, Mylapore, Chennai - 600 004, to the Equity Shareholders of Premier Energy And Infrastructure Limited (formerly called Premier Housing And Industrial Enterprises Limited (hereinafter referred to as "Target Company" or "PEIL").
 - "The Acquirer" has entered into two separate Share Purchase Agreements ("SPA") both dated 31st March 2008, as follows:
 - With Maika Holdings, Berhad, Malaysia, having its Registered Office at 3rd Floor, Maenare Manickavasangam, No. 1, Jalan Rahmat - 503050, Kuala Lumpur. [hereinafter referred to as SPA-1] acting through its representative and duly constituted Power of Attorney, Mr. S. Subramanian, to acquire 24,00,000 [Twenty Four Lakhs only] equity shares of Rs.10/- each representing 24.00% of the paid up equity & voting share capital of "Target Company" at a price of Rs.10/- per equity share payable in cash for a Purchase Consideration of Rs.2,40,00,000/- [Rupees Two Crores Forty Lakhs only] (hereinafter called "Negotiated Price- SPA-1").
 - With Individual / Bodies Corporate comprising the Promoter Group of the "Target Company" as detailed herein below [hereinafter referred to as SPA-2] acting individually / through their lawfully constituted Power of Attorney, Mr. M. Narayanamurthi, Director, Software Ultratech Systems Private Limited [hereinafter called "Promoter Shareholders"] for the acquisition of their 16,47,538 [Sixteen Lakhs Forty Seven Thousand Five Hundred and Thirty Eight] equity shares of Rs.10/- each representing 16.47% of the paid up equity & voting share capital of "Target Company" at price of Rs.10/- per equity share payable in cash for a Purchase Consideration of Rs.1,64,75,380/- [Rupees One Crore Sixty Four Lakhs Seventy Five Thousand Three Hundred and Eighty only] (hereinafter called "Negotiated Price- SPA-2").

Name of the Seller	Number of Shares held as on the date of PA	% of Equity Share Capital held as on the date of PA	Number of Equity Shares being sold to the Acquirer as per the SPA	% of Equity Share Capital being sold to the Acquirer as per the SPA	Address / Phone / Fax No.
1. Software Ultratech Systems Pvt. Ltd.	3,50,400	3.50%	3,50,400	3.50%	4, II Link Street, CIT Colony, Mylapore, Chennai - 600 004
2. Yogya Investments & Finance Company Ltd	6,20,238	6.20%	6,20,238	6.20%	Same as above
3. Yogya Capital Market Services Limited	46,300	0.46%	46,300	0.46%	Same as above
4. Premier Capital Market Services Ltd.	1,10,700	1.11%	1,10,700	1.11%	Same as above
5. Premier Securities Limited	2,45,600	2.46%	2,45,600	2.46%	Vairam Complex, 112, Sir Thyagaraja Road, T. Nagar, Chennai-600 017
6. Crimson Investments Limited	2,74,300	2.74%	2,74,300	2.74%	Tangy Apts., No. 34, Dr. P.V Cherian Crescent, Egmore, Chennai-600 004.
Total	16,47,538	16.47%	16,47,538	16.47%	

