Public Announcement to the shareholders of Religare Enterprises Limited

RELIGARE
Values that bind

RELIGARE ENTERPRISES LIMITED

Regd. Office : D3, P3B, District Centre, Saket, New Delhi-110017

This public announcement ("PA") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), on behalf of RHC Finance Private Limited ("Acquirer") along with RHC Holding Private Limited, hereinafter referred to as Person Acting in Concert ("PAC"), pursuant to and in compliance with, among others, regulation 11(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("Regulations").

The Offer

1. RHC Finance Private Limited is the Acquirer and RHC Holding Private Limited is the PAC for the purpose of this Offer.
2. As on the date of the PA, the paid-up equity capital of the Target Company is Rs. 12,872.76 lacs. The paid-up equity capital consists of 12,87,27,620 shares of Rs.10 each of which 7,30,34,540 shares representing 56.7% shareholding is held by the promoter group of the Target Company ("Promoter Group"). The Acquirer and PAC are part of the Promoter Group.
3. This open offer ("Offer") is being made by the Acquirer to the equity shareholders of Religare Enterprises Limited ("Target Company" or "REL") in compliance with regulation 11(2) of the Regulations as a result of the following transactions:
   a. On August 24, 2010, the offer committee of the Board of Directors of Target Company has agreed to issue and allot on a preferential basis ("Preferential Issue") (a) 5,617,977 fully paid up equity shares of Rs. 10/- each ("Shares") of the Target Company for cash at a price of Rs. 445/- per share, including a premium of Rs. 435 per share and (b) 5,617,977 warrants ("Warrants") with entitlement to subscribe equivalent number of equity shares of Rs. 10/- each of the Target Company for cash at a price of Rs. 445/- per share including a premium of Rs. 435/- per share, in accordance with section 81(1A) of the Companies Act, 1956 and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the subsequent amendments thereto ("ICDR Regulations").
   b. On August 24, 2010, the Acquirer agreed to acquire 7,812,499 Shares of the Target Company at a price of Rs. 457 per equity share ("Block Purchase Shares") constituting 6.1% of the issued and paid up equity share capital of the Target Company pursuant to a transaction carried out via block deal on the National Stock Exchange of India Limited ("NSE"). The Acquirer has entered into an Escrow agreement on August 24, 2010 with Karvy Computershare Private Ltd having place of business at Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081 (the "Escrow Agent"), whereby the aforesaid Block Purchase Shares will be held in an escrow account established in the name of the Escrow Agent, and the Block Purchase Shares will continue to remain in the escrow account until completion of the Open Offer formalities. The voting rights in respect of the Block Purchase Shares shall be exercised by the Escrow Agent till the completion of the Open Offer formalities.
   c. Proposed Preferential Issue, and Block Purchase Shares taken together with shares already held by the Promoter Group, will result in a potential consolidation of the Promoter Group's shareholding in the Target Company from 56.7% to 65.8% on a fully diluted basis ("Transaction").
4. The Acquirer belongs to the Promoter group of the Target Company, which in aggregate owns 56.7% of the Shares and voting rights of the Target Company. As a result of the above proposed Preferential Issue and Block Purchase Shares, the Acquirer will acquire 19,048,453 Shares, and the total voting rights of the Promoter group will stand increased to 65.8% on a fully diluted basis. The voting rights before and after preferential allotment and after Block Purchase Shares is given below:

Category	Voting rights (%) before proposed Preferential issue*	Voting rights (%) after proposed Preferential issue**	Voting rights (%) after Block Purchase Shares (transfer from Escrow Agent to Acquirer's account to be made post completion of open offer)**
Promoter group	56.74%	60.21%	65.79%
Others	43.26%	39.79%	34.21%
Total	100.00%	100.00%	100.00%

* % shareholding calculated on current share capital plus ESOPs of 796,757 Shares (i.e. 128,727,620 Shares)
** % shareholding calculated on Diluted Share Capital (being total of current share capital plus Preferential Issue plus ESOPs issued under 2006 scheme i.e. 139,963,572 Shares)

