PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF ROSSELL TEA LIMITED

Registered Office: 14B Gurusaday Road, Kolkata - 700 019

This Public Announcement ("PA") is being issued by the Manager to the Offer i.e. NEXGEN Capitals Limited, on behalf of the Acquirers, i.e. BMG Enterprises Limited, Mr. Harsh Mohan Gupta and Mrs. Vinita Gupta, pursuant to Regulation 11(2) of the Securities and Exchange Board o f India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as SEBI (SAST) Regulations, 1997) and subsequent amendments thereto.

1. THE OFFER:

1.1 BMG Enterprises Limited, Mr. Harsh Mohan Gupta and Mrs. Vinita Gupta, (hereinafter collectively referred to as "the Acquirers") are making an Open Offer pursuant to Regulation 11(2) in compliance with the SEBI (SAST) Regulations, 1997. Along with the acquirers, M/s Harvin Estate Pvt. Ltd., Mr. Rishab Mohan Gupta and H. M. Gupta & Son (HUF) are deemed to be Persons Acting in Concert for the purpose of this Offer. The Acquirers form part of the Promoters Group of the Target Company.

1.2 On 28th March, 2007, the Board of Directors of ROSSELL TEA LIMITED **("Target Company" or "RTL"),** having its Registered office at 14B Gurusaday Road, Kolkata-700 019 issued and alloted on preferential basis 17,77,778 (Seventeen lacs seventy seven thousand seven hundred and seventy eight) fully paid up equity shares of face value of Rs 10/- each at a price of Rs. 22.50 including a premium of Rs. 12.50 per equity share, aggregating to Rs. 4,00,00,005 (Rupees Four Crores Five Only) **("Preferential Issue")** to the Acquirers in accordance with the guidelines for preferential issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto **("SEBI DIP Guidelines").** After this **"Preferential Issue"** the Acquirers holding along with the holding of Persons Acting in Concert in RTL has increased from 24,53,708 equity shares (54.09% of preferential issue paid-up equity share capital) to 42,31,486 number of equity shares representing 67.01% of the Post preferential paid-up equity share capital of RTL which has resulted in triggering of the provision of SEBI (SAST) Regulations, 1997.

1.3 The preferential Issue mentioned in -paragraph 1.2 above is duly authorised by a Special Resolution passed under section 81(1A) of the Companies Act, 1956, SEBI Guidelines and other applicable provisions, passed by the shareholders of the Target Company at the Extraordinary General Meeting held on 28th March, 2007 authorizing the Board of Directors of the Target Company to issue and allot the above mentioned equity shares to the Acquirers. Also, the Board of Directors of the Target Company in its meeting held on 28th March, 2007 have issued and alloted on preferential basis 17,77,778 (Seventeen lacs seventy seven thousand seven hundred and seventy Eight) fully paid up equity shares of face value of Rs 10/- each to the Acquirers.

1.4 The Acquirers are making an offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of the Target Company to acquire 12,62,859 equity shares of Rs. 10/- each representing 20% of post-preferential share/ voting capital of RTL at a price of Rs. 22.50 (Rupees Twenty Two and Paise Fifty) per fully paid-up equity shares ("Offer Price"), payable in cash subject to the terms and conditions mentioned hereinafter, to those shareholders whose names appear on the register of members on Specified Date i.e. **30th April 2007**.

1.5 There are no partly paid equity shares in the target company.

1.6 The shares of RTL are at present listed on The Calcutta Stock Exchange Association Limited and Gauhati Stock Exchange Limited. The shares are infrequently traded as per the data available with Stock Exchanges within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

1.7 As the shares of RTL have been infrequently traded on The Calcutta Stock Exchange Association Limited as well as on the Gauhati Stock Exchange Limited, the Stock Exchanges where the securities of the Company are listed during the preceding six calendar months prior to the month of this Public Announcement, (PA). The Offer Price in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997 has been determined by M/s. S.R Dinodia & Co., Chartered Accountants, Phone No.91-11-23418016/ 23417630 and having office at K-39, Connought Place, New Delhi-110001 vide their report dated February 20, 2007 stating that based on the decision of Hon'ble Supreme Court of India in the case of Hindustan Lever Employee Union vs. HLL, 1995 (83 Com Cases, 30) the fair value per share is Rs. 22.50. The pricing is made on the basis of "Guidelines for valuation of equity shares of company and the business and net assets of branches" issued by Ministry of Finance, Department of Economic Affairs, vide letter No.S.11 (21) CCI (11)/90, dated 13.07.1990. The objective of these guidelines is to enable companies to make a best reasonable judgment of the fair value of equity shares of a company.
Value per share is calculated as below :

Particulars	Value Per Share	Weight	Amount (in Rs.)
Value as per Net Assets Method	44.57	1	44.57
Value as per Profit Earning Capacity Value Method	11.15	2	22.30
Total		3	66.87
Weighted Average Value Per Share			(approx.) 22.50

In view of the above the offer price of Rs. 22.50 is justified in terms of regulations 20(4) and 20(5) of the SEBI (SAST) Regulations, 1997.