- Maika Holdings, Berhad, Malaysia and the "Promoter Shareholders" of the "Target Company" are hereinafter collectively referred to as "Sellers". The equity shares of "Target Company" covered under the respective SPAs aggregate to 40,47,538 [Forty Lakhs Forty Seven Thousand Five Hundred and Thirty Eight] fully paid up equity shares constituting 40.47% of the equity and voting share capital of the "Target Company", hereinafter referred to as "Transaction Shares".
- For the purpose of this offer, there are no persons acting in concert as per the provisions contained in Regulation 2(1)(e) of "SEBI (SAST) Regulations, 1997".
- None of the Sellers have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act.
- Pursuant to regulations 10 and 12 of "SEBI (SAST) Regulations, 1997", on account of the proposed substantial acquisition of equity shares and change in control limited to inclusion of the "Acquirer" in the Promoter Group of the "Target Company" as a consequence of execution of SPAs referred to in paragraph 1.2 above, the Acquirer is required to make an Open Offer to the shareholders of "Target Company" other than the Sellers to acquire their shares by making a Public Announcement in terms of the said Regulations.
- (i) Important clauses of the SPA-1 are as follows:**
 - The Purchase Price for purchase of 24,00,000 (Twenty Four Lakhs only) fully paid Equity Shares shall be at price of Rs.10/- (Rupees Ten only) per Share, aggregating to Rs.2,40,00,000/- (Rupees Two Crore and Forty Lakhs only) "Negotiated Price - SPA 1"
 - The Shares will be acquired by "The Acquirer", free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.
 - Maika Holdings, Berhad, Malaysia and the "Acquirer" have entered into an "Escrow Agreement" dated 31st March 2008 with Mr. R. Venkataravan, Advocate, [hereinafter referred to as "Escrow Agent"] detailing inter-alia the terms and conditions governing the transfer of the said 24,00,000 fully paid Equity Shares for achieving completion / closing of the transactions contemplated under the Share Purchase Agreement.
 - On completion of the Offer, in accordance with the SPA and the Escrow Agreement the said 24,00,000 fully paid Equity Shares shall be transferred and delivered to the "Acquirer".
 - The sale and purchase of the said shares shall be subject to strict compliance with the provisions of the SEBI (SAST) Regulations, 1997. In case of non-compliance with any of the provisions of the "SEBI (SAST) Regulations 1997" by the "Acquirer" or the seller, Maika Holdings, Berhad, Malaysia, the agreement for sale of the said shares shall not be acted upon by either parties thereto.
- (ii) Important clauses of the SPA-2 are as follows:**
 - The Purchase Price for purchase of 16,47,538 (Sixteen Lakhs Forty Seven Thousand Five Hundred and Thirty Eight only) fully paid Equity Shares shall be at price of Rs.10/- (Rupees Ten only) per Share, aggregating to Rs.1,64,75,380/- (Rupees One Crore Sixty Four Lakhs Seventy Five Thousand Three Hundred and Eighty only) "Negotiated Price - SPA 2"
 - The Sellers (constituting part of the "Promoter Shareholders") of the "Target Company" shall as and from the date of this Agreement until closing, carry on the business of the Company in the ordinary course of business as Trustees for the "Acquirer". The Company has simultaneously subscribed its seal on a duplicate of this Agreement signifying its knowledge and consent to this Agreement and acknowledges, confirms and declares that the Board of the Company shall carry out its business until the Closing Date, in trust for the "Acquirer".
 - "The Acquirer" and the "Promoter Shareholders" agrees, undertakes and confirms that it shall comply with the provisions of "SEBI (SAST) Regulations, 1997" and in case of non-compliance of any of the provisions of the said Regulations, this Agreement shall not be acted upon by the Parties thereto.

- The Offer**
 - The "Acquirer" is now making this Open Offer (hereinafter referred to as "Offer") pursuant to Regulation 10 and 12 of "SEBI (SAST) Regulations, 1997" to the Public Shareholders of "Target Company" (other than to the parties to the SPAs as stated in sub-clause 1.2 hereinabove and to the Promoter Shareholders of the "Target Company") to acquire from them 20,00,000 equity shares of Rs.10/- each, representing 20% of the equity share capital and voting rights in "Target Company" at a price of Rs.10/- per fully paid up equity shares and such amount payable to shareholders holding partly paid up equity shares after deducting amount due in respect of calls in arrears on such shares presently remaining unpaid and outstanding subject to a minimum of Rs.5/- per partly paid equity shares ("Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter, to those shareholders whose names appear on the Register of Members on Specified Date i.e. Monday, 7th July 2008.
 - The Offer is made in accordance with regulations 10 & 12 of "SEBI (SAST) Regulations, 1997", consequent to the execution of the SPAs referred to in paragraph 1.2 above, on account of substantial acquisition of equity shares & change in control in the "Target Company" limited to inclusion of the "Acquirer" in the Promoter Group of the "Target Company".
 - As on the date of this PA, "The Acquirer" does not hold any equity shares of "Target Company". "The Acquirer" has not acquired any equity share of "Target Company" during the 12 months preceding the date of this PA.
 - The Offer is not conditional on any minimum level of acceptance.
 - "The Acquirer" has not paid any monetary consideration other than as stated in Para 1.2 above, whether by way of any non-compete fee or otherwise, or pursuant to any non-compete agreement for acquisition of the said "Transaction Shares".
 - The offer is not as a result of global acquisition resulting to indirect acquisition of the Target Company.
 - This is not a Competitive Bid.
 - The Offer is subject to the terms and condition set out herein and in the Letter of Offer ("LOF") that would be mailed to the shareholders of "Target Company".
 - This Offer is subject to receipt of the statutory approvals mentioned in paragraph 7 of this Public Announcement. In terms of regulation 27 of "SEBI (SAST) Regulations, 1997", if the statutory approvals are refused, the "Offer" would stand withdrawn.
 - The Equity Shares tendered and accepted pursuant to the Offer will be acquired by the "Acquirer". The Equity Shares will be acquired by the "Acquirer" free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.
 - The Acquirer has undertaken to comply with "SEBI (SAST) Regulations, 1997" and to complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement with the Sellers.

