PUBLIC ANNOUNCEMENT

TO THE EQUITY SHAREHOLDERS OF RANE ENGINE VALVES LIMITED "MAITHRI", 132 CATHEDRAL ROAD, CHENNAI 600 086.

This Public Announcement ("PA") is being issued by HSBC Securities and Capital Markets (India) Private Limited ("HSBC"), the Manager to the Offer, on behalf of Rane (Madras) Limited ("RML") ("the Acquirer") Rane Investments Limited ("RIL") and Rane Brake Linings Limited ("RBL") (jointly referred to as "Persons Acting in concert" or "PACs") pursuant to Regulations 10 and other applicable provisions and as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("Takeover Regulations").

1. **Background to the Offer**

1.1. The Rane Group ("the Group") based in Chennai is engaged in the business of manufacture of auto components. The Group has three listed companies, viz. RML, REVL and RBL. Each of these companies holds equity shares in the other two companies, thereby leading to a crossholding of equity shares.

1.2. Mr. L Lakshman, Mr. L Ganesh, L Lakshman (HUF) and L Ganesh (HUF) (or "the Promoters") along with Mrs. Pushpa Lakshman, Mr. Harish Lakshman, Mr. Vinay Lakshman, Mrs. Meenakshi Ganesh, Ms. Aparna Ganesh, Master Aditya Ganesh, Mrs. T.G. Saraswathi, Mrs. Vanaja Aghoram, Mrs. Shanthi Narayan, Mrs. Saroja Raman, Mrs. Ranjini R Iyer, Mrs. Geetha Raman Subramanyam , Mrs. Rathika R Sundaresan, Mr. T G G Raman, Mrs. Ramani Ramakrishnan, Mr. Pravin Kumar and Mrs. T G Sundari ("Promoters' Family Members") hold equity shares in all the three companies. The Promoters, Promoters' Family Members and the Group have initiated a restructuring exercise involving a change in shareholding, consolidation of ownership/equity. The restructuring envisages RML consolidating equity interests of the Group through an agreement with the Promoters and Promoters' Family Members.

1.3. Share Purchase Agreement between Acquirer and PACs on the one hand and the Promoters, and Promoters' Family Members (jointly referred to as the "Sellers") on the other hand.

1.3.1. The Acquirer and PACs have entered into a Share Purchase Agreement dated April 9, 2004 ("the SPA") to acquire 960,056 equity shares representing 19.05% of the fully paid up equity share capital of REVL ("the Transaction"). The details of the equity shares sought to be acquired are given in the paragraphs below. The consideration agreed to be paid to the Sellers under the SPA ("Negotiated Price") is in the form of issue of equity shares of RML by RML and payment of cash by RML/RBL/RIL. **The mode and manner of payment under the SPA is the same as the mode and manner of payment under this Offer.**

1.3.2. Acquirer and PACs have agreed to purchase REVL equity shares at a price of Rs. 410/- (Rupees Four Hundred Ten only) per equity share. This price has been computed as per Regulation 20 of the Takeover Regulations.

1.3.3. The consideration of Rs.410/- (Rupees Four Hundred Ten only) for every 1 (one) REVL equity share acquired by RML, RBL and RIL would be discharged as under :

(a) RML shall issue and allot to the Sellers 2 (two) equity shares of RML. Each RML equity share is priced at Rs.146/- (Rupees One Hundred Forty Six only) of Rs.10/- (Rupees Ten only) face value and Rs. 136/- (Rupees One Hundred Thirty six only) as share premium. The price per equity share of RML has been computed as prescribed under Chapter XIII of the Securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines, 2000.

(b) RML/RIL/RBL will pay to the Sellers a sum of Rs. 118/- (Rupees One Hundred Eighteen only) in cash.

