PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

RANE HOLDINGS LIMITED

(Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086)

This Public Announcement (PA) is being issued by Ind Global Corporate Finance Pvt Ltd ("the Managers to the Offer" or "IGCF"), for and on behalf of Mr. L. Lakshman, Mr. L. Ganesh, L. Lakshman (HUF), L. Ganesh (HUF), Mr Harish Lakshman (hereinafter collectively referred to as "the Acquirers") along with Mrs. Pushpa Lakshman, Mr. Vinay Lakshman, Mrs. Meenakshi Ganesh, Ms. Aparna Ganesh, Mr. Aditya Ganesh, Mrs. T G Saraswathy, Mrs. Vanaja Aghoram, Mrs. Shanthi Narayan, Mrs. Saroja Raman, Mrs. Ranjini R Iyer, Mrs. Geetha Raman Subramanyam, Mrs. Rathika R Sundaresan, and Mr. T G G Raman, acting in concert with them (hereinafter collectively referred to as "Persons Acting in Concert" or "PACs"), pursuant to Regulation 11 (1) of, and in compliance with, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1. Background of the Offer

1.1 This offer to the shareholders of Rane Holdings Limited ("RHL" or "the Target Company") is being made by the Acquirers and the PACs who hold 3,365,714 equity shares of Rane Holdings Limited representing 41.39 % of the fully paid-up equity share capital as on the date of the PA. The Acquirers and PACs form part of the promoter / promoter group of RHL. The current equity holdings of the Acquirers and PACs in RHL are as follows:

Acquirers

S.No	Name	No. of Shares held	%
1	Mr. L Lakshman	39,622	0.49
		249,940 (Jointly with Mrs Pushpa-Lakshman)	3.07
2	L Lakshman (HUF)	120,366	1.48
3	Mr L Ganesh	210,272	2.59
		194,841 (Jointly with Mrs Meenakshi Ganesh)	2.39
4	L Ganesh (HUF)	103,279	1.27
5	Mr Harish Lakshman	22,105	0.27

Persons Acting in Concert (PACs)

S.No	Name	No. of Shares held	%
1	Mrs Vanaja Aghoram	149,254	1.83
2	Mrs Shanthi Narayan	86,604	1.07
3	Mrs Meenakshi Ganesh	2,956	0.04
		72,424 (Jointly with Mr L Ganesh)	0.89
4	Mrs Pushpa Lakshman	45,649 (Jointly with Mr. L Lakshman)	0.56
5	Mrs T G Saraswathy	51,734 (Jointly with Mr L. Lakshman)	0.64
		44,859 (Jointly with Mr L Ganesh)	0.55
6	Mr Vinay Lakshman	37,570	0.46
7	Mr Aditya Ganesh	14,373	0.18
8	Ms Aparna Ganesh	11,170	0.14
9	Mr T G G Raman	833,540	10.25
10	Mrs Rathika R Sundaresan	348,864	4.29
11	Mrs Saroja Raman	317,300	3.90
12	Mrs Ranjini R Iyer	208,918	2.57
13	Mrs Geetha Raman Subramanyam	200,074	2.46
	TOTAL	**3,365,714**	**41.39**

1.2 The Board of Directors of the Target Company in its meeting held on January 24, 2007 has agreed to issue and allot 1,650,000 fully paid up equity shares of Rs 10/- each on preferential basis representing 16.87 % of the post preferential voting equity share capital of the Target company for cash at a price of Rs 180/- per equity share (including premium of Rs 170/- per share) aggregating to Rs. 297,000,000 (Rupees Two Hundred and Ninety Seven Million only) ("Preferential Issue") to the Acquirers and PACs in accordance with the guidelines for Preferential Issue of SEBI (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto ("Guidelines").

1.3 In the Extraordinary General Meeting (the "EGM") held on February 23, 2007 the shareholders of the Target Company have approved the above mentioned preferential issue by passing a Special Resolution under Sec 81(1A) of the Companies Act, 1956 and other applicable provisions. The shareholders of the Target Company have authorized the Board of Directors of the Target Company to issue and allot the above mentioned equity shares to the Acquirers and PACs.