- The Offer Price**
 - The Equity Shares of "Target Company" are listed on the Madras Stock Exchange Limited, Chennai (MSE), the Ahmedabad Stock Exchange Limited, Ahmedabad (ASE) and the Bangalore Stock Exchange Limited, Bangalore (BGSE). The equity shares of "Target Company" are presently de-listed from trading on the BSE with effect from 3rd July 2002. The "Target Company" vide its letter dated 12th June 2008 has confirmed that there was no trading of its equity shares on the Bombay Stock Exchange Limited (BSE), Madras Stock Exchange Limited (MSE), the Stock Exchange, Ahmedabad (ASE) and the Bangalore Stock Exchange Limited (BGSE) since the last 8 [Eight] years. The equity shares have not been traded on the respective Stock Exchanges, as aforesaid, between July 2007 and December 2007 (six calendar months preceding the month in which this PA is made). Consequently, the minimum Offer Price to be computed for this Offer would be governed by Regulation 20(5) of the Takeover Regulations as per applicable parameters.
 - In accordance with regulation 20(5) of the Regulations, the Offer Price has been determined after taking into account the following parameters:-
 - Negotiated Price under the agreement for acquisition of share or voting rights or deciding to acquire shares or voting rights Rs.10.00
 - Highest Price paid by the Acquirer for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement. NA
 - The highest of the average of the weekly high and low of the closing prices for the equity shares of "Target Company" for the 26 week period prior to 28th June 2008 i.e. the date of the Public Announcement. NA
 - The highest of the average of the daily high and low prices of the equity shares during the 2 week period preceding the date of the Public Announcement. NA
 - Other Parameters based on the un-audited accounts of "PEIL" for Financial Year ended 31st March 2008.
 - Return on Net worth (%) 35.50
 - Book Value per share (Rs.) 11.48
 - Earnings Per Share (Rs.) 4.08
 - Price / Earnings Ratio 7(*)

- Source: Centre for Monitoring Indian Economy [CMIE database as up dated 06-06-2008]
- As the Equity Shares of the "Target Company" are deemed to be infrequently traded as per the details given above, so as to ascertain fair value of the equity shares of "PEIL", in terms of the provisions of Regulation 20(5) of SEBI Takeover Regulations, the "Acquirer" has obtained a share valuation report dated 6th June 2008 from Mr. M. Hariharan (Membership No.15668), 63, OMV Street, Triplicane, Chennai - 600 005, independent Chartered Accountant, keeping in view the decision of the Hon'ble Supreme Court of India in the case of Hindustan. Lever Employee Union v Hindustan Lever Limited, (1995) 83 Comp Case 30. The said valuation report, prepared on the basis of Net Asset Value [Rs. 11.48 per share], Profit Earning Capacity Value [Rs.2.35 per share] and Market Value

[Nil] as per the erstwhile guidelines of the Controller of Capital Issues, indicated that the fair value of the equity share of "PEIL" based on the un-audited financial statements as on March 31, 2008 is Rs. 5.39 [Rupees Five and paise Thirty Nine only] per equity share.

- The Offer Price of Rs. 10.00 [Rupees Ten only] per share is therefore justified in terms of Regulation 20(5) of the Takeover Regulations, applicable for companies whose shares are infrequently traded in view of their offer price being more than the fair value of the equity shares arrived at as per Supreme Court's decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (63 Company Cases 30)1997 and as valued by Mr. M. Hariharan, Chartered Accountant, as stated in paragraph 3.3 above.
- The "Acquirer" is permitted to revise this Offer upward upon seven working days prior to the date of closure of the Offer. In the event of such revision, an announcement will be made in the same newspapers where the PA has appeared and the revised offer price would be paid for all the shares tendered anytime during the Offer.
- Information on The Acquirer**
 - Shri Housing Private Limited ("SHPL") is a Private Limited company incorporated on 28th February 1995 under the Companies Act, 1956 under certificate of incorporation no: 18-30333 of 1995 issued by the Registrar of Companies, Tamil Nadu. The registered office of the company is situated at No: 4, Mookambika Complex, Lady Desika Road, Mylapore, Chennai - 600 004.
 - Shri Housing Pvt.Ltd. is sole Acquirer in the present offer & there is no person acting in concert with the "Acquirer"
 - The "Acquirer" belongs to the Shriram Auto Finance group.
 - The directors of "SHPL" are Mr. S. Shankar and Mr. N. Mani and the shareholding pattern of the Company as on the date of this Public Announcement is as follows:-