1.3.4. The details of the equity shares to be acquired under the SPA are as follows:

S No.	Names of persons selling the equity shares	No. of equity shares	% of outstanding equity share capital
Promoters			
1	L Lakshman	82,150	1.63%
2	L Lakshman (HUF)	40,724	0.81%
3	Mrs. Pushpa Lakshman	9,220	0.18%
4	Harish Lakshman	3,408	0.07%
5	Vinay Lakshman	7,880	0.16%
6	L Ganesh	95,409	1.89%
7	L Ganesh (HUF)	40,675	0.81%
8	Mrs. Meenakshi Ganesh	22,040	0.44%
9	Ms. Aparna Ganesh	2,480	0.05%
10	Aditya Ganesh	4,180	0.08%
11	Mrs. T G Saraswathy	22,834	0.45%
12	Mrs. Vanaja Aghoram	49,004	0.97%
13	Mrs. Shanthi Narayan	33,704	0.67%
Persons Acting in Concert (PACs)			
14	Pravin Kumar	9,322	0.18%
15	Mrs.Saroja Raman	93,900	1.86%
16	Mrs.Ranjini R Iyer	52,610	1.04%
17	Mrs.Geetha Raman Subramanyam	46,580	0.92%
18	Mrs.Rathika R Sundaresan	88,728	1.76%
19	TGG Raman	252,780	5.02%
20	Mrs.TG Sundari	1,214	0.02%
21	Mrs. Ramani Ramakrishnan	1,214	0.02%
	Total	**960,056**	**19.05%**

1.4. In consideration of selling 960,056 equity shares of REVL at a price of Rs. 410/- (Rupees Four Hundred Ten only) aggregating Rs.393,622,960 (Rupees Three Hundred Ninety Three Million Six Hundred Twenty Two Thousand Nine Hundred Sixty only), the Sellers would be issued/allotted 1,920,112 equity shares of RML at a price of Rs.146/- (Rupees One Hundred Forty Six only) per share aggregating Rs.280,336,352 (Rupees Two Hundred Eighty Million Three Hundred Thirty Six Thousand Three Hundred Fifty Two only) and cash aggregating Rs.113,286,608 (Rupees One Hundred Thirteen Million Two Hundred Eighty Six Thousand Six Hundred and Eight only) .

1.5. The aforesaid transfer of equity shares is exempt under Regulation (3)(e) of the Takeover Regulations as it is an inter-se transfer of equity shares amongst promoters. However, the Acquirer and PACs have voluntarily decided to make an open offer to acquire 1,008,000 equity shares representing 20% of the fully paid-up equity shares of REVL from the remaining shareholders (other than the parties to the SPA) on the same terms as the SPA.

1.6. **Consequent to the SPA, the Sellers would be obliged to make an open offer to the shareholders of RML for at least 20% of the voting share capital of RML. The offer to the RML shareholders may be concurrent to the present Offer**.

2. **The Offer**

2.1. Pursuant to Regulation 10 and other applicable provisions of Chapter III of the Takeover Regulations, the Acquirer and PACs are making an Offer to the shareholders of REVL to acquire up to 1,008,000 fully paid up equity shares of Rs. 10/- each representing 20% of the fully paid up equity share capital of REVL at Rs. 410/- (Rupees Four Hundred Ten only) per share ("Offer Price") to all shareholders who tender their equity shares and whose equity shares are acquired by the Acquirer and PAC (the "Offer").

2.2. The shareholders of REVL whose equity shares are accepted under the Offer will receive a consideration of Rs. 410/- (Rupees Four Hundred Ten only) for 1 (one) REVL equity share, which would be paid as under:

(a) RML shall issue and allot 2 (two) equity shares of RML. Each RML equity share is priced at Rs.146/- (Rupees One Hundred Forty Six only) of Rs.10/- (Rupees Ten only) face value and Rs. 136/- (Rupees One Hundred Thirty Six only) share premium. The price per equity share of RML is in terms of the pricing prescribed under Chapter XIII of the Securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines, 2000 and is in compliance with Regulation 20(2) of the Takeover Regulation.

(b) RML/RIL/RBL will pay a sum of Rs. 118/- (Rupees One Hundred Eighteen only) in cash.

2.3. In consideration for the 1,008,000 equity share of REVL proposed to be acquired through this Offer at a price of Rs. 410/- (Rupees Four Hundred Ten only) aggregating Rs.413,280,000 (Rupees Four Hundred and Thirteen Million Two Hundred and Eighty Thousand only), the total value of 2,016,000 equity shares to be issued by RML at Rs.146/- (Rupees One Hundred Forty Six only) per equity share is Rs.294,336,000 (Rupees Two Hundred and Nnety Four Million Three Hundred and Thirty Six Thousand only) and the cash to be paid by at the Acquirers Rs.118/- per equity share is Rs.118,944,000 (Rupees One Hundred and Eighteen Million Nine Hundred and Forty Four Thousand only), assuming full acceptance of the Offer.