5. Pursuant to this Offer, the Acquirer proposes to acquire 2,79,92,715 (Two crore seventy nine lacs ninety two thousand seven hundred and fifteen only) Shares of the Target Company ("**Offer Size**") representing 21.7 % of the Current Share Capital (20% of the Diluted Share Capital) of the Target Company, at a price of Rs.457 (Rupees Four hundred and fifty seven only) for each Share of the Target Company ("**Offer Price**"), to be paid in cash in accordance with the Regulations. There are no partly paid-up equity shares of the Target Company. This Offer is not subject to any minimum level of acceptance.
6. The Shares of the Target Company are listed on the Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") and are frequently traded on both exchanges. The annualised trading turnover based on the trading volume in the Shares of the Target Company on each of the above mentioned stock exchanges during February 2010 to July 2010 (6 (Six) calendar months preceding the month in which this PA is issued) is as under:

Name of Stock Exchange(s)	Total no. of Shares traded during the 6 (six) calendar months prior to the month in which PA is made	Total no. of listed Shares	Annualized trading turnover (as a % to total listed Shares)
BSE	41,09,046	12,87,27,620	6.38%
NSE	1,95,49,277	12,87,27,620	30.37%

Source: BSE and NSE websites
Based on the information available, the Shares of the Target Company are frequently traded; and are most frequently traded on the NSE within the meaning of explanation (i) to regulation 20 (5) of the Regulations.

7. Neither the Acquirer nor any of its directors has acquired nor has been allotted any Shares of the Target Company in the 12 (Twelve) months prior to the date of this PA.
8. The PAC has been allotted 6,494,746 shares in the Rights Issue of the Target Company in the past 12 months at a price of Rs. 355 per share.
9. Based on the parameters set out in the Regulations for frequently traded stocks, as per the date of this PA, the Offer Price is justified in view of the following:

Particulars	Price (in Rs. per Share)
The average of the high and low of the closing prices for every week for the last 26-weeks prior to the date of the PA on BSE	Rs. 408.16/-
The average of the daily high and low of the intra-day trading prices for the last 2-weeks prior to the date of the PA on BSE	Rs. 456.11/-
The negotiated price	Rs. 457.00/-
The highest price paid by the Acquirer or persons acting in concert with them for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the last 26 weeks	Rs. 355.00/-

   a. The Offer Price of Rs. 457 (Rupees Four Hundred and Fifty Seven only) being the highest of the above is justified in terms of regulation 20(4) of the Regulations.
   b. The Acquirer is permitted to revise the Offer Price upward up to 7 (seven) working days prior to the date of closure of the Offer. In the event of such a revision, an announcement would be made in the same newspapers in which this PA has appeared and the revised Offer Price would be paid for all Shares accepted under the Offer.
10. As of the date of this PA, the Acquirer does not hold any Shares in the Target Company. The Acquirer has neither acquired nor has been allotted any Shares of the Target Company in the 12 months prior to the date of this PA .
11. The Acquirer may purchase additional Shares of the Target Company from the open market or through negotiation or otherwise, from the date of this PA in accordance with regulation 20(7) and all details of such purchases will be disclosed by the Acquirer to the BSE and NSE and to the Manager to the Offer in terms of regulation 22(17) of the Regulations
12. Apart from the PAC, while there may be persons "deemed to be acting in concert" with the Acquirer, there are no other persons acting in concert for the purpose of this Offer.
13. As on the date of this PA, Kotak Mahindra Capital Company Limited, the Manager to the Offer, does not hold any Shares of the Target Company.
14. This is not a competitive bid.

Information about the Acquirer

RHC Finance Private Limited – Acquirer

15. The Acquirer was incorporated as a private limited company on 26th July, 2007 as "Whyteleaf Investments Private Limited" under the Companies Act, 1956. Subsequently, on 20th April, 2010, it changed its name to "RHC Finance Private Limited" The Acquirer's registered office is located at 55, Hanuman Road, Connaught Place, New Delhi 110001, Tel: +91-11-23346875, Fax: +91-11-23346876.
16. On 7th September, 2009, RHC Holding Private Limited acquired the entire issued and paid up equity capital of the company thereby making it a wholly owned subsidiary
17. The Acquirer is a wholly owned subsidiary of RHC Holding Private Limited, which is ultimately wholly owned and controlled by Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh, Promoters of the Target Company
18. The Acquirer was incorporated with the main objects of lending and leasing activities. It is registered as a NBFC company with Reserve Bank of India
19. The shares of the Acquirer are not listed on any stock exchange. The shareholding details of the Acquirer as on the date of the PA is as follows:

No.	Name of Shareholder	Number of Shares Held	% shareholding
1.	RHC Holding Private Limited	2,099,900	100
2.	Malvinder Mohan Singh, Nominee	100	0