1.8 The Acquirers have not acquired any equity share of RTL during the past 12 months prior to the date of this Public Announcement other than the preferential issue leading to the triggering of the provision of SEBI (SAST) Regulations, 1997.

1.9 The Acquirers have not entered into any "Non-Competent Agreement".

1.10 The Manager to the Offer i.e. NEXGEN Capitals Limited does not hold any shares in the Target Company as on the date of this PA.

1.11 The Offer is not subject to any minimum level of acceptance from the shareholders.

1.12 The offer is not a competitive bid.

2 INFORMATION ABOUT THE ACQUIRERS

2.1.1 BMG Enterprises Ltd

BMG Enterprise Limited was formed as a Private Limited Company and was registered with the Registrar of Companies, Delhi and Haryana, Delhi vide its Certificate Of Incorporation dated 6th June, 1978 under the name and style of BMG Enterprises Pvt. Ltd. Subsequently, its name was changed from BMG Enterprises Pvt. Ltd. to BMG Enterprises Ltd. w.e.f. 9th July, 2002 in view of the amendment in the provisions of Section 43A of the Companies Act, 1956. Its Registered Office is situated at 1st Floor, DCM Building, 16, Barakhamba Road, New Delhi-110001. Phone No. 91-11-23713262 and 91-11-23713265, Fax No. 91-11-23327512.

The Authorised share capital of BMG Enterprises Ltd. as on the date of PA consists of Rs 5 crore divided in to 5,00,000 equity shares of Rs 100/- each. The Issued, Subscribed and Paid up share capital of BMG Enterprises Ltd. constitutes 92,332 fully paid up equity shares of Rs. 100/- each aggregating to Rs. 92.33 lacs.

2.1.2 The founder promoters of BMG Enterprises Ltd. are Late. Mr. Brij Mohan Gupta and Mr Harsh Mohan Gupta. The Board of Directors of BMG Enterprises Ltd. comprises of Mr. Harsh Mohan Gupta, Mrs. Vinita Gupta, Mrs. Dayavati Gupta, Dr. S.S.Baijal, Mr. Narendra Nath Mukherjee and Mr. Pramod Jain.

2.1.3 BMG Enterprise Ltd. is engaged into the business of promotion of products of various foreign manufacturers of aviation equipment in India. Its main customers are Defence Organisations and Public Sector Undertakings.

2.1.3 The brief financials of BMG Enterprise Ltd. for the year ended 31st March, 2006 are as under :

(Amount in Rs. Lacs)

Particulars	Year ended March 31, 2006 (Audited)
Total Income	648.51
Profit After Tax	20.16
Earnings Per Share (EPS) (in Rs.)	21.83
Book Value Per Share (in Rs.)	1242.75
Networth	1147.45
Return on Networth (in %)	1.76 %

Formula : - Return on Net Worth = (Profit after tax/Net Worth) x 100
Book value of shares= Net Worth/Number of equity shares issued
EPS= Profit after tax /Number of equity shares issued.

2.1.4 It holds 40,39,750 Equity Shares (Post preferential Issue) of RTL amounting to 63.97% of its total equity share paid up capital.

2.2.1 Mr. Harsh Mohan Gupta

Mr. Harsh Mohan Gupta, son of Late Mr. Brij Mohan Gupta, aged 52 years, an Indian national, is residing at 18, Avenue Ashok, Rajokri, New Delhi – 110 038, Tel No. 011- 23713262.

2.2.2 Mr. Harsh Mohan Gupta is a graduate from the University of Delhi and is an expert in International Trade and Business. He joined the business with his father about three decades back. During this period, he gained experience in management, finance and marketing. He has been associated with avionics business for more than 30 years, besides having comprehensive knowledge of Tea Industry. During his leadership, the Company made enormous progress. Presently, he is the Managing Director both in BMG Enterprises Ltd. and Rossell Tea Ltd.