2.4. The Offer Price payable as above by Acquirer in cash and by RML by issue of equity shares of RML, would be subject to the terms and conditions mentioned in this Public Announcement and the Letter of Offer to be subsequently mailed to the shareholders as on the Specified Date.

2.5. RML together with its subsidiary, RIL and RBL presently hold 8.67% and 4.13% respectively of the equity share capital in REVL.

2.6. The Acquirer and PACs have not acquired any equity shares in REVL during the last 12 months.

2.7. The equity shares of REVL are listed on the Stock Exchange, Mumbai ("BSE"), the National Stock Exchange of India Limited ("NSE") and the Madras Stock Exchange ("MSE").

2.8. Based on available information, the equity shares of REVL are not infrequently traded on the BSE and NSE within the meaning of Regulation 20(5) of the Takeover Regulations. The equity shares are most frequently traded on NSE.

2.9. The average of the weekly high and low of the closing price for the equity shares for the 26-week period preceding the date of this Public Announcement is Rs. 397.08 on the NSE where the equity shares of REVL are most frequently traded. The average of the daily high and low price during the two weeks preceding the date of the Public Announcement is Rs. 406.64 on the BSE where the equity shares are most frequently traded. The Offer price of Rs.410/- is higher than the BSE 2 week average price of Rs.406.64. This price is the same as the Negotiated Price and in view of the above, the Offer Price is justified in accordance with Regulation 20 of the Takeover Regulations. (Source: www.bseindia.com, www.nse-india.com)

2.10. This Offer is not subject to any minimum level of acceptance.

2.11. In case the number of equity shares tendered for sale by the shareholders are more than the equity shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the shareholders on a proportional basis as per Regulation 21(6) of the Takeover Regulations in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner.

3. **Information about the Acquirer**

3.1. **Rane Madras Limited ("RML)**

3.1.1. RML was incorporated on 3rd March 1936 as a public limited company under the Indian Companies Act, 1913. It has a paid up capital of Rs.41,952,600 divided into 4,195,260 equity shares of nominal value of Rs. 10 each. The registered office of RML is located at "Maithri", 132 Cathedral Road, Chennai 600 086. RML is a part of the Rane Group.

3.1.2. The promoters of RML are Mr. L Ganesh and Mr. L Lakshman along with the PACs. The Acquirer and the PACs are companies belonging to the same group (the Rane Group).

3.1.3. The principal business of RML is manufacture of manual steering systems, steering linkages and related automotive components.

3.1.4. Based on the audited results for the year ended March 31, 2003, RML had net sales of Rs. 1,257.36 mn, total income of Rs.1,496.65 mn with profit after tax of Rs.1.00 mn and EPS of Rs.0.24. The paid-up equity share capital and total net worth of RML as on 31st March 2003 are Rs.41.95 mn and Rs.286.87 mn respectively and book value per share was Rs.68.4. The return on net worth for the year ended March 31, 2003 is 0.34%. Based on the un-audited results for period ended December 31, 2003 RML had net sales of Rs.1,201.04 mn, total income of 1,217.98 with profit after tax of Rs.11.90 mn and EPS of Rs.2.84. The net worth of RML as on December 31, 2003 was Rs.298.76 mn and book value per share was Rs. 71.2. The return on net worth for the period ended December 31, 2003 is 3.9% (not annualised) RML trades at a price of Rs.143.90 per share thus quoting at a P/E multiple of 50.73 x (not annualised for 9 months period ended 31st December 2003) as on April 8, 2004. RML is listed on the BSE, NSE and MSE.

3.1.5. Consequent to entering into the Transaction as detailed in paras 1.2 & 1.3 above, the Board of Directors of RML have approved in principle intend to demerge the manufacturing and investment activities of RML subject to requisite shareholders and other regulatory approvals.

3.2. **Rane Brake Linings Limited ("RBL")**

3.2.1. RBL was incorporated on 29th December 1964 as a public limited company under the Companies Act 1956.The registered office of RBL is located at "Maithri", 132 Cathedral Road, Chennai 600 086. RBL is a part of the Rane Group.

