PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

SHRIRAM OVERSEAS FINANCE LIMITED

Registered Office: 123, Angappa Naicken Street, Chennai – 600 001, India

*This Public Announcement is being issued by DSP Merrill Lynch Limited (“**Manager to the Offer**”/“**DSPML**”), on behalf of Shriram Holdings (Madras) Private Limited ("**Acquirer**"/"**SHMPL**") and the PACs (defined below), pursuant to Regulation 10 of, and in compliance with, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).*

I. Background to the Offer

a) On February 2, 2006, Newbridge India Investments II Limited (“**Newbridge**”) entered into a Share Subscription Agreement (“**SSA**”) with the Acquirer, Shriram Financial Services Holdings Private Limited (“**SFSHPL**”), Shriram Transport Finance Company Limited, Shriram Overseas Finance Limited (“**Company**”), Shriram Recon Trucks Limited, Mr. R Thyagarajan, Mr. T. Jayaraman and Mr. A.V.S. Raja (SFSHPL, Mr. Thyagarajan, Mr. T. Jayaraman and Mr. A.V.S. Raja, collectively called “**the Founders**”) with respect to (i) subscription and allotment to Newbridge on a preferential basis of 6,868,696 new shares of SHMPL at a price of Rs. 300 per share, 4,166,171 warrants at a subscription price of Rs. 285 per warrant and 3,953,772 additional warrants at no subscription price, with each warrant conferring an option to the holder to subscribe to one equity share of SHMPL at an exercise price not less than Rs. 300, with the subscription amount paid on the warrants being adjusted against the exercise price of the warrants, the shares and warrants representing 49% of the fully diluted equity share capital of the Acquirer and (ii) subscription and allotment to the Founders on a preferential basis of 8,451,368 warrants at no subscription price, with each warrant conferring an option to the holder to subscribe to one equity share of SHMPL at an exercise price not less than Rs. 301.68. In accordance with the SSA, the Company, would allot to Acquirer on a preferential basis (“**Preferential Issue**”), up to 4,868,378 new shares of face value Rs.10 each, for cash at a price not less than Rs. 67.20 per share (including a premium of Rs. 57.20 per share) which is higher than the price determined in accordance with the SEBI (Disclosure and Investor Protection) Guidelines, 2000 and representing 18.67% of the expanded equity share capital of the Company.

b) On December 21, 2005 (the “**Board Meeting Date**”), the Board of Directors of the Company approved the Preferential Issue, and in terms of Regulation 81(1A) of the Companies Act, 1956, called for an Extraordinary General Meeting on January 20, 2006 to obtain approval of the shareholders of the Company for the Preferential Issue and to authorize the Board to allot the new shares pursuant to the SSA.

c) In the Extraordinary General Meeting held on January 20, 2006 the shareholders approved pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, Chapter XIII on Preferential Issue in SEBI (Disclosure and Investor Protection) Guidelines, 2002, and in terms of the provisions of the Listing Agreement the Preferential Issue and authorised the Board to allot the new shares pursuant to the SSA.

d) On February 2, 2006, the Board of Directors of the Company passed a resolution (“**Board Resolution**”) to allot to the Acquirer pursuant to the SSA, new shares in the Preferential Issue. Pursuant to the Board Resolution new shares were allotted to the Acquirer on February 2, 2006 in accordance with the Preferential Issue.

e) Some of the Salient Clauses in the SSA are as follows:

- Newbridge India Investments II Limited is entitled to representation on the Board of Directors of the Company and also entitled to specific rights in relation to the Company such as information and other rights.
- The SSA also contains certain provisions relating to the transfer of shares in SHMPL by Newbridge India Investments II, Founders and the Persons Deemed to be Acting in Concert (as defined later) as the case may be.
- The SSA provides for certain investor protection rights in favour of Newbridge and the Founders in relation to certain decisions and actions that may be taken by the Company.
- The SSA provides for a future change in shareholding pattern in the Acquirer’s equity share capital with Newbridge being able to acquire an additional 2% of the capital of the Acquirer at a future date.

f) A Special Resolution permitting a change in the control of the Company was passed by the shareholders of the Company for the purpose of any applicable law or regulation and more specifically under the provisions of Regulation 12 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, through Postal Ballot, the result of which was declared and confirmed at the Extra-ordinary General Meeting of the Company held on February 1, 2006.