1.4 The Shares issued under the Preferential issue would be allotted within 15 days from EGM on receipt of subscription monies from the Acquirers and PACs and would be subject to all applicable statutory provisions and receipt of applicable statutory approvals. Shares issued under the Preferential issue would also be subject to a lock-in period as provided in the Guidelines.

1.5 The present issued, paid-up, voting and subscribed equity capital of the Target Company consists of 8,131,316 shares. After the Preferential issue, the paid-up, voting and subscribed capital of the Target Company (the "post Preferential issue Capital") would be 9,781,316 shares. As a result of the proposed acquisition, the holding of the Acquirers and the PACs will increase to 5,015,714 equity shares representing 51.28% of the post preferential issue capital of the Target Company. The shareholding of the Promoter Group will increase to 5,099,410 equity shares representing 52.13 %, of the post preferential issue capital of the Target Company.

1.6 The offer to the shareholders of the Target Company consequent to the Preferential Issue is being made in accordance with Regulation 11(1) and other applicable regulations of SEBI (SAST) Regulations and to consolidate Promoters' holding in RHL. Any further acquisition of shares/ voting rights/ control of the Target Company, whether direct or indirect, would be governed by the relevant provisions of SEBI (SAST) Regulations and amendments thereto.

1.7 The Acquirers and PACs have acquired 26,950 equity shares of RHL through market purchases during the 12 months period prior to the date of PA. The highest and average price at which the Acquirers and PACs have acquired shares of RHL during the last 12 months are Rs 205.00 and Rs. 180.19 respectively.

1.8 During the period beginning from September 1, 2006 to February 28, 2007, the Acquirers and the PACs have collectively done market purchases 14,044 equity shares of Rs. 10/- each representing 0.17% in the paid up equity share capital of RHL. The highest and average price at which the Acquirers and PACs have acquired shares of RHL during the last 6 months are Rs. 190.95 and Rs. 185.69 respectively.

2 The Offer

2.1 The Acquirers and PACs are making an open offer to the equity shareholders of RHL to acquire 1,956,263 fully paid-up equity shares of Rs. 10/- each, representing 20% of the fully expanded voting equity capital of the Target Company (assuming full allotment under the proposed Preferential Issue of equity shares) at a price of Rs 192 (Rupees One Hundred and Ninety Two only) for each equity share of the Target Company ("the Offer Price") payable in cash, in terms of Regulation 20 of SEBI (SAST) Regulations ("the Offer" or "Open Offer").

2.2 There are no partly paid-up shares of RHL.

2.3 This is not a Conditional Offer. The Offer is not subject to any minimum level of acceptance. The Acquirers and PACs will acquire all the shares that are validly tendered as per the terms of the Offer, upto a maximum of 1,956,263 shares at the Offer Price.

2.4 The Acquirers and PACs forming part of the promoter group hold 3,365,714 of the Equity shares of RHL representing 41.39% of the fully paid up equity share capital as on the date of PA. Further as a result of the proposed subscription to the Preferential Issue and assuming full acceptance of the Offer, the holding of the Acquirers and PACs forming part of the promoter group will increase to 6,971,977 equity shares in the Target Company representing 71.28% of the post preferential equity share capital of the Target Company.

2.5 No separate consideration has been paid or would be paid by the Acquirers or PACs for the Preferential Issue, other than as mentioned in Clause 1.2 above.

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

2.7 There is no proposal to change the Board of Directors of the Target Company after the Offer.

2.8 The Offer is subject to the terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of RHL.

2.9 The Manager of the Issue does not hold any equity shares in the Target Company as on the date of this Public Announcement.

2.10 This is not a competitive bid.

3. The Offer Price

3.1 The equity shares of RHL are currently listed on Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Madras Stock Exchange Limited ("MSE").