3.2.2. The promoters of RML are Mr. L Ganesh and Mr. L Lakshman along with PACs. The acquirer and the PACs are companies belonging to the same group (the Rane Group).

3.2.3. The principal business of RBL is manufacture of brake linings, clutch facings and disc pads for automotive industry and railway brakes and parts out of asbestos and asbestos free friction materials.

3.2.4. Based on the audited results for the year ended March 31, 2003, RBL had net sales of Rs.1,234.62 mn, a total income of Rs. 1,249.12 mn with a profit after tax of Rs.146.06 mn and EPS of Rs 40.49. The paid-up equity share capital and the total net worth of RBL as on March 31, 2003 were Rs.36.07 mn and Rs.743.23 mn respectively and the book value per share was Rs. 206.02. The return on net worth for the year ended March 31, 2003 is 19.6% Based on the un-audited results for the period ended December 31, 2003, RBL had net sales of Rs. 1,001 mn, total income of Rs.1,011.1 mn with profit after tax of Rs.100.18 mn and EPS of Rs 13.89 (not annualised). The paid-up equity share capital of RBL as on December 31, 2003 was Rs.72.15 mn and the total net worth of RBL as on December 31, 2003 was Rs. 810.85 mn and book value per share was Rs. 112.40. The return on net worth for the period ended December 31, 2003 is 12.4% (not annualised) RBL is listed on the BSE, NSE and MSE. RBL trades at a price of Rs.163.50 per share thus quoting at a P/E multiple of 11.78 x (not annualised for 9 months period ended 31st December 2003) as on April 8, 2004

3.3. **Rane Investments Limited ("RIL")**

3.3.1. RIL was incorporated on December 15, 1982 as a public limited company under the Companies Act, 1956 as Glendale Investments Limited. The name of the Company was changed to Rane Investments Limited on May 20, 2002. It has a paid up capital of Rs.8,8 mn divided into 880,000 equity shares of nominal value of Rs. 10/- each. The registered office of RIL is located at "Maithri", 132 Cathedral Road, Chennai 600 086.. RIL is a 51% subsidiary of RML.

3.3.2. The principal business of RIL is investments. RIL is not listed on any of the stock exchanges.

3.3.3. Based on the audited results for the year ended March 31, 2003, RIL had total income of Rs.43.41 mn with profit after tax of Rs30.67 mn and EPS of Rs.34.85 . The paid-up equity share capital and total net worth of RIL as on 31st March 2003 are Rs. 8.8 mn and Rs.157.17 mn respectively and book value per share was 178.6 . Based on the un-audited results for period ended December 31, 2003 RIL had total income of Rs.26.5 mn with profit after tax of Rs.16.6 mn and EPS of Rs.18.9. The net worth of RIL as on December 31, 2003 was Rs.153.9 mn and book value per share was Rs. 174.9.

4. **Information about Target Company (" REVL")**

4.1. REVL was incorporated on 10th August, 1967 as a public limited company under the Companies Act, 1956, as "Engine Components Limited". The name of the company was changed to "Rane Engine Valves Limited" on August 27, 1998, vide special resolution passed on 16th July 1998.

4.2. The registered office of REVL is located at "Maithri", 132 Cathedral Road, Chennai 600 086. REVL is a part of the Rane Group.

4.3. REVL has a total paid up capital of Rs.50,400,000 consisting of 5,040,000 equity shares of Rs. 10/- each. There are no partly paid up equity shares in REVL.

4.4. The principal business of REVL is to manufacture engine valves and valve guides for IC Engines and related automotive components.

4.5. Based on the audited results for the year ended March 31, 2003, REVL had net sales of Rs.1,198.13 mn, total income of Rs.1,210.40 mn with profit after tax of Rs.75.39 mn and EPS of Rs.14.96. The paid-up equity share capital and the total net worth of REVL as on March 31, 2003 are Rs.50.40 mn and Rs.455.62 mn respectively and book value per share of Rs.90.40. Based on the un-audited results for the period ended December 31, 2003 REVL had net sales of Rs. 1,017.21 mn, total income of Rs.1030.05 mn with profit after tax of Rs.110.42 mn and EPS of Rs.21.91.The net worth of REVL as on December 31st 2003 was Rs.537.61 mn and book value per share was Rs. 106.67.