Name of the Share Holder	No: of Shares	%
S.Ramakrishnan	100	0.01
S. Dandapani	100	
Shriram Auto Finance	39,18,500	99.99
Total	39,18,700	100.00

- "SHPL" is in the business of Real Estate owners / developers / co-developers; promoters, builders and contractors of commercial properties.
- The financial highlights of "SHPL" are as below:

Particulars	FY ended 31st March 2006 (Audited)	FY ended 31st March 2007 (Audited)	FY ended 31st March 2008 (Un-Audited)
Total Income (Rs. In Lakhs)	48.56	1.13	1.95
Profit After Tax (Rs. In Lakhs)	33.95	(449.39)	(1.52)
Equity Share Capital (Rs. In Lakhs)	0.02	0.02	391.87
P & L A/c (Dr.) (Rs. In Lakhs)	(262.27)	(711.66)	-
Reserves & Surplus (Rs. In Lakhs)	-	-	430.52
Net Worth (Excluding Revaluation Reserves) (Rs. In Lakhs)	137.75	(311.64)	822.39
Earning per Share (Rs. Per share)	-	-	(0.04)
Book Value Per Share (Rs. per share)	-	-	21.00
Return on Net Worth (%)	24.64	-	-

(Source: Audited Financial Statements of "SHPL" for the financial year ended 31st March, 2006, 31st March 2007 and the Un-Audited Accounts approved by the Board for Financial Year ended 31st March 2008)

- "SHPL" 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.
- Information on the Target Company ("Premier Energy And Infrastructure Limited") "Target Company"**
 - "Target Company" was incorporated as a public limited company under the Companies Act 1956, with Registrar of Companies, Tamil Nadu; under certificate of incorporation number 18-15521 dated 25th March 1988 under the name of Premier Housing and Industrial Enterprises Limited. The Company obtained the certificate of Commencement of Business on 20th June 1988.
 - The "Target Company" has vide notice of Postal Ballot dated 7th January 2008 changed its name to Premier Energy And Infrastructure Limited. The Registrar of Companies, Tamil Nadu, has issued a fresh Certificate of Incorporation under change of name dated 19th May 2008 consequent upon change in name.
 - The Regd. Office of the "Target Company" is situated at 4, II Link Street, CIT Colony, Mylapore, Chennai - 600 004.
 - "Target Company" is primarily engaged in the business of property development, housing construction, property services and other allied businesses. The "Target Company" vide Postal Ballot dated 7th January 2008, amended its object clause pursuant to Section 17 of the Companies Act 1956 by the insertion of new sub clauses 2 to 5 in the Clause III (A) [Object Clause] of the Memorandum of Association of the "Target Company" and sanction to the Board of Directors of the "Target Company" to commence and undertake the business as envisaged under the amended clause III (A) 2 to 5 of the Memorandum of Association of the "Target Company" under Section 149(2A) of the Companies Act 1956. The new objects enable the "Target Company" entry into businesses connected with Renewable & Non-Renewable Energy / Infrastructure Projects related areas.
 - As on the date of PA, the Authorised Capital of the "Target Company" is Rs.25.00 Crores divided in to 2,50,00,000 Equity Shares of Rs. 10/- each. The present issued share capital of "Target Company" is Rs.10,00,00,000/- divided into 1,00,00,000 equity shares of Rs.10/- each and the subscribed and paid up share capital of "Target Company" is 99,89,600 Equity Shares of Rs. 10/- each and Rs. 9,99,48,000/- respectively. As at the date of this PA there are 10,40,000 partly paid up equity shares in the "Target Company". As per information provided by "Target Company" the breakup of subscribed and paid - up Equity Share capital is as follows:

Subscribed and Paid-up Equity Share Capital	No. of Equity Shares	% of Equity Shares
(a) Fully paid - up equity shares	99,89,600	99.90%
(b) Partly paid-up Equity Shares	10,400	0.10%
(c) Total Subscribed Equity Shares	1,00,00,000	100.00%
(d) Total Voting Rights	99,89,600	99.90%

Note: The partly paid-up equity shares do not carry any voting rights as per the Article 98 of the Articles of Association of "Target Company" as calls have been made on the shares and the calls remain unpaid as on the date of PA.