3.2 The annualized trading turnover during the preceding six calendar months ended January 2007 in each of the Stock Exchange where the shares are listed is as follows:-

Name of the Stock Exchange	Total Number of shares traded during Aug '06 – January '07	Total Number of Listed Shares (Equity)	Annualized Trading Turnover (% of total listed shares)
NSE	438,437	8,131,316	10.78
BSE	742,173	8,131,316	18.25
MSE	Not Traded	8,131,316	–

Based on the above information, the equity shares of the RHL are frequently traded on BSE and NSE and are infrequently traded on MSE within the meaning of explanation (i) to Regulation 20(5) of SEBI (SAST) Regulations during this period.

3.3 In accordance with Regulation 20(4) and Regulation 20(5) read with Regulation 20(11)(ii) of SEBI (SAST) Regulations, the Offer price of Rs 192 per equity share is higher of the following parameters:-

a)	Negotiated price payable under the investment agreement	Not applicable
b)	Acquisition price under the Preferential Issue per equity share	Rs 180/-
	Highest price paid by the Acquirers for acquisition of any of the equity share of RHL during the 6 months preceding the date of the PA	Rs 190.95
c)	Average of the weekly high and low of the closing prices (BSE) of the equity shares of RHL during the 26 weeks preceding January 24, 2007, the date of the Board Meeting where the Preferential Issue was proposed	Rs. 179.44
d)	Average daily high and low of the prices (BSE) of the equity shares of RHL during the 2 weeks preceding January 24, 2007, the date of the Board Meeting where the Preferential Issue was proposed	Rs. 178.83
e)	Other parameters with reference to the Target Company for	**Year ended March 31, 2006**
	Return on Net Worth (%)	12.31
	Book Value (Rs.)	84.94
	Earnings per Share (Rs.)	10.25
	Price Earnings Ratio based on Offer Price	18.73
	Price Earnings Ratio – Industry average (Auto Ancillaries)	20.80*

* Source : Capital Market :- February 26, 2007 - March 11, 2007

3.4 The Offer Price of Rs.192 per share offered by the Acquirers to the shareholders of RHL under the proposed Open Offer is justified in terms of Regulation 20(4) and Regulation 20(5) read with Regulation 20(11)(ii) of SEBI (SAST) Regulations. In the opinion of the Manager to the Offer and Acquirers, the Offer Price is justified.

3.5 There is no non-compete fees agreement between the Acquirers and the Target Company and any other entity as envisaged under Regulation 20(8) of SEBI (SAST) Regulations. No additional payment by way of non-compete fees are being made by the Acquirers

3.6 The Acquirers and PACs are permitted to revise this Offer upwards up to 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 in which the PA has appeared and the revised offer price will be paid for all the equity shares tendered at any time during the Offer. If the Acquirers and PACs acquire equity shares of RHL after the date of Public Announcement upto seven 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 valid acceptances received under the Open Offer.

3.7 To the extent of the Offer size, all equity shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirers and PACs. The equity shares acquired by the Acquirers and PACs will be free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

4. Reasons for the acquisition, rationale for the offer and future plans

4.1 This offer is made under Regulation 11(1) and other applicable provisions of Chapter III of SEBI (SAST) Regulations.

4.2 The Acquirers and PACs in consultation with the Board of Directors of RHL will work towards enhancement of shareholder value and this could entail a restructuring exercise. The restructuring may also involve rationalization of assets, investments, liabilities, business of RHL by way of arrangement/ reconstruction, mergers/demergers, at a later date, which would be subject to the approvals of Board of Directors and shareholders of RHL as required and other relevant statutory approvals.

4.3 Further, the Acquirers and PACs undertake not to sell, dispose of or otherwise encumber any substantial assets of RHL, except with the prior approval of the shareholders of RHL in accordance with the Memorandum & Articles of Association of RHL. It will be the responsibility of the Board of Directors of RHL to make appropriate decisions about these matters in accordance with the requirements of its business. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time.