2.2.3 Mr. Sandeep Dinodia, Partner of S. R. Dinodia & Co., Chartered Accountants, having Office at K-39, Connaught Place, New Delhi–110 001, Tel No. 11-23418016, 23417630 (Membership No. 83689) has certified vide certificate dated 7th March, 2007 that the Net Worth of Mr. Harsh Mohan Gupta as on 28th February, 2007 is Rs. 896.09 Lacs.

2.2.4 Mr. Harsh Mohan Gupta holds 45,757 Equity Shares (Post preferential Issue) of RTL amounting to 0.72% of its total paid up Equity Share Capital.

2.3 Mrs. Vinita Gupta

2.3.1 Mrs. Vinita Gupta, wife of Mr. Harsh Mohan Gupta, aged 43 years is an Indian national and is residing at 18, Avenue Ashok, Rajokri, New Delhi – 110 038, Tel No. 011-23713262.

2.3.2 Mrs. Vinita Gupta holds a graduate degree. She is a director in BMG Enterprises Ltd. and has been associated with the affairs of the Company for more than two decades. She is looking after the commercial activities of the Company.

2.3.3 Mr. Sandeep Dinodia, Partner of S. R. Dinodia & Co., Chartered Accountants, having Office at K-39, Connaught Place, New Delhi – 110 001, Tel No. 11.23418016, 23417630 (Membership No. 83689) has certified vide certificate dated 7th March 2007 that the Net Worth of Mrs. Vinita Gupta as on 28th February, 2007 is Rs. 330.41 Lacs.

2.3.4 She does not hold any share in RTL as on the date of PA.

2.4 Along with M/s. BMG Enterprises Limited, Mr. Harsh Mohan Gupta and Mrs. Vinita Gupta, M/s. Harvin Estate Pvt. Ltd., Mr. Rishab Mohan Gupta and H. M. Gupta & Son (HUF) are deemed to be Persons Acting in Concert for the purpose of this Offer. Harvin Estate Pvt. Ltd. is a part of the promoter group of the RTL. Its registered office is situated at 1st Floor, DCM Building, 16, Barakhamba Road, New Delhi – 110 001. Mr. Harsh Mohan Gupta and Mrs. Vinita Gupta are the directors of the company. It holds 1.52% of the equity Share capital of RTL. Mr. Rishab Mohan Gupta, S/o Mr. Harsh Mohan Gupta is residing at 18, Avenue Ashok, Rajokri, NewDelhi –110 038, Tel No. 011-23713262. He holds 0.40% of the equity Share capital of RTL. H. M. Gupta & Son (HUF) having address 1st Floor, DCM Building, 16, Barakhamba Road, New Delhi – 110 001 holds 0.40% of the equity Share capital of RTL.

2.5 The Acquirers do not intend to make any changes in the Board of Directors of the Target Company.

2.6 Mr. Harsh Mohan Gupta and Mrs. Vinita Gupta are the directors of BMG Enterprises Limited and are related as husband and wife to each other.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 Rossell Tea Limited was incorporated on June 10, 1994 with the Registrar of Companies, West Bengal, as a Public Limited Company. The Company at present has its Registered Office situated at 14 B, Gurusaday Road, Kolkatta –700 019, Tel No.: 033-2287 4794, Fax: 033-2287 5269, Website: www.rtl.com. CIN L01132WB1994PLC063513

3.2 At present, RTL is carrying on the the business of cultivation and manufacturing of black tea and of Repairs and Maintenance of Avionics Equipment.

Corporate Events

Year	Event
1994	Incorporation
1995	By scheme of arrangement between Rossell Industries Ltd. And Rossell Tea Limited, all properties, rights, interests, debts, liablities, duties and obligations of Wilton Tea were transferred to Rosell Tea Limited by Rossell Industries Limited.
2000	By scheme of amalgamation, Wilton Investments Limited was amalgamated with Rossell Tea Limited
2001	By scheme of arrangement, RTL transferred its Nagrijuli Tea Estate and Borahi Tea Estate to Bokakhat Tea Company Pvt. Limited and to Jyoti Holdings Pvt. Limited. respectively
2002	By Scheme of amalgamation, Bokakhat Tea Company Pvt. Limited was amalgamated with Rossell Tea Limited
2006	RTL acquired 56.25% Equity Shares in Sigma Microsystems Pvt. Limited which is engaged in the business of manufacturing, design and development of Avionics, Aviation and Electronic Equipment
2006	RTL sold and transferred its entire Equity Share Holding in Jyoti Holdings Pvt. Limited to Kako Tea Pvt. Limited and its nominees.