20. The financial details of the Acquirer for last 3 years till date are as follows:

	Year ended 31st March 2010	Year ended 31st March 2009	Year ended 31st March 2008
	Rs. Lacs	Rs. Lacs	Rs. Lacs
Income	1,630	98	4
Profit after Tax	156	23	2
Equity Share Capital	210	210	210
Networth	391	235	212
Book Value per share* (Rs.)	19	11	10
Earning per Share** (Rs.)	7.4	1.1	0.1
Return on Networth*** (%)	39.91%	9.78%	1.05%

The above financials are based on audited accounts
*Book Value per share computed as the Networth / Number of outstanding shares as at the end of the year
**Earning per share calculated as Profit After Tax / Number of outstanding shares as at the end of the year
***Return on Networth calculated as Profit After Tax / Networth as at the end of the year

RHC Holding Private Limited – PAC

21. The PAC was incorporated as a private limited company on April 19, 2007 as "Solaris Finance Private Limited" under the Companies Act, 1956. Subsequently, on November 7, 2008, it changed its name to "RHC Holding Private Limited" The Acquirer's registered office is located at 55, Hanuman Road, Connaught Place, New Delhi 110001, Tel: +91-11-23346875, Fax: +91-11-23346876.
22. On September 24, 2008, pursuant to a scheme of amalgamation as approved by the order of the High Court of Delhi dated September 4, 2008, Oscar Holdings Private Limited and Ranbaxy Holding Company (at the time a promoter group company of the Target Company) merged into RHC Holding Private Limited (at the time known as "Solaris Finance Private Limited")
23. The PAC is engaged in the business of lending and advancing money and is an NBFC.
24. The shares of the PAC are not listed on any stock exchange. The shareholding details of the PAC as on the date of the PA is as follows:

Sr. No.	Name of the Entity	No. of Shares	Percentage
1	Malav Holdings Private Limited	45,699,610	49.99
2	Shivi Holdings Private Limited	45,687,400	49.98
3	Mr. Malvinder Mohan Singh	7,390	0.01
4	Mr. Shivinder Mohan Singh	19,600	0.02
	Total Paid Up Capital	**91,414,000**	**100.00**

25. The financial details of the PAC for last 2 years till date are as follows:

(All figures in Rupees Lacs except for per Share numbers)	Year ended 31st March 2009	Year ended 31st March 2008
Total Income	385,193	14,148
Profit after Tax	303,137	(2,237)
Equity Share Capital	9,141	220
Preference Share Capital	-	-
Reserves & Surplus (Excl Revaluation reserve)	632,650	330,602
Networth	641,791	330,822
Book Value per share* (Rs.)	702.1	15,037.4
Earning per Share** (Rs.)	331.6	(101.6)
Return on Networth (%)***	47.23%	-0.68%

The above financials are based on audited accounts
*Book Value per share computed as the Networth / Number of outstanding shares as at the end of the year
**Earning per share calculated as Profit After Tax / Number of outstanding shares as at the end of the year
***Return on Networth calculated as Profit After Tax / Networth as at the end of the year
Note – Networth includes Equity share capital and Reserves and Surplus (excl revaluation reserve)
Note: Financial statements for FY2010 are currently under audit and therefore have not been disclosed

Information about the Target Company

26. The Target Company was incorporated on January 30, 1984 as a private limited company by the name of "Vajreshwari Cosmetics Private Limited" under the Companies Act, 1956. The name was subsequently changed to "Religare Enterprises Private Limited" with effect from January 10, 2006. With effect from July 14, 2006, Religare Enterprises Private Limited became a public limited company under its current name and got listed on BSE and NSE on November 21, 2007.
27. The registered office of the Target Company is located at D3, P3B, District Centre, Saket, New Delhi - 110017, India, Telephone: +91 11 3912 5000; Facsimile: +91 11 3912 6505.
28. As of the date of the PA, the total paid-up share capital of the Target Company is Rs. 12,793.1 lakhs consisting of 127,930,863 Equity Shares of face value of Rs. 10 each. There are no partly paid-up shares in the Target Company.
29. The Target Company is a global financial services company offering a comprehensive suite of financial products and services targeted at retail investors, high net worth individuals and corporate and institutional clients. Its financial products and services include equity and commodity broking, personal financial services, personal credit, online trading, wealth advisory services, portfolio management services, priority client equity services, arts initiative, international advisory, fund management services including film fund management and asset management, insurance broking, life insurance, investment banking and institutional broking.
30. The Shares of the Target Company are listed on the BSE and the NSE.
31. The financial highlights of the Target Company, based on the audited financials, are as follows:

(All figures in Rupees Lacs except for per Share numbers)	Year ended 31st March 2010	Year ended 31st March 2009	Year ended 31st March 2008
Total Income	167,522	119,106	89,651
Profit after Tax	9,715	(6,520)	9,189
Equity Share Capital	12,781	7,629	7,608
Preference Share Capital	2,500	2,500	-
Reserves & Surplus (Excl Revaluation reserve)	245,956	65,687	50,646
Share Application Money	18	180,016	-
Networth (Excl revaluation reserve and Minority interest)	261,255	255,832	58,255
Book Value per share* (Rs.)	204.4	335.34	76.6
Earning per Share** (Rs.)	7.6	(8.5)	12.1
Return on Networth*** (%)	3.72%	-2.55%	15.77%

The above financials are based on audited accounts (Source: Annual reports of the Target Company)
*Book Value per Share calculated as the Networth / Number of outstanding Shares as at end of the year
**Earning per share calculated as Profit After Tax / Number of outstanding shares as at the end of the year
***Return on Networth calculated as Profit after Tax / Networth as at the end of the year
Note – Networth includes Equity share capital, Preference share capital and Reserves and Surplus (excl revaluation reserve and Minority interest), and share application money

Reasons for the Acquisition and Future plan about Target Company

32. The Offer is being made in accordance with regulation 11 (2) of the Regulations for the purpose of acquisition of shares and voting rights of the Target Company.
33. The Acquirer and the PAC wish to consolidate and enhance the stake of the Promoter Group in order to create more flexibility in managing the operations of the Target Company
34. As of date of this PA, the Acquirer and PAC do not have any plans to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company and except to the extent already contracted by the Target Company or except with the prior approval of the shareholders of the Target Company. Notwithstanding the immediately preceding sentence, the Board of Directors of the Target Company will take appropriate decisions in these matters as per the requirements of business and in line with the business opportunities and exigencies from time to time.
35. Other than in the ordinary course of business, the Acquirer and PAC undertake that they shall not sell, dispose off or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.
36. The Acquirer and the PAC do not plan to effect any change in board of directors of the Target pursuant to the completion of the Transaction

Statutory Approvals and Other Approvals required for this Offer

37. This Offer is subject to the Acquirer's obtaining all necessary approvals including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999, as amended from time to time, for the acquisition / transfer of the Shares tendered pursuant to this Offer, as required. The Acquirer will make the requisite application to RBI to obtain such approvals.
38. As of the date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event any statutory approval indicated herein is not obtained in terms of regulation 27 of the Regulations.
39. It may be noted that in case of non-receipt of statutory approvals within time, the Securities and Exchange Board of India (the "SEBI") has a power to grant an extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest for the delay, as directed by SEBI under regulation 22(12) of the Regulations.
40. To the best knowledge of the Acquirer, there are no approvals required from financial institutions or banks for the Offer

Option to the Acquirer in terms of Regulation 21(2)

41. If the Offer results in the public shareholding of the Target Company being reduced to less than the minimum public shareholding threshold, the Acquirer undertakes to comply with the continuous listing guidelines laid out in the Listing Agreement of the Target Company with stock exchanges as required by Regulation 21(2) of the Regulations.

Financial Arrangements

42. The maximum consideration payable under this Offer, assuming full acceptance, is Rs. 1279,26,70,755/- (Rupees One Thousand Two Hundred and Seventy Nine Crores Twenty Six Lacs Seventy Thousand Seven Hundred and Fifty Five only) ("Maximum Consideration").
43. By way of security for performance of its obligations under the Regulations, the Acquirer has made an escrow arrangement for the Offer comprising of cash deposit of an amount of Rs.145,00,00,000/- (Rupees One Hundred and Forty Five Crores Only) in cash, which is adequate as per the computation of escrow amount as required by the Regulations. The Acquirer has made the cash deposit with Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai - 400021. This has been confirmed vide a confirmation letter dated August 24, 2010 issued by Kotak Mahindra Bank Limited. The Manager to the Offer is empowered to realize the value of the cash deposit in terms of the Regulations.
44. The Acquirer proposes to finance the Offer through internal accruals and/ or corporate borrowings. M.S. Sekhon & Co, Chartered Accountants, 170, Madhuvan, Delhi – 110092; Tel. No. +91-11-42445194; Fax: +91-11-4244-5294; Membership Number: 87343 ("Accountants") have confirmed vide their certificate dated August 24, 2010 that the Acquirer has adequate financial resources available for meeting its obligations under the Regulations for a value up to the Maximum Consideration.
45. On the basis of the aforesaid financial arrangements and the Accountants' certificate, the Manager to the Offer confirms that adequate funds are available with the Acquirer through verifiable means to implement this Offer in full.