5. Information on the Acquirers and Persons Acting in Concert

5.1 Mr. L. Lakshman, son of Late Mr. L. L. Narayan, aged 60 years, is the Chairman and Managing Director of the Target Company. He is a Mechanical Engineer from the University of Madras. He joined Rane Brake Linings Limited, one of the Rane Companies, in 1970 and held different positions in the Group companies. He has over 35 years of experience in Management of Auto Component Companies. He has also served industry organizations such as Automotive Components Manufacturers Association, Madras Chamber of Commerce & Industry and ASSOCHAM, a federation of Chambers of Commerce as President. He has been the Chairman of Rane Group from 1992 until 2006.

5.2 Mr. L. Ganesh, son of Late Mr. L. L. Narayan, aged 52 years, is the Vice-Chairman of the Company. He is a B.Com from Madras University, an Associate Member of the Institute of Chartered Accountants of India and an MBA from the Pennsylvania State University. He is presently the Chairman of Rane Group and is also engaged in other professional assignments like:

(a) Honorary Consul for New Zealand Government in South India

(b) Member – National Council, Confederation of Indian Industry.

He has over 30 years of experience in Management of Auto Component companies.

5.3 Mr. Harish Lakshman, son of Mr. L. Lakshman, aged 32 years, is a Director of the Company. He holds a Bachelor Degree in Mechanical Engineering and Master's Degree (MSM) from Purdue University, USA. He has 7 years of experience in his profession and currently he is the Managing Director of Rane TRW Steering Systems Limited.

5.4 The names, addresses and net worth of the Acquirers and PACs, as on December 31, 2006 as certified by Mr P. Ananthapadmanaban, Membership No. 6472, Partner, Harsha, Ananthu & Sankar, Chartered Accountants, New No. 68 (Old No. 104), Ramanaicken Street, Nungambakkam, Chennai – 600 034, are as follows:

Sl. No	Name	Age	Address	Net Worth (Rs. Mn)	Occupation / Experience (Yrs)
1	Mr L Lakshman	60	17, Crescent Street, Off ABM Avenue, Chennai – 600 028	116.31	Co. Director 36 Yrs.
2	L Lakshman (HUF)	N.A	-do-	38.67	N.A
3	Mr L Ganesh	52	No.2, George Avenue, Teynampet, Chennai – 600 018	154.99	Co. Director 30 yrs.
4	L Ganesh (HUF)	N.A	-do-	32.90	N.A
5	Mr Harish Lakshman	33	17, Crescent Street, Off ABM Avenue, Chennai – 600 028	16.79	Co. Director 8 yrs.
6	Mrs Vanaja Aghoram	63	802, Ideal Home Township, Kenchanahalli, Bangalore – 560 039	49.17	Housewife
7	Mrs Shanthi Narayan	46	64, ABM Avenue, Chennai – 600 028.	24.98	Housewife
8	Mrs Meenakshi Ganesh	44	No.2, George Avenue, Teynampet, Chennai – 600 018	27.25	Housewife
9	Mrs Pushpa Lakshman	55	17, Crescent Street, Off ABM Avenue, Chennai – 600 028	13.53	Housewife
10	Mrs T G Saraswathy	83	17, Crescent Street, Off ABM Avenue, Chennai – 600 028	29.34	Housewife
11	Mr Vinay Lakshman	30	17, Crescent Street, Off ABM Avenue, Chennai – 600 028	11.41	Co. Executive 3 yrs.
12	Mr Aditya Ganesh	19	No.2, George Avenue, Teynampet, Chennai – 600 018	4.70	Student
13	Ms Aparna Ganesh	23	No.2, George Avenue, Teynampet, Chennai – 600 018	4.43	Student
14	Mr T G G Raman *	44	63, Orrington Ct., Schaumburg, IL 60173, USA	353.29	Co. Executive 18 years
15	Mrs Rathika R Sundaresan *	50	16 Waters Edge Sparta NJ 07871, USA	101.21	Housewife
16	Mrs Saroja Raman *	74	301 East, 22nd Street, Apart #5D, New York, NY 10010 USA	95.91	Housewife
17	Mrs Ranjini R Iyer *	55	305, Quincy Ct. Schaumburg, IL 60193, USA	61.29	Housewife
18	Mrs Geetha Raman Subramanyam *	52	301 East, 22nd Street, Apart #5D, New York, NY 10010 USA	58.43	Housewife