3.3 The authorised share capital of RTL as on the date of Public Announcement is Rs 9 Crores, comprising of 90,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement is Rs 631.43 Lacs comprising of 63,14,295 equity shares of Rs 10/- (Rupees ten each).

Paid up Equity Shares of RTL	No. of Equity Shares/voting rights	% of Shares / voting rights
Fully paid-up equity shares	63,14,295	100
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	63,14,295	100
Total voting rights in the Target Co.	63,14,295	100

There are no partly paid up shares in the company.

3.4 The Board of Directors of RTL comprises of Mr. H.M. Gupta, Executive Chairman, Dr. S.S. Baijal, Mr. R.N. Deogun, Mr. H.M. Parekh, Mr. P.L. Agarwal, and Mr. C.S. Bedi.

3.5 The equity shares of RTL are listed at The Calcutta Stock Exchange Association Limited and The Gauhati Stock Exchange Limited.

3.6 Brief financials of RTL for the year ended 31st March, 2006 are as under:

(Amount in Rs. Lacs)

Particulars	Year ended March 31, 2006 (Audited)	Period ended Dec. 31,2006 (Limited Review)
Total Income	4199.53	1732
Profit/Loss After Deferred Tax Adjustment	(189.18)	318
Earnings Per Share (EPS)	NIL	7.01
Book Value Per Share	44.57	51.58
Networth	2022	2340
Return on Networth (in %)	NIL	13.59

Formula : - Return on Net Worth = (Profit after tax/Net Worth) x 100;
Book value of shares = Net worth / Total number of equity shares
EPS = Profit after tax /Number of equity shares

4 REASON FOR THE ACQUISITION/OFFER

4.1 This offer is being made pursuant to Regulation 11(2) of the SEBI (SAST) Regulations 1997, consequent to the preferential allotment of equity shares by RTL to the Acquirers as explained in para 1.2 above, resulting in consolidation of holding of the Acquirers in RTL.

4.2 The Offer to the Public shareholders of RTL is for the purpose of acquiring 20% of post preferential equity/voting capital of RTL by the acquirers.

4.3 The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of RTL in the succeeding two years, except in the ordinary course of business of RTL. RTL's future policy for disposal of its assets, if any, will be decided by it's Board of Directors, subject to the applicable provisions of the law, and subject to the approval of the shareholders at a General Body Meeting of RTL.

5. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

5.1 To the best of knowledge of the Acquirers, no approvals from Banks/Financial Institutions are required to make this Offer.

5.2 The offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

5.3 As on the date of Public Announcement, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

5.4 In case of delay in receipt of any statutory approval, Regulation 22 (12) of SEBI (SAST) Regulations, 1997, will be adhered to vide which SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further, in case the delay occurs on account of willful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

6 DELISTING OPTION TO THE ACQUIRERS

6.1 The Offer (assuming full acceptance) would result in public shareholding in the Target Company being reduced below the minimum level required as per the Listing Agreement with the Stock Exchanges for the purpose of listing on continuous basis. The Acquirers in terms of the provisions of regulation 21(2) of the SEBI (SAST) Regulations, 1997 will facilitate the target company to raise the level of Public shareholding to the level specified for continuous listing as specified in the listing agreement with the stock exchange within the time specified in compliance with SEBI (SAST) Regulations, 1997. Accordingly, the Acquirers undertake to comply with the provisions of the listing agreement in consultation with the stock exchange so as to maintain the minimum % of public shareholding in the Target Company required for continuous listing.

7 FINANCIAL ARRANGEMENTS

7.1 The Acquirers have adequate resources to meet the financial requirements of the Offer. The Acquirers have made firm arrangement for the financial resources required to complete the Offer in full in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through internal resources.

7.2 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 28,414,328. As per Regulation 28, of the SEBI (SAST) Regulations, 1997, Acquirers have opened an Escrow Account with ABN Amro Bank, Hansalaya Building, Barakhamba Road, New Delhi and have deposited Rs. 71,05,000, being more then 25% of the amount required for the Open Offer.

7.3 NEXGEN Capitals Limited, Manager to the open offer have been duly authorised to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.4 Mr. Sandeep Dinodia, Chartered Accountant, Membership No. 83689, Phone No.91-11-23418016, 23417630 Fax No. 91-11-41513666 and having office at K-39, Connaught Place, New Delhi -110001 has certified the net worth of the Acquirers.