4.6. REVL is listed on the BSE, NSE and MSE.

5. **Reasons for the Acquisition and future plan about the Target Company, if any**

5.1. This Offer is made under Regulation 10 and other applicable provisions of Chapter III of the Takeover Regulations.

5.2. The Acquirer and the PACs consider their acquisition of 960,056 equity shares representing 19.05 % in REVL from the Sellers vide the SPA as a step in the Group restructuring with a view to reduce cross-holdings of equity shares among RML, REVL and RBL and provide better access to capital for future growth opportunities. This Offer is a voluntary one being made to the public shareholders of REVL on the same terms as the terms contained in the SPA. This acquisition of equity shares would be a substantial acquisition of equity shares or voting rights without change in control or change in management.

5.3. The Acquirer and the PACs do not have any plans to sell, dispose of or otherwise encumber any major assets of REVL in the next two years, except in the ordinary course of business of REVL.

5.4. Further, the Acquirer and the PACs undertake not to sell, dispose of or otherwise encumber any substantial assets of REVL, except with the prior approval of the shareholders of REVL in accordance with the Memorandum and Articles of Association of REVL.

5.5. It will be the responsibility of the Board of Directors of REVL 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.

6. **Statutory Approvals**

6.1. The Offer is subject to RML obtaining approval from its shareholders for the following :

6.1.1. To issue equity shares to the persons tendering equity shares pursuant to this Offer under Section 81 of the Companies Act, 1956,

6.1.2. For increase of authorised capital of RML, and

6.1.3. For investment in REVL under Section 372A of the Companies Act, 1956.

6.2. The Offer is subject to listing approval from the BSE, NSE and MSE for the equity shares proposed to be issued by RML.

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

6.4. Apart from the above, as at the date of this Public Announcement, to the best of the knowledge of the Acquirer and the PACs , no other approvals are required to acquire the equity shares tendered pursuant to this Offer. However, the Offer will be subject to all statutory /other approvals that may be applicable. The Acquirer and the PACs will have a right to withdraw the Offer in terms of Regulation 27 of the Takeover Regulations in the event the statutory /other approvals indicated above are refused.

6.5. Subject to the receipt of statutory approvals, the Acquirer and the PACs shall complete all procedures relating to the Offer including issue of equity shares by RML and payment of cash component by RBL within a period of 30 days from the Offer Closing Date (as defined in paragraph 8.2 below) to those shareholders whose share certificates and/or other documents are found valid and in order and are approved for acquisition by the Acquirer and the PACs . In case of delay due to the non-receipt of statutory approvals, as per Regulation 22(12) of the Takeover Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence of the Acquirer and the PACs or failure of the Acquirer and the PACs to diligently pursue the applications for such approvals, grant an extension for the purpose of completion of this Offer may be specified by SEBI for any delay beyond 30 days, subject to the Acquirer and the PACs paying to the shareholders interest as directed by SEBI.

7. **Financial Arrangements**

7.1. The Acquirer and the PACs have made firm financial arrangements to meet their obligations in full under the Offer. For this purpose RML intends to meet its obligations through issuance of its own equity shares and RML/RBL/RIL intend to utilise its internal resources.

7.2. In consideration for the 1,008,000 equity shares of REVL proposed to be acquired through this Offer at a price of Rs.410/- (Rupees Four Hundred Ten only) aggregating Rs.413,280,000 (Rupees Four Hundred Thirteen Million Two Hundred and Eighty Thousand only), the total value of 2,016,000 equity shares to be issued by RML at Rs.146/- (Rupees One Hundred Forty Six only) per equity share is Rs.294,336,000 (Rupees Two Hundred and Ninty Four Million Three Hundred Thirty Six Thousand only) and the cash to be paid by RML/RBL/RIL at Rs.118/- per equity share is Rs.118,944,000 (Rupees One Hundred and Eighteen Million Nine Hundred and Forty Four Thousand only), assuming full acceptance of the Offer.