- The Equity Shares of "Target Company" have been de-listed from the Bombay Stock Exchange Ltd [BSE] vide notice no: 124213 / 02 with effect from 3rd July 2002. The equity shares of the "Target Company" continue to be listed on the Madras Stock Exchange Limited, Chennai, Ahmedabad Stock Exchange Limited, Ahmedabad and the Bangalore Stock Exchange Limited, Bangalore. The "Target Company" has paid the up to date listing fees, as applicable, to these Stock Exchanges.
- R. Sidharan & Associates, Company Secretaries, vide their certificate dated 7th May 2008 has certified that the "Target Company" has generally complied with the Listing Agreement with the Stock Exchanges except the following:
 - Clause 41 - Publication and submission of Financial Results, Intimation of Board Meetings and Publication of Financial Results in the newspapers.
 - Not having entered into a tripartite agreement with the Depositories i.e. National Securities Depository Limited [NSDL] / Central Depository Services [India] Limited, [CDSL], for holding shares in demat mode.
- "Target Company" has confirmed that it 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.
- Under a Scheme of Arrangement (the "Scheme") between Rayala Office Equipments Private Limited, Chennai, ("ROEPL") a wholly owned subsidiary of the "Target Company", pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, "ROEPL" was amalgamated with the "Target Company" (the "Merger"), with the appointed date being April 1, 2007 ("Appointed Date"). The Hon'ble High Court of Judicature at Madras had passed an order sanctioning the Scheme on March 3, 2008. The Merger became effective on March 23, 2008 ("Effective Date") upon making of the requisite filings with the Registrar of Companies. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and the whole of the undertaking of "ROEPL" now stands transferred to and vested in and merged into the "Target Company".
- Brief particulars of the audited financials of the Target Company for the financial years 2005-2006, 2006-2007 and unaudited financials for the financial year 2007-2008 are as follows:

Particulars	For the FY ended 31st March 2006 (Audited)	For the FY ended 31st March 2007 (Audited)	For the FY ended 31st March 2008 (Un-Audited)
Total Income (Rs. In Lakhs)	77.59	1506.80	6947.55
Profit After tax (Rs. In Lakhs)	(315.65)	50.47	407.66
Equity Share Capital (Rs In Lakhs)	999.48	999.48	999.48
Reserves (excluding Revaluation Reserves) (Rs. In Lakhs)	(309.34)	(258.87)	148.79
Net Worth (Excluding Revaluation Reserves) (Rs. In Lakhs)	690.14	740.61	1148.27
Earning Per Share (Rs.)	(3.15)	0.50	4.08
Return on Net Worth (%)	-	6.81	35.50
Book Value Per Share (Rs.)	6.90	7.41	11.48
Price Earning Multiple [CMIE database as up dated 6-6-08]			7

Note: Pursuant to the Merger becoming effective, the Target Company has drawn up its Un-Audited Accounts for Financial Year ended March 31, 2008 on a consolidated basis, after consolidating the financials of "ROEPL" with the standalone financials of the Target Company, before Merger.