Other terms of this Offer

46. The Offer is not conditional and is not subject to any minimum level of acceptance.
47. A letter of offer ("**Letter of Offer**") specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement ("**Form of Acceptance**") and Form of Withdrawal will be mailed to all the shareholders, except the Acquirer and parties to the SPA, whose names appear on the Register of Members of the Target Company at the close of business hours on September 3, 2010 ("Specified Date").
48. This Offer is made to all shareholders of the Target Company as on the Specified Date, and also to persons who acquire Shares before the closure of the Offer and tender these Shares into the Offer in accordance with this PA on or before November 1, 2010; save and except for the Acquirer and parties to the SPA.
49. The shareholders of the Target Company who wish to tender their Shares pursuant to this Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer together with their share certificate(s), transfer deed or a photocopy of the delivery instruction to the depository participant and such other documents as may be specified in the Letter of Offer and the Form of Acceptance to Karvy Computershare Private Ltd acting as the Registrar to the Offer ("Registrar to the Offer") in accordance with the instructions contained in the Letter of Offer and Form of Acceptance. Applicants who cannot hand deliver their documents at the collection centers mentioned below, may send the same by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at their address mentioned in paragraph 65. In case of non-receipt of the Letter of Offer, shareholders may download the same from the SEBI website (http://www.sebi.gov.in/) or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of ownership of the said Shares.
50. Shareholders of the Target Company who wish to accept the Offer shall send/deliver the Form of Acceptance along with all the relevant documents at any of the collection centers of the Registrar to the Offer mentioned below in accordance with the procedure as set out in the Letter of Offer.

S.No	Collection Centre	Address of Collection Centre	Contact Person	Phone no	Fax	Mode of delivery
1.	Mumbai	Karvy Computershare. Pvt Ltd. 24,Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms.Nutan Shirke	022-66381747 & 22842666	022-66331135	Hand Delivery
2.	New Delhi	Karvy Computershare. Pvt Ltd. 105-108, Arunachal Bldg., 19, Barakhamba Road, New Delhi -110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011-43509200	011-41036370	Hand Delivery
3.	Ahmedabad	Karvy Computershare. Pvt Ltd. 201-203,Shail,Opp: Madhusudhan House, Behind Girish Cold Drinks, Off C G Road Ahmedabad - 380 006	Mr.Aditya Gupta/ Robert Joeboy / Sameer	079-26400527 /66614772	079-26565551	Hand Delivery
4.	Chennai	Karvy Computershare. Pvt Ltd. No. 33/1, Venkatraman Street, T.Nagar, Chennai - 600017	Mr. V.Rajan	044 – 28151793/94 42121332	044-28153181	Hand Delivery
5.	Hyderabad	Karvy Computershare. Pvt Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	040-23420818-23	040-23431551	Hand Delivery / Regd Post
6.	Kolkata	Karvy Computershare. Pvt Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkatta 700 029	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery
7.	Bengaluru	Karvy Computershare. Pvt Ltd. No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kmaraswamy /Ms. Arpitha	080-26621192	080-26621169	Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4:00 PM, Saturday 10:00 AM to 1:00 PM, Holidays: Sunday & Bank Holidays

51. Persons who have acquired Shares of the Target Company but whose names do not appear in the Register of Members of the Target Company on the Specified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their agreement to participate in this Offer as per the terms and conditions of this Offer. This is to be sent to the Registrar to the Offer together with:
   a. In case of shareholders holding Shares in dematerialized form, the name, address, number of Shares held, number of Shares offered, Depository ("DP") Participant name, DP ID number, beneficiary account number along with a photocopy of the Delivery instruction in "off-market" mode, duly acknowledged by the DP in favour of KCPL ESCROW A/C-REL OPEN OFFER, as per instructions given under

Depository Name	KCPL ESCROW A/C-REL OPEN OFFER
DP Name	Karvy Computershare Priavte Ltd
DP ID Number	IN300394
Beneficiary Account Number	17759789
ISIN	INE621H01010
Market	Off-Market
Execution Date	On or before November 1, 2010

It is the sole responsibility of the shareholders to ensure credit of their Shares in the depository account above, before the closure of the Offer.

   b. In case of shareholders holding Shares in physical form, the relevant share certificate(s) and transfer deeds.