* – Non Resident Indian (NRI)

Except Mr. T G G Raman, Mrs. Rathika R Sundaresan, Mrs. Saroja Raman, Mrs. Ranjini R Iyer and Mrs. Geetha Raman Subramanyam, all other PACs are relatives of the Acquirers, as defined under the Companies Act, 1956.

6. Information about the Target Company

6.1 Rane Holdings Limited, having its registered office in "Maithri", 132, Cathedral Road, Chennai – 600 086, is the primary holding company of the Rane Group. This group is one of India's oldest and most experienced auto components manufacturer.

6.2 The Target Company was incorporated on March 3, 1936 as Rane (Madras) Limited as a public limited company under the Indian Companies Act, 1913. In 1936, the Target Company took over, on a going concern basis, the business of a private limited company carrying on sale of automobiles and parts since 1929. The Target Company also represented companies like Renault, General Motors and America Motors.

6.3 In 1960 the Target Company started its own manufacturing activities by setting up a plant at Chennai for manufacture of tie rod ends for passenger cars and commercial vehicles. In 1965 it discontinued its trading activities completely and became a purely manufacturing company. In 1975 the Target Company commenced manufacturing of manual steering gears for commercial vehicles. The plant at Mysore was commissioned in 1984 and the plant at Pondicherry was commissioned in 1995 for the manufacture of manual steering gears for tractors and passenger cars and steering and suspension linkage products.

6.4 The "Rane" trademark was registered in the name of the Target Company in 1981. From 1994 the Target Company started licensing of Rane trademark to other companies in the group for which it is charging a trademark fee calculated as percentage of the sales.

6.5 The Target Company demerged its manufacturing activities into a separate company with effect from July 1, 2004 through a "Scheme of Arrangement" approved by the Honorable High Court of Madras on April 25, 2005.

6.6 As part of the "scheme of arrangement" the name of the Target Company was changed from Rane (Madras) Limited to **Rane Holdings Limited (RHL)** and the resulting company (the manufacturing company) was renamed as Rane (Madras) Limited.

6.7 RHL also has shareholding in other Rane Group companies as below:

Sl No	Name of Company	Shareholding (%)
1.	Rane (Madras) Limited	20.00%
2.	Rane Engine Valves Limited	33.55%
3.	Rane Brake Linings Limited	19.47%
4.	Rane Investments Limited (Subsidiary)	51.00%
5.	JMA Rane Marketing Limited	20.00%

6.8 RHL has a subsidiary, Rane Investments Limited (RIL) in which RHL holds 51% of the equity share capital. RIL holds Rane's 50% share in the equity of the following two JVs:

(a) Rane TRW Steering Systems Ltd (JV with TRW Inc., of USA) for manufacture of hydraulic power steering gears and seat belts

(b) Rane NSK Steering Systems Ltd (JV with NSK Ltd., Japan) for manufacture of energy absorbing steering columns

6.9 As on the date of the PA, the paid up Equity Share Capital of RHL is Rs.81,313,160 comprising of 8,131,316 Equity Shares of Rs.10/- each. The Share Capital of RHL does not consist of any partly paid up shares.

6.10 The equity shares of RHL are listed on the BSE, NSE and MSE.

6.11 The brief audited financial highlights of the Target Company are given below:

(Rupees in million, except per share amounts)

Year Ended	March 31, 2006 (Audited)
Total Income	110.12
Profit after Tax	87.18
Equity Share Capital	81.31
Reserves	609.38
Earnings per Share	10.25
Book Value per Share	84.94
Return on Net Worth	12.3%

7. Statutory Approvals and Other Approvals for the Offer

7.1 The offer is subject to the Acquirers and PACs obtaining the approvals, if any, from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (FEMA). The Acquirers will make applications for the requisite approvals from the RBI, if any, at an appropriate time.