- "Target Company" is not a sick company within the meaning of the provisions contained in Section 424A - 424L under chapter VIA of the Companies Act 1956
- As on the date of this PA the directors of the "Target Company" are Mr. N. Narayanamurthi, Mr. A. Siram, Mr. T. R. Murali and Mr. S. Jaganathan.
- As on the date of this PA, there are no outstanding instruments convertible into shares in the "Target Company".
- Reason for the Offer and Future Plans**
 - Pursuant to Shareholders Agreements as stated in paragraph 1.2 above, the "Acquirer" would control substantial shareholding in the "Target Company" effective upon closure of the Offer. The Offer to the shareholders of "Target Company", as explained in paragraph 2.1 above, is being made pursuant to Regulation 10 and 12 of the "SEBI (SAST) Regulations, 1997" for substantial acquisition of equity shares of "Target Company".
 - The Acquirer does not have any plan to dispose off or otherwise encumber any asset of "Target Company" in the next two years from the date of closure of the offer except in the ordinary course of business with the prior approval of the shareholders of the company.
 - The Acquirer has plans to venture into and make investments in the businesses that are presently undertaken / proposed to be undertaken by the "Target Company". The "Acquirer" will bring in the required inputs by drawing on the managerial expertise / other factors and resources available to it through its group synergy.
- Statutory/Other Approvals Required for the Offer**
 - The Offer is subject to the receipt of approval, if any, of RBI under the Foreign Exchange Management Act, 1999 for the acquisition of equity shares by "The Acquirers" from the Non-Resident shareholders under the Offer.
 - No Approval from any Banks/ Financial Institution is required for the purpose of this offer, to the best of the knowledge of the "Acquirer".
 - No other statutory approvals are required to the best of the knowledge of the "Acquirer" to acquire the shares that may be tendered pursuant to this Open Offer.
 - If any other statutory approvals become applicable at a later date, the Offer would be subject to such statutory approvals.
 - Subject to receipt of statutory approval, the "Acquirer" 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 "Acquirer". In case of delay in receipt of any statutory approval, if any, SEBI has power to grant extension of time to the "Acquirer" for the payment of the consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(2) of "SEBI (SAST) Regulations, 1997". If the offer delays due to willful default of the "Acquirer" in obtaining the requisite approval, if any, Regulation 22(13) will become applicable.
 - If the "Acquirer" fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be forfeited in the manner provided in regulation 28 (12) (e) of "SEBI (SAST) Regulations, 1997".
 - The "Acquirer" reserves the rights to withdraw the Offer in the event of the requisite statutory approvals being refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original Public Announcement is being made.
- Delisting Option to the Acquirers**

The Open Offer will not result in public shareholding being reduced to less than a level below the limit specified in the Listing Agreement with the stock exchange for the purpose of listing on continuous basis. Hence the provision of Regulation No. 21(3) does not apply.
- Financial Arrangements**
 - "The Acquirer" has adequate financial resources to meet the financial requirements of the Offer. The Acquirer has made firm financial arrangements in terms of Regulation 16 (xiv) for the resources required to complete the offer in

terms of the Regulations. The acquisition to be financed through internal resources. No borrowings from Bank/ Financial Institution are being made for the purpose. The funds to be utilized shall be domestic & not any foreign funds.

- The maximum purchase consideration payable by the Acquirer in case of full acceptance of offer i.e. 20,00,000 fully paid up equity shares is Rs. 2,00,00,000/- (Rupees Two Crores only) at a price of Rs.10.00 per equity share (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.
- In accordance with Regulation 28 of SEBI (SAST) Regulations, the "Acquirer" has created an Escrow Account in the form of a Fixed Deposit for Rs. 55,00,000/- (Rupees Fifty Five Lakhs Only) being more than 25% of the total consideration payable under the Offer together with interest @ 10% on the total consideration amount under this Open Offer of Rs.2,00,00,000/- for a period of 89 days from the date of signing the Share Purchase Agreements viz. March 31, 2008 [as stated in paragraph 1.2 hereinabove] upto the date of this Public Announcement, under the name and style of "PEIL - Open Offer - Escrow Account" with HDFC Bank Limited at its branch office at Mariam Centre, 751 B, Anna Salai, Chennai - 600 002, and a lien has been marked on the said Escrow Account in favour of Vivro Financial Services Pvt. Ltd., Manager to the Offer.
- Mr. K N Narayanan, partner K N Narayanan & Associates, Chartered Accountants, (Membership No: F 22965) has certified vide their certificate dated 2nd May 2008 that sufficient financial resources are available with the "Acquirer" to meet its obligation under the Offer.
- Based on the above certificate, Manager to the Offer, Vivro Financial Services Pvt. Ltd. certify and confirm that the firm arrangement of funds and money for payment through verifiable means are in place to fulfill the obligations under the Offer.
- Other Terms of the Offer**
 - This is not a conditional offer and there is no stipulation as to the minimum level of acceptance.
 - The Offer will be made to the shareholders of "Target Company" and the Letter of Offer ("LOF") together with the Form of Acceptance cum Acknowledgement ("FOA") and Form of Withdrawal will be mailed to those shareholders of "Target Company" (except Acquirer and the "Sellers" under the respective SPAs as stated in Para 1.2 hereinabove) whose names appear on the register of members of "Target Company" at the close of business hours on 7th July 2008 (the "Specified Date").
 - Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
 - Cameo Corporate Services Limited [SEBI Registration No: INR 000003753] having their office at Subramaniam Building, No. 1, Club House Road, Chennai - 600 002 is acting as the Registrar to the Offer ("Registrar")
 - Shareholders will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the offer either by post or hand delivery during normal business hours or before the close of the Offer on 11th Sept. 2008.
 - In addition to the above-mentioned address, the equity shareholders of the "Target Company" who wish to avail of and accept the offer can also deliver the Acceptance Cum Acknowledgement Form along with all the relevant documents at the collection centers below on or before the close of the offer i.e. not later than 11th September 2008, in accordance with the procedure as set out in the Letter of Offer. The centers mentioned herein below would be open from Monday to Saturday (excluding Sundays and Public Holidays) between 11.00 a.m. to 4.00 p.m.