7.5 In view of the information available, Manager to the Offer, M/s NEXGEN Capitals Limited, is satisfied about the acquirers' ability to implement the offer inaccordance with SEBI (SAST) Regulations 1997. The offer will be implemented through the internal accruals of acquirers.

8 OTHER TERMS OF THE OFFER

8.1 The Offer is not subject to any minimum level of acceptances from shareholders.

8.2 Letters of Offer (hereinafter referred to as **"LOO"**) with Form of Acceptance cum Acknowledgement (FOA), Form of Withdrawl (FOW); and Transfer Deed (TD) (for shareholders holding shares in physical form) will be despatched to all the equity shareholders of RTL except the Acquirers and persons acting in concert with them, whose names appear in its Register of Members and the beneficial owners of the shares whose name appear as beneficiaries on the records of the respective share depositories, on **30th April, 2007** the Specified Date.

8.3 The acquirers have appointed Skyline Financial Services Pvt. Ltd. having office at 123, Vinobhapuri, Lajpat Nagar, New Delhi- 110024 as Registrar to the offer. Following are the contact details: Skyline Financial Services Pvt. Ltd., Contact Person: Mr. V Rana, Tel: + 91 11 26292682, 26292683, Fax: + 91 11 26292681, Email : virenr@skylinerta.com;admin@skylinerta.com

8.4 The Registrar to the Offer, M/s Skyline Financial Services Pvt. Ltd. has opened a special depository account with SAM Global Securities Limited (Depository : CDSL) styled **"SKYLINE - RTL Escrow A/c".** The DP ID is 12019101and BO ID is 00248503

8.5 All shareholders of the Target Company, other than the Acquirers and persons acting in concert with them, who own equity shares any time before the Closure of the Open Offer, are eligible to participate in the Offer.

8.6 **Shareholders holding equity shares in the physical form**, will be required to send their share certificates along with transfer deed (s), Form of Acceptance cum Acknowledgement, and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post / Courier or by hand delivery, on or before the date of Closure of the Offer, i.e. **13th June, 2007 between 10.00 am to 5.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday.**

8.7 Beneficial owners **(shareholders holding shares in the dematerialised form)**, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on or before the date of Closure of the Offer, i.e., **13th June, 2007 between 10.00 am to 5.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday,** along with a photocopy of the delivery instructions in **"Off- market"** mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant (**"DP"**), in favour of **"SKYLINE - RTL- Escrow A/c" ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name: SAM Global Securities Limited ; DP ID: 12019101; BO ID: 00248503 Depository: CDSL

Shareholders having their beneficiary account in NSDL shall use **inter-depository** delivery instruction slip for the purpose of crediting their equity shares in favor of the special depository account with CDSL.

8.8 In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating their name, address, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with RTL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before the date of Closure of the Offer i.e.**13th June, 2007**.

Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.9 In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository BO name, Depository I.D., BO name, BO I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant, so as to reach the Registrar to the Offer on or before the date of Closure of the Offer i.e. **13th June, 2007**. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

8.10 The office of the Registrar to the Issue would be accepting the documents by Hand Delivery /Regd Post/Courier as specified above, both in case of shares in physical and dematerialised form on or before **13th June, 2007 between 10.00 am to 5.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday.**

8.11 Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received before the date of Closure of the Offer, i.e. **13th June, 2007,** else the application would be rejected.

8.12 In terms of Regulation 22 (5A), of SEBI (SAST) Regulations, 1997, shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer upto three working days prior to the date of Closure of the Offer, i.e. **13th June, 2007**. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith following details:

In case of physical shares: By stating name, address, distinctive nos., folio no., number of equity shares tendered and to be withdrawn.

In case of dematerialised Shares: By stating name, address, number of equity shares tendered and to be withdrawn, DP name, DP ID, Beneficiary account number, Counter Foil/Photocopy of delivery instruction in "off market" mode duly acknowledged by the DP in special depository account.

In either case: A copy of acknowledgement received from manager to the offer upon tendering the shares.

8.13 The Letter of Offer alongwith the Form of Acceptance cum acknowledgement/ withdrawal would also be available on SEBI's website at **www.sebi.gov.in,** and shareholders can also apply by downloading such forms from the website.