7.2 To the best of knowledge and belief of the Acquirers and PACs, as of the date of this PA, there are no other statutory approvals or approval from lenders required for the acquisition of equity shares tendered pursuant to this Offer. The Offer will be subject to all other statutory approvals that may become applicable at a later date before the completion of the offer

7.3 In case of non-receipt of any approval, SEBI may, if satisfied that non-receipt of approval was not due to any willful default or neglect of the Acquirers or PACs or failure of the Acquirers or PACs to diligently pursue the application for the approval, grant extension of time for this purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by SEBI, in terms of Regulation 22(12) of SEBI (SAST) Regulations, 1997. Further, if any delay occurs on account of any willful default by the Acquirers in obtaining the requisite approvals, Regulation 22(13) of SEBI (SAST) Regulations will also become applicable.

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

Pursuant to the Preferential Issue and the Open Offer (assuming full acceptance), the public shareholding in RHL will not be reduced to below 25% of the listed equity and voting capital.

9. Financial Arrangements for the Offer

9.1 The total fund requirement or the maximum consideration of the Offer, assuming full acceptance of the Offer, will be Rs. 375,602,496 (Rupees Three Hundred and Seventy Five Million, Six Hundred and Two Thousand, Four Hundred and Ninety Six only) i.e. consideration payable for acquisition of 1,956,263 fully paid-up equity shares of RHL at an Offer price of Rs 192 per share

9.2 The Acquirers have made firm financial arrangements to meet their obligations in full under the Offer. For this purpose, the Acquirers intend to utilize their own resources.

9.3 In accordance with provisions of Regulation 28 of SEBI (SAST) Regulations, the Acquirers have created an escrow account and deposited therein cash of Rs.94,000,000 (Rupees Ninety Four Million Only) being more than 25% of the maximum consideration payable under the Offer with Kotak Mahindra Bank Ltd., Egmore Branch, Chennai - 600 008 with an authority given to the Manager to the Offer to operate in accordance with SEBI (SAST) Regulations.

9.4 Mr. P Ananthapadmanaban (Membership No.6472) Partner, Harsha, Ananthu and Shankar, Chartered Accountants, New No.68 (Old No.104), Ramanaicken Street, Nungambakkam, Chennai – 600 034, Tel. No.044-28278389, has certified vide certificate dated February 23, 2007 the adequacy of financial resources of the Acquirers for fulfilling the obligations under the Offer.

9.5 The Manager to the Offer, on the basis of the above certificate, has satisfied itself that the Acquirers have the ability to implement the Offer in accordance with SEBI (SAST) Regulations as firm arrangements for funds 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, specifying the detailed terms and conditions, together with the Form of Acceptance cum Acknowledgement ("Form of Acceptance"), Form of Withdrawal and Transfer Deed (for shareholders holding equity shares in the physical form) will be mailed to the shareholders of RHL whose names appear on the register of members of RHL and to the Beneficial Owners of the equity shares of RHL whose names appear as beneficiaries on the records of respective depositories, at the close of the business hours on March 16, 2007 (the "Specified Date").

10.2 All owners of equity shares, registered or unregistered, are eligible to participate in the Offer anytime before closure of the Offer

10.3 Shareholders who hold equity shares of RHL in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the Form of Acceptance, original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer at the following address, so as to reach on or before the closure of the Offer i.e. May 14, 2007 in accordance with the instructions provided in the Letter of Offer and the Form of Acceptance. In case of non-receipt of the Letter of Offer, shareholder(s) may download the same from the SEBI website or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the said shares.