7.3. As per Regulation 28 of the Takeover Regulations the Acquirer and the PACs have created an escrow in the form of a bank guarantee from The Hongkong and Shanghai Banking Corporation Limited for Rs.103.32 mn in favour of the Manager to the Offer which is valid until August 31, 2004. Further, the Acquirer and the PACs have deposited a sum of Rs. 4.15 mn with The Hongkong and Shanghai Banking Corporation Limited, Chennai which amount is in excess of 1% of the total consideration. The Acquirer and the PACs have marked a lien thereon in favour of the Manager to the Offer

7.4. The Acquirer and the PACs have vide their letter dated April 8, 2004 given an undertaking to meet their financial obligations under the Offer to the Managers to Offer. The Manager to the Offer has satisfied itself about the Acquirer and the PACs 's ability to implement the Offer in accordance with the Takeover Regulations and firm arrangements for funds and money for payment to verifiable means are in place to fulfil the offer obligations under the Offer.

8. **Further Terms of the Offer**

8.1. The Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed on or before Wednesday, May 26, 2004 to all shareholders of REVL (except the Acquirer, the PACs and parties to the SPA) whose names appear in the Register of Members of REVL and the beneficial owners of the equity shares, whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on Friday, April 16, 2004 (the "Specified Date").

8.2. The Offer shall open on Thursday, June 10, 2004 (the "Offer Opening Date") and will remain open until Saturday, July 10, 2004 (the "Offer Closing Date").

8.3. Shareholders holding equity shares in physical form: Shareholders holding equity shares in physical form who wish to accept this Offer and tender their equity shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and duly signed transfer deed(s) to the Registrar to the Offer – Ms. Integrated Enterprises (India) Limited in accordance with the procedure which will be specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

8.4. Shareholders holding equity shares in dematerialised form: Beneficial owners who wish to accept this Offer and tender their equity shares will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar to the Offer in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement, along with a photocopy. Shareholders should ensure to credit their equity shares in favour of the depository account before the closure of the offer.of the delivery instructions in "Off–market" mode or counterfoil of the delivery instructions in "Off-market" mode, in favour of the special depository account duly acknowledged by their respective depository participant (the "DP"). Shareholders having their beneficiary account in CDSL will in addition have to use an inter–depository delivery instruction slip.

8.5. The Registrar to the Offer has opened a special depository account with Integrated Enterprises (India) Ltd. called " Integrated Enterprises (India) Ltd. Escrow A/c – REVL Open Offer". The DP ID is IN301313 and the beneficiary client ID is 20790156.

8.6. The Form of Acceptance-cum-Acknowledgement and the relevant documents can be submitted at the following centres either by hand delivery (between 10.00 a.m. and 3 p.m. on all working days) or by registered post, as specified below, on or before the Offer Closing Date:

Collection Centres	Address	Mode of Delivery	Phone Fax Nos.	Contact Person/ Email id
Chennai	Integrated Enterprises (India) Ltd. 2nd Floor, "Kences Towers" No.1 Ramakrishna Street, North usman Road, T Nagar, Chennai 600 017	Regd Post/ Hand Delivery	(044) 28140801/ 28140802 Fax (044) 28143378	**Suresh Babu K** **sureshbabu@iepindia.com**
Bangalore	30 & 31-1, Ramana Residency, 4th Cross, Bangalore –560 003	Regd Post/ Hand Delivery	(080) 23561425 Fax 23561071	**K S Krishna** **sureshbabu@iepindia.com**
Cochin	Seema Building, Near Abad Metro, 41/427,Rajaji Road, Ernakulam - 682035	Regd Post/ Hand Delivery	(0484) 2371494 Fax 2384735	**Shaji Joseph V** **sureshbabu@iepindia.com**
Mumbai	59, Sonawala Building, Gr.Floor, Bombay Samachar Marg, Fort, Mumbai 400 023.	Regd Post/ Hand Delivery	(022) 22662825 Fax 22664503	**Mariya Kruz Rajan** **sureshbabu@iepindia.com**
Ahmedabad	21, "NIRMAN", Gr.Flr, Bhd.Navrangpura Bus Stop, Navrangpura, Ahmedabad –380 009	Regd Post/ Hand Delivery	(079) 26443289 Fax 26568122	**G R Balaji,** **sureshbabu@iepindia.com**
Hyderabad	1-2-64/1/A, Ground Floor, Vikram Chambers, Parklane, Secunderabad –500 003.	Regd Post/ Hand Delivery	(040) 27845605	**Subramaniyam** **sureshbabu@iepindia.com**
Kolkatta	Trikut, Flat No.1-B, 4C Lansdowne Place, Opp Road of Ramakrishna Mission Hospital, Kolkatta 700029	Regd Post/ Hand Delivery	(033) 24746400 Fax 24767131	R Manohar **sureshbabu@iepindia.com**
New Delhi	18/5, Arya Samaj Road, Amar Chambers (II Floor) W.E.A.Karol Bagh, New Delhi –110005	Regd Post/ Hand Delivery	(011) 25716824 Fax 25720559	L Sudhakar **sureshbabu@iepindia.com**