8.14 No indemnity is needed from unregistered shareholders.

8.15 Equity Shares tendered by the shareholders of RTL in the offer shall be free from lien, charges and encumbrances of any kind whatsoever.

8.16 Applications in respect of equity shares that are the subject matter of litigation wherein the shareholder (s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding the free transferability of these equity shares are not received together with the equity shares tendered under the offer.

PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the share holders on a proportionate basis, 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 and does not result in non-marketable lots, provided that acquisition of equity shares from a 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 of RTL is 1 {one} Equity Share.

9.2 Shareholders who have offered their equity shares would be informed about acceptance or rejection of the Offer within 15 days from the date of Closure of the Offer. The consideration to the shareholders whose shares have been accepted will be paid by Cheque / Demand Draft / Pay Order crossed 'Account Payee' only in favor of the first holder of equity shares within 15 days from the date of Closure of the Offer. For shares, which are tendered in electronic form, the bank account as specified in beneficial owner's depository account details will be considered and the consideration will be credited with the said bank account. The unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholder's / unregistered owner's sole risk, to the sole / first shareholder. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be send to the shareholders.

9.3 The Registrar to the Offer will hold in trust the equity shares / share certificates, lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form (s) on behalf of the shareholders of RTL who have accepted the Offer, until the acquirers complete the offer obligations in accordance with the regulations.

9.4 The consideration received by the shareholders for shares accepted in the offer will be subject to the capital gains tax / deduction of tax at source applicable as per the provisions of the Income Tax Act, 1961. Further, Securities Transaction tax will not be applicable on the shares accepted in this offer.

9.5 While tendering their equity shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non resident shareholders will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate or Certificate for Deduction of Tax at lower rate from Income Tax Authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirers before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at lower rates is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders. Non Resident Shareholders should also submit copy of the permission received from the Reserve Bank of India for acquisition of the shares of Target company. In case of its non-submission the Acquirers reserve the right to reject the shares tendered in the Offer.

10. TIME SCHEDULE OF THE OFFER

Schedule of the major activities of the open offer are as under:

ACTIVITY	DAY AND DATE
Public Announcement Date	(Saturday) 31st March, 2007
Specified Date (For the purpose of determining the names of shareholders to whom Letter of Offer would send)	(Monday) 30th April, 2007
Last date for a competitive bid	(Saturday) 21st April, 2007
Date by which Letter of Offer will be despatched to the shareholders	(Thursday) 10th May, 2007
Offer Opening Date	(Friday) 25th May, 2007
Last date for revising the offer price/number of shares	(Friday) 1st June, 2007
Last date for withdrawal by shareholders	(Thursday) 7th June, 2007
Offer Closing Date	(Wednesday) 13th June, 2007
Date by which the acceptance/ rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be despatched	(Thursday) 28th June, 2007

11. GENERAL CONDITIONS

11.1 Shareholders of RTL who accept the offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closing of the offer i.e. **13th June, 2007** in terms of regulation 22 (5A) of SEBI (SAST) Regulations 1997.

11.2 The intimation of returned shares to the Shareholders will be sent at the address as per the records of RTL / Depository as the case may be.

11.3 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirers till the last day of revision, viz., at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement has been made. Such revised Offer price would be payable to all the shareholders who have tendered their shares anytime during the Offer and have been accepted under the offer.

11.4 If there is competitive bid:

11.4.1 The public offers under all the subsisting bids shall close on the same date.

11.4.2 As the offer price can not be revised during 7 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"

11.5 The Acquirers along with the persons acting in concert are holding 42,31,486 (including 17,77,778 equity shares allotted under preferential allotment) equity shares of the RTL as on the date of this Public Announcement.

11.6 Based on the information available from the Acquirers and the Target Company, Neither acquirers nor the Target company have been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992 or under any other Regulation issued under the SEBI Act, 1992.

11.7 The Pubic Announcement would also be available on SEBI's website at www.sebi.gov.in

11.8 Wherever necessary the financial figures are rounded off to nearest lac or crore.

11.9 This Public Announcement is being issued on behalf of the Acquirers by the Manager to the Offer, M/s NEXGEN Capitals Limited.

11.10 The Directors of Acquirer, M/s. BMG Enterprises Limited along with other acquirers, Mr. Harsh Mohan Gupta and Mrs. Vinita Gupta, accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

Issued on behalf of the Acquirers
by Manager to the Offer

smc
NEXGEN
CapitalsLtd.

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DATE: 31 March 2007 PLACE: Delhi