II. The Offer

a) The Acquirer, a company incorporated under the Companies Act, 1956 along with Shriram Financial Services Holdings Private Limited, a company incorporated under the Companies Act, 1956; Newbridge India Investments II Limited, a private company incorporated under the laws of the Republic of Mauritius; Newbridge India Investments III Limited, a private company incorporated under the laws of the Republic of Mauritius; Newbridge Asia IV, L.P., a Cayman Islands exempted limited partnership; Southern Pine Private Limited, an unlisted company incorporated under The (Singapore) Companies Act, Cap 50 (“**Persons Acting in Concert**”/”**PACs**”) together acting as persons acting in concert within the meaning of Regulation 2(1)(e) of SEBI (SAST) Regulations are making an offer to the public shareholders of the Company to acquire up to 6,215,176 shares, representing an aggregate of 20% of the issued and fully diluted voting equity share capital of the Company, at a price of Rs. 67.20 (Rupees Sixty Seven and Paise Twenty) per Share (the “Offer Price”), payable in cash and subject to the terms and conditions mentioned hereinafter (the **“Offer”**).

b) No other person (other than the PACs) is acting in concert with the Acquirer for the purpose of this offer except for certain persons deemed to be acting in concert as detailed hereafter.

c) The Acquirer will acquire all the shares tendered in acceptance of the Offer, subject to certain conditions and other terms and conditions set out in this Public Announcement and the set out in Letter of Offer to be sent to the shareholders of the Company.

d) The Offer is not conditional on any minimum level of acceptance by the shareholders of the Company.

e) The shares are listed on the Bombay Stock Exchange Ltd. (BSE), Coimbatore Stock Exchange Ltd. (CSE) and Madras Stock Exchange Ltd. (MSE). Based on the information available, the shares are frequently traded on the BSE and are infrequently traded on CSE and MSE (Source: BSE, CSE and MSE) within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations. The Offer Price is justified in terms of Regulations 20 (4) and 20 (5) of the SEBI (SAST) Regulations in view of the following:

i. Under the SSA, the Acquirer has agreed to purchase the shares at Rs. 67.2/- per Share. Other than pursuant to the SSA, neither the PACs nor the PDACs other than Shriram Financial Services Holdings Private Limited have acquired any shares including through allotment in a public, rights or preferential issue during the 26-week period prior to the date of this Public Announcement. During the 26-week period prior to the date of this public announcement, Shriram Financial Services Holdings Private Limited had acquired 2,193,100 shares in Shriram Overseas Finance Limited at a price not exceeding Rs. 59.00 per share. During the 26-week period prior to the date of this public announcement the Acquirer has acquired 2,193,100 shares in Shriram Overseas Finance Limited at a price not exceeding Rs. 59.00 per share.

ii. The Offer is required to be made at the highest of the negotiated price for the Preferential Issue, average of the weekly high and low of closing prices for the 26-weeks or the average of the daily high and low of the prices of the shares in the 2-weeks preceding the Board Meeting Date (December 21, 2005). The share price data of the Company on the BSE where it is most frequently traded, is as under:

The average of the weekly high and low of the closing prices of the shares during the 26-week period prior to the Board Meeting date	Rs.52.44
The average of the daily high and low of the prices of the shares during the 2-week period prior to the Board Meeting date	Rs.62.28

iii. The financial parameters based on the audited financials for the year ended March 31, 2005 of the Company are: Return on Net-worth of 36.28%, Book Value per equity share of Rs.14.6/-, Earnings per Share of Rs.6.53/-, P/E multiple of 10.29x (based on the Offer Price) and Industry P/E multiple of 17.8x (Source: **Capital Market dated** Jan 30, 2006 – Feb 12, 2006; Industry: Finance and Investments. Note: The industry P/E multiple is not accurately comparable as the basket of companies therein include investment companies, financing companies and other financial services companies)

III. Information on the Acquirer

Shriram Holdings (Madras) Private Limited

a) Shriram Holdings (Madras) Private Limited (SHMPL) was incorporated as a private limited Company on April 19, 1993 with the name Rambal Holdings Private Limited. This name was changed to Shriram Holdings (Madras) Private Limited on February 11, 1994. SHMPL has its registered office at Mookambika Complex, No.4, Lady Desika Road, Mylapore, Chennai 600 004.

b) SHMPL is a subsidiary of Shriram Financial Services Holdings Private Limited, which owns 51% of the SHMPL. Newbridge India Investments II Limited owns 49% of the SHMPL.

c) SHMPL is in the business of holding shares and investments inter alia in the Company.

d) Total revenue and profit after tax for the year ended on March 31, 2005 (based on audited accounts) were Rs. 14,466,273.52 (2004: Rs. 31,176,935.00) and Rs. 13,448,339.52 (2004: Rs. 29,809,210.75) respectively. Paid up Share capital (including preference shares) and Reserves as on that date were Rs. 12,530,000.00 (2004: Rs. 12,530,000.00) and Rs. 2,796,868.27 (2004: Rs. (10,651,471.25)) respectively. For the year ending March 31, 2005 return on net worth was 87.7% (including preference capital), book value per equity share of Rs. 10/- was Rs. 942.3, and earnings per share of Rs. 10/- was Rs. 4482.78.

IV. Information on the PACs

Shriram Financial Services Holdings Private Limited

a) Shriram Financial Services Holdings Private Limited (SFSHPL), formerly known as Shriram Chits and Investments Pvt. Ltd (SCIL), was incorporated as a private limited company on April 05, 1974 with the name Shriram Chits & Investments Private Limited under the Companies Act, 1956 and received its certificate of incorporation from the Registrar of Companies, Tamil Nadu. SCIL became a deemed public limited company on January 01, 1996 under the provisions of Section 43A (2) of the Companies Act, 1956. Subsequently, the word Private was reinstated and SCIL become a Private Limited Company on June 07, 2001 under the provisions of Section 43A (2A) of the Companies Act, 1956. The Name Shriram Chits and Investments Private Limited was changed to Shriram Financial Services Holdings Private Limited on 21st December, 2004. The registered office of SFSHPL is at 123, Angappa Naicken Street, Chennai – 600 001.

b) SFSHPL was started with the main objective to operate the chit fund business. SFSHPL has since amended its Objects Clause to include business of Investment and Portfolio Managers.

e) Total revenue and profit after tax for the year ended on March 31, 2005 (based on audited accounts) were Rs. 200,011,127 (2004: Rs. 181,067,995) and Rs. 110,591,982 (2004: Rs. 13,717,584) respectively. Paid up Share capital and Reserves as on that date were Rs. 891,081,000 (2004: Rs. 891,081,000) and Rs. 107,133,133 (2004: Rs. (3,458,849)) respectively. For the year ending December March 31, 2005 return on net worth was 11.1%, book value per share of Rs. 100/- was Rs. 112.02, and earnings per share of Rs. 100/- was Rs. 12.41.

f) As on the date of this Public Announcement, Mr R Thyagarajan, Mr A.V.S. Raja and Mr T Jayaraman together hold 8,026,067 equity shares of SFSHPL. They collectively represent 90.07% of the equity capital of SFSHPL. These persons neither hold any shares in the Company nor are they acquiring any shares in the Offer and shall be regarded as “Persons Deemed to be Acting in Concert” (“PDACs”) with the Acquirer and the PACs.