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person / e-mail ID	Telephone No. / Fax No.	Mode of Delivery
1.	Chennai	Cameo Corporate Services Limited Subramaniam Building V floor, No.1, Club House Road, Chennai - 600 002	Ms. K. Sreepriya	Tel:044-2846 0390 / 0014 Fax:044-2846 0129	Post and Hand delivery
2.	Mumbai	Cameo Corporate Services Limited, 304, Sai Sadan 76-78, Mody Street, Fort, Mumbai - 400 001	Mr. Prashant N. Sanil	Tel: 022-2264 4325 / 2979 Fax: 022-2264 4325	Hand delivery Only
3.	Ahmedabad	Cameo Corporate Services Limited 101, Shat Dal Complex, II Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009	Mr. M Bala subramanian	Tel: 093270 55153	Hand delivery only.
4.	Bangalore	Cameo Corporate Services Limited No.263, Horamavu Main Road, Opp. Govt. School, Makkuntamnanagara Banaswadi, Bangalore 560 043	Mr. S. Rama -krishnan	Tel: 098801 98440	Hand delivery only

- Shareholders who wish to tender their fully / partly paid up shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) & Transfer Deed(s) duly signed, to the Registrar to the Offer at the address given above, either by hand delivery during normal business hours from Monday to Saturday between 11.00 a.m. to 4.00 p.m. (excluding Sunday, and Public Holidays) or by Registered Post on or before the close of the offer i.e. 11th Sept. 2008 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement, in an envelope subscribing the same with "PEIL Ltd. - Open Offer". All owners of fully/ partly paid up equity shares registered or unregistered and the beneficial owners of the shares (except the "Acquirer", other Promoter Shareholders of the "Target Company" and the "Sellers" as hereinabove stated) who own the shares at any time prior to the closure of the offer are eligible to participate in the offer. Unregistered owners/ shareholders who have not received Letter of Offer can send their application in writing, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered to, Distinctive Numbers, Folio No., together with documents stated above so as to reach the Registrar to the Offer on or before Thursday 11th September 2008. In case of unregistered owners, the same should be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.
- In case of non-receipt of Letter Of Offer, eligible person may send their acceptance to the Registrar to the Offer on a plain paper stating the Name, Address, No. of Shares held, Distinctive No., Folio No., No. of Shares offered, along with documents as mentioned above, so as to reach to the Registrar to the Offer at the above address on or before the close of the Offer 11th September 2008.
- In case of non-receipt of Letter of offer, the eligible person may obtain the copy of the same from the Registrar to the Offer by providing suitable documentary evidence to that effect. Such shareholders may also download the Form of Acceptance Cum Acknowledgement from the website of SEBI i.e. <http://www.sebi.gov.in> which will be made available from the opening of the Offer.
- The Registrar to the Offer will hold in trust the shares, 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 and / or the unaccepted shares/ share certificates are dispatched/ returned.
- Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post to the shareholders / unregistered owners' sole risk to the sole / first shareholder as appearing in the Register of Members of the "Target Company".
- Shares, if any, that are subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these shares are not received together with the shares tendered under the offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.
- In case the shares tendered in the Open Offer are more than the shares agreed to be acquired by the Acquirer, the Acquirer shall accept all valid application received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking due care to ensure that the basis of acceptance, is decided in a fair and equitable manner and does not result in non-marketable lots.