8.7. Persons who own equity shares but whose names do not appear on the Register of Members of REVL on the Specified Date are also eligible to participate in this Offer. Such unregistered owners can send their acceptance in writing to the Registrar to the Offer on plain paper stating the name, address, number of equity shares held, number of equity shares tendered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract note/s issued by the broker through whom they acquired these equity shares. No indemnity is required from unregistered owners.

8.8. In the event of non-receipt of the Letter of Offer, shareholders may obtain a copy of the same by writing to the Registrar to the Offer at any of the collection centres stated above clearly marking the envelope "REVL – Open Offer". Alternatively, the shareholders may send their acceptances on plain paper to the Registrar to the Offer stating their name, address, folio number, distinctive number, number of equity shares held, number of equity shares tendered duly signed by all the holders along with the documents mentioned above to the Registrar to the Offer on or before the Offer Closing Date.

8.9. In the event of non-receipt of the Letter of Offer by beneficial owners, such beneficial owners can make an application to the Registrar to the Offer on plain paper stating their name, address, number of equity shares held, number of equity shares tendered, bank particulars, DP name, DP ID, beneficiary account number duly signed by all the holders and send the same along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode in favour of the special depository account, to the Registrar to the Offer on or before the Offer Closing Date. All beneficial holders maintaining an account with CDSL are requested to obtain, complete and submit an additional inter-depository slip together with the instructions to their respective DPs.

8.10. Shareholders can download the Form of Acceptance cum Acknowledgement placed on the SEBI web site http://www.sebi.gov.in and send in their acceptance by filling the same.

8.11. While tendering equity shares under the Offer, NRIs/OCBs/Foreign shareholders will be required to submit the RBI approval, (specific or general) that they would have obtained for acquiring the equity shares of REVL and a no objection certificate/tax clearance certificate from the Income Tax authorities indicating the amount of tax to be deducted under the Income Tax Act 1961, by the Acquirers before remitting the consideration. In case the RBI approvals are not submitted, the Acquirers reserve the right to reject the equity shares or arrange to deduct the tax at the maximum marginal rate of taxation as may be applicable to the category of shareholder on the entire consideration payable to such a shareholder.

8.12. Payment to those shareholders whose share certificates and/or other documents are found valid and in order and are approved by the Acquirer and the PACs will be by way of a crossed account payee cheque/ demand draft/ pay order by RML/RBL/RIL and issuance of equity shares by RML in the manner specified in Para 2.2 above. The decision regarding the acquisition (in part or full), or rejection of, the equity shares tendered pursuant to this Offer and (i) any corresponding payment for the acquired equity shares and/or (ii) share certificates for any rejected equity shares or equity shares withdrawn, will be dispatched to the shareholders by registered post or by ordinary post as the case may be (*), at the shareholder's sole risk. Equity shares held in dematerialised form to the extent not acquired or equity shares withdrawn will be credited back to the respective beneficiary account with their respective DPs as per the details furnished by the beneficial owners in the Form of Acceptance-cum-Acknowledgement.

8.13. Shareholders who hold REVL equity shares in physical form and wish to receive the RML equity shares in dematerialised form may furnish the particulars of their DP ID and Client ID in the Form of Acceptance-cum-Acknowledgement.

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

8.14. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of equity shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque/ demand draft.