Name and Address of the Collection Centers of Integrated Enterprises (India) Ltd.	Contact Person	Mode of Delivery	Tel No	Fax
Chennai 2nd Floor, Kences Towers", No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai 600017	S Sriram	Registered Post / Hand Delivery	044-28140801/ 28140802	044-28143378
Bangalore 30 & 31-1, Ramana, Residency, 4th Cross, Bangalore –560 003	Guruswamy Babu	Hand Delivery	080-23568082	080-23460819
Mumbai 15, 1st Floor, Modern House, Dr. V B Gandhi Marg, (Forbes St.) Fort, Mumbai –400023	P R Sriram	Hand Delivery	022-22874672	022-22874676
Ahmedabad 21, "NIRMAN", Gr.Flr, Bhd. Navrangpura Bus Stop, Navrangpura, Ahmedabad–380009	G R Balaji	Hand Delivery	079-26443289	079-26568122
Hyderabad Flat No.5-10-197/A, B&C/G4, Ground Floor, Reliance Krishna Apts, Beside Kalanjali Bhavan, Navat Pahad, Hill For Road, Hyderabad	Venkateswaralu	Hand Delivery	040-23298944	040-23298944
Kolkata Trikut, Flat No.1-B, 4C Lansdowne Place, Opp Road of Ramakrishna Mission Hospital, Kolkatta – 700 029	Anitha Padmanabhan	Hand Delivery	033-24746400	033-24767131
New Delhi 16/11, 3rd Floor, R D Chambers, Arya Samaj Road, Karol Bagh, New Delhi - 110 005	Shankar Krishnamurthy / Sudharsan	Hand Delivery	011-25716824	011-25720478
Pune 7 & 8 Arthshilp, Ground Floor, 1349, 1350, Shukrawar Peth, Bajirao Road, Pune - 411 002.	L Sudhakar	Hand Delivery	020-24473944, 24473944,	Not available

All registered owners can send in the Form of Acceptance duly completed and signed in accordance with the instructions contained therein to the Registrars to the Offer at the collection center mentioned above, on or before the closure of the Offer. i.e. May 14, 2007. The documents can be tendered at the above center between Monday to Friday from 10.00 a.m. to 5.30 p.m. and on Saturdays at from 10.00 a.m. to 1.30 p.m. The center will be closed on Sundays and other Public Holidays

10.4 For shareholders holding shares in dematerialized form, the Registrar to the Offer, Integrated Enterprises (India) Ltd., has opened a special depository account. The Beneficial owners are requested to send their Form of Acceptance to the Registrars to the Offer, at the collection centre mentioned above in paragraph 10.3 on or before the closure of the Offer, along with a photocopy or counterfoil of the delivery instructions in "Off market" mode duly acknowledged by the Depository Participant ("DP") and filled with the details given below:

DP Name	Integrated Enterprises (India) Limited
DP ID Number	IN300441
Client ID Number	11081772
Account Name	INTEGRATED ENTERPRISES INDIA LTD DEMAT ESCROW A/C RHL OPEN OFFER
Depository	National Securities Depository Limited

Forms of Acceptance of dematerialized equity shares not credited to the above special depository account on or before the closure of the Offer are liable to be rejected. Beneficial owners are therefore requested to tender their delivery instructions at least two days prior to the closing of the Offer. Shareholders having their beneficiary account in CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with NSDL

10.5 Unregistered owners or shareholders who have not received the Letter of Offer, may send their consent, to the Registrars to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer, or in the case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP Name, DP ID, beneficiary account number and a photocopy of the delivery instruction in the "off-market" mode, duly acknowledged by the DP, in favor of the aforesaid special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer. No indemnity is required from the unregistered owners.

10.6 Physical Shareholders of RHL who have sent their equity shares for transfer should submit Form of Acceptance duly completed and signed, copy of the letter to RHL (for transfer of said shares) and acknowledgement received thereon and valid share transfer form. Shareholders who have sent their physical share for dematerialization should submit their Form of Acceptance as applicable along with the copy of the demat request form (DRF) duly acknowledged by their DP. However, they have to ensure that the corresponding credit of the dematerialized shares is received in the escrow depository account on or before the date of closure.