Persons who have acquired Shares of the Target Company should send to the Registrar to the Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired and/or such other documents as may be specified.

52. No indemnity would be required from unregistered shareholders.
53. A copy of the Letter of Offer (including Form of Acceptance) is expected to be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the site.
54. Applications in respect of Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected if the 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, will be forwarded to the concerned statutory authorities for further action by such authorities.
55. The Registrar will hold in trust the Form of Acceptance, Shares, share certificates, transfer deed(s) and/or other documents on behalf of the shareholders of the Target Company who have accepted this Offer, till the warrants / cheques / drafts for the consideration are dispatched and unaccepted share certificates/ Shares, if any are dispatched / returned to the relevant shareholders.
56. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the shareholders' sole risk. Unaccepted Shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details received from their depository participant.
57. **If the Shares tendered in this Offer by the shareholders of the Target Company are more than the Shares to be acquired under this Offer, the acquisition of Shares from each shareholder will be on a proportionate basis as per provisions of Regulation 21(6) of the Regulations such that the acquisition from each shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. The marketable lot for the Target Company is 1 (one) Share.**
58. The Offer Programme is as under:

Activity	Date	Day
Date of PA	August 25, 2010	Wednesday
Specified Date*	September 3, 2010	Friday
Last date for a competitive bid, if any	September 15, 2010	Wednesday
Last date for dispatch of Letter of Offer to the Shareholders of the Target Company	October 6, 2010	Wednesday
Offer Opens on	October 13, 2010	Wednesday
Last date for revising the Offer Price	October 21, 2010	Thursday
Last date for withdrawing by Shareholders	October 28, 2010	Thursday
Offer Closes on	November 1, 2010	Monday
Last date by which acceptance / rejection would be intimated and corresponding payment for acquired shares and / or the share certificate / demat delivery instruction for rejected Shares will be dispatched / issued	November 16, 2010	Tuesday

*Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all shareholders (registered or unregistered) of the Target Company.

59. The payment of consideration for accepted applications will be made by the Acquirer in cash through account payee cheques, drafts, warrants, etc. sent by registered post for amounts exceeding Rs.1,500/- (Rupees One Thousand and Five Hundred only) and otherwise under certificates of posting in accordance with the Regulations.

General

60. Shareholders who have accepted this Offer by tendering the requisite documents, in terms of this Public Announcement / Letter of Offer, can withdraw the same up to 3 (Three) working days prior to the date of the closure of this Offer.
61. As per the Regulations, the Acquirer can revise the Offer Price upwards up to 7 (Seven) working days prior to the closure of this Offer and the revision, if any, in the Offer Price would be announced in the same newspapers where this Public Announcement has appeared and the revised price would be paid to all shareholders who tender their Shares in this Offer.
62. If there is a withdrawal of the Offer by the Acquirer, the same will be informed by way of a public announcement in the same newspapers in which this PA has appeared.
63. **If there is competitive bid:**
    (i) The public offers under all the subsisting bids shall close on the same date.
    (ii) As the offer price cannot be revised during 7 (Seven) working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.
64. The Acquirer, Target Company and Selling Shareholders have not been prohibited by the SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.
65. This Public Announcement is expected to be available on the SEBI website at http://www.sebi.gov.in/.

    Pursuant to regulation 13 of the Regulations, the Acquirer has appointed Kotak Mahindra Capital Company Limited as the Manager to the Offer (Address: Bakhtawar 1st Floor, 229 Nariman Point, Mumbai – 400 021; Ph.No.: +91 22 6634 1100; Fax No.: +91 22 2284 0492; email: Project.RelOffer@kotak.com; Contact Person: Chandrakant Bhole). The Acquirer has appointed Karvy Computershare Private Ltd as the Registrar to the Offer (Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081, Tel: +91-40-23420815; Fax: +91-40-2343 1551; email: murali@karvy.com; Contact Person: Murali Krishna)

66. The Board of Directors of the Acquirer accept full responsibility for the information contained in this PA and also accept responsibility for the obligations of acquirer as laid down in the Regulations.

Issued by the Manager to the Offer, for and on behalf of the Acquirer

kotak®
Investment Banking

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Dated: August 25, 2010
Place: Mumbai