8.15. The Registrar to the Offer will hold in trust the equity shares/share certificates, equity shares lying in credit of the special depository account and the transfer form(s), until the Acquirer and the PACs completes their obligations under the Offer in accordance with the Takeover Regulations.

8.16. In accordance with Regulation 22(5A) of the Takeover Regulations, shareholders who have tendered the requisite documents in terms of the Public Announcement and Letter of Offer shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centres mentioned above as per the mode of delivery indicated therein on or before Tuesday, July 6, 2004.

8.17. The withdrawal option can be exercised on submitting the form of withdrawal (which will be sent to shareholders along with the Letter of Offer) and the copy of the acknowledgement received from the Registrar to the Offer while tendering the acceptance together with :

- In respect of physical shares: names, address, distinctive numbers, folio number, number of equity shares tendered.
- In respect of dematerialised shares: name, address, number of equity shares tendered, DP name, DP ID, beneficiary account number, photocopy of the delivery instructions in "Off Market" mode duly acknowledged by the DP.

8.18. In case of non-receipt of the form of withdrawal the above application can be made on plain paper.

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

9. **Time Schedule for major activities for the Offer**

Activity	Date	Day
Specified Date (for the purpose of determining the names of Shareholders to whom the Letter of Offer would be sent)	April 16, 2004	Friday
Last date for a competitive bid	May 2, 2004	Sunday
Shareholder approval from shareholders of RML	May 12, 2004	Wednesday
Date by which individual Letters of Offer will be dispatched to the Shareholders	May 26, 2004	Wednesday
Offer Opening Date	June 10, 2004	Thursday
Last date for revising the offer price/number of equity shares	June 30, 2004	Wednesday
Last date for withdrawal of acceptances by the shareholder	July 6, 2004	Tuesday
Offer Closing Date	July 10, 2004	Saturday
Date by which approval/ rejection would be intimated and the corresponding payment for the acquired equity shares and/or the share certificates for the rejected/withdrawn equity shares will be dispatched and/or credited to the beneficiary account in case of dematerialised equity shares	August 9, 2004	Monday

10. **General**

10.1. Pursuant to Regulation 13 of the Takeover Regulations, the Acquirer and the PACs has appointed HSBC Securities and Capital Markets (India) Private Limited as Manager to the Offer.

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

10.3. If there is any upward revision in the Offer Price before the last date for revision (i.e. Wednesday, June 30, 2004) or withdrawal of the Offer, the same would be informed by way of a Public Announcement in the same newspapers where this Public Announcement appears. If Offer Price is revised upward, such revised price will be payable to all shareholders who have accepted this Offer and tendered their shares at any time during the tenure of the Offer to the extent their equity shares are acquired by the Acquirer and the PACs .

10.4. The Acquirer and the PACs will comply with the provisions of SEBI (Delisting of Securities) Guidelines, 2003, if applicable as a result of this Offer.

10.5. Please note that all financial data contained in this Public Announcement has been rounded off to the nearest million, except where stated otherwise.

10.6. Neither the Acquirer and the PACs nor REVL have been prohibited by SEBI from dealing in securities under directions issued pursuant to Section 11B of Securities and Exchange Board of India Act 1992.

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

10.8. The Directors of the Acquirer and the PACs accept full responsibility for the information contained in this Public Announcement. The Acquirer and the PACs is responsible for fulfillment of obligations under the Takeover Regulations.

10.9. This Public Announcement will also be made available on the SEBI website - http://www.sebi.gov.in

Issued by the MANAGER TO THE OFFER on behalf of the Acquirer and PACs

HSBC

HSBC Securities and Capital Markets (India) Private Limited
52/60 Mahatma Gandhi Road,
Fort, Mumbai – 400 001
Tel: (22) 2268 1284/85
Fax: (22) 2263 1984
Contact Name: Aarthi Ramakrishnan
E-mail: rane@hsbc.co.in

Registrar to the Offer

Integrated Enterprises (India) Ltd
1st Floor, "Kences Towers" , No.1
Ramakrishna Street , North Usman Road,
T Nagar, Chennai 600 017,
Tel (044) 28140645/ (044) 28140646
Fax (044) 28140652
Contact Name: Suresh Babu K
E-mail: Sureshbabu@iepindia.com

Date: Monday, April 12, 2004

Place: Chennai