10.7 In case the number of shares tendered for sale by the shareholders are more than the shares agreed to be acquired under the Offer, the Acquirers shall accept the offers received from the shareholders on a proportionate basis as per Regulation 21(6) of SEBI (SAST) Regulations. The shares are compulsorily traded in dematerialized form, hence minimum acceptance will be one share.

10.8 The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the special depository account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of RHL who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned.

10.9 Equity shares tendered in the Offer by the shareholders of RHL shall be free from lien, charges or encumbrances of any kind whatsoever.

10.10 Non-resident shareholders should submit copy of the permission received from Reserve Bank of India for acquisition of the shares of RHL. In case of its non-submission, Acquirers reserve the right to reject the shares tendered in the Offer

10.11 The consideration to the shareholders whose shares or share certificates and/ or other documents are found complete, valid and in order, will be paid by crossed account payee cheques/ demand drafts. Such consideration in excess of Rs. 1,500/ - or unaccepted share certificate(s) , transfer deed(s) and other documents, if any., will be returned by registered post/ speed post, at the shareholders' registered / unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. The Acquirers are required to deduct tax at source, as may be applicable. All dispatches involving payment of a value up to Rs. 1,500/- will be made under certificate of posting at the shareholders' sole risk

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

Activities	Days & Date
Specified Date*	Friday, March 16, 2007
Last date for Competitive Bid	Thursday, March 22, 2007
Date by which letter of offer to be posted to shareholders	Friday, April 13, 2007
Date of Opening of the Offer	Monday, April 23, 2007
Last date for revising the Offer Price/ number of equity shares	Thursday, May 3, 2007
Last date up to which shareholders may withdraw	Wednesday, May 9, 2007
Date of Closure of the Offer	Monday, May 14, 2007
Date for communicating acceptance/rejection under the Offer and payment of consideration for applications accepted.	Monday, May 28, 2007

* Specified Date is only for the purpose of determining the names of shareholders as on such date to whom the letter of offer would be sent and owners (registered or unregistered) of the shares (except the Acquirers and PACs) are eligible to participate in the Offer any time before the closure of the Offer.

11. General

11.1 Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement and the Letter of Offer shall have option to withdraw the acceptance tendered by them up to three(3) working days prior to the date of closure of the Offer.

11.2 If there is any upward revision in the Offer Price by the Acquirers and PACs till the last date of revision viz. - May 3, 2007 or withdrawal of the Offer, the same would be informed by way of public announcement in the same newspapers in which this Public Announcement has appeared. The Acquirers and PACs would pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.

11.3 If there is a competitive offer/bid:

- **The public offers under all the subsisting bids shall close on the same date.**
- **As the Offer Price cannot be revised during the seven (7) working days period prior to the date of closing 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 offer/ bid and tender their acceptance accordingly.**

11.4 For further details, shareholders are requested to refer to the Letter of Offer and Form of Acceptance cum Acknowledgement.

11.5 The Acquirers and the PACs have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B or any other regulations made under the SEBI Act or any other regulations made under the SEBI Act.

11.6 Pursuant to Regulation 13 of SEBI (SAST) Regulations, the Acquirers have appointed IGCF as Manager to the Offer. As on the date this Public Announcement, the Manager to the Offer does not hold any shares in Rane Holdings Limited.

11.7 The Acquirers and PACs accept responsibility for the information contained in this Public Announcement. The Acquirers and PACs are responsible for fulfillment of their obligations in terms of the SEBI (SAST) Regulations.

11.8 Certain financial details contained in this Public Announcement have been rounded off to the nearest million

11.9 This Public Announcement will also be available on SEBI's website (**www.sebi.gov.in**) Eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which will be available on SEBI's website from the Offer opening date i.e. April 23, 2007.

Issued by the Manager to the Offer

Ind Global Corporate Finance Pvt. Ltd.
[A Subsidiary of Ernst & Young Pvt. Ltd.]
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Email:gigy.mathew@in.ey.com
Contact Person: Gigy Mathew

CONCEPT

Issued on behalf of the Acquirers and PACs.

Place: Chennai

Date: February 28, 2007

Size: 50x32.9 sq. cm