Newbridge India Investments II Limited

a) Newbridge India Investments II Limited is a private limited company incorporated under the laws of the Republic of Mauritius and having its registered office at Level 11, One Cathedral Square, Port Louis, Mauritius.

b) Newbridge India Investments II Limited and was incorporated for the purpose of making investments in India. It is a subsidiary of Newbridge India Investments III Limited, which holds 65% of Newbridge India Investments II Limited and the remaining 35% is held by Southern Pine Pte Limited.

c) Newbridge India Investments II Limited has not carried out any activity other than in connection with or related to the Preferential Issue since its incorporation on November 17, 2005.

Newbridge India Investments III Limited

a) Newbridge India Investments III Limited is a private limited company incorporated under the laws of the Republic of Mauritius and having its registered office at Level 11, One Cathedral Square, Port Louis, Mauritius.

b) Newbridge India Investments III Limited is a wholly-owned subsidiary of Newbridge Asia IV, L.P., a Cayman Islands exempted limited partnership.

c) Newbridge India Investments III Limited was incorporated for the purpose of making investments in India.

d) Newbridge India Investments III Limited has not carried out any activity other than in connection with or related to the Preferential Issue since its incorporation on November 17, 2005.

Newbridge Asia IV L.P. (“NA IV”)

a) NA IV is a Cayman Islands exempted limited partnership with its registered office located at Ugland House, South Church Street, PO Box 309, George Town, Grand Cayman, Cayman Islands, BWI.

b) The general partner of NA IV is Newbridge Asia Genpar IV L.P., a Cayman Islands exempted limited partnership. The management of NA IV is conducted by its general partner. The limited partners of NA IV may not participate in the management, control, administration or business of NA IV.

c) NA IV has over US$1.5 billion of committed capital and was organized principally to invest, directly or indirectly, in entities organized or doing business in Asia, including India, Greater China (the People’s Republic of China, Hong Kong, SAR and Taiwan), Indonesia, Japan, the Republic of Korea, the Philippines, Singapore, Australia, New Zealand and Thailand. It was jointly established by Texas Pacific Group and Blum Capital Partners and is managed out of offices in Fort Worth, Hong Kong, San Francisco, Shanghai, Tokyo, Seoul, Melbourne and Singapore

d) NA IV was incorporated on May 9, 2005.

e) Total revenue and profit after tax (including unrealised gains) of NA IV till September 30, 2005 were USD $ 23,000 (equivalent to Rs. 1,016,600) and US $ 8,545,000 (equivalent to Rs.377,689,000) respectively.

f) The limited partners of NA IV have funded capital contributions in the amount of US $ 126,045,000 (equivalent to Rs. 5,571,189,000) as of September 31, 2005.

Southern Pine Pte Limited (“Southern Pine”)

a) Southern Pine Pte Limited is an unlisted company incorporated on April 13, 1995 in Singapore under The (Singapore) Companies Act, Cap 50. Southern Pine has its registered office at 168 Robinson Road, #37-01 Capital Tower, Singapore 068 912.

b) Southern Pine is a wholly owned subsidiary of the Government of Singapore Investment Corporation (Ventures) Pte Ltd (“**GIC Ventures**”) and an affiliate of GIC Special Investments Pte Ltd (“**GIC SI**”).

c) GIC Ventures is wholly owned by the Minister for Finance (Inc.) of the Government of Singapore. GIC SI was set up in 1982 as the private equity investment arm of Government of Singapore Investment Corporation Pte Ltd (“**GIC**”) and manages a diversified global portfolio of investments in venture capital and private equity funds, as well as direct investments in private companies. GIC SI’s portfolio has since grown significantly. Its investments over the years have covered the areas of leveraged buyouts, venture capital, growth capital, mezzanine financing, distressed situations and other special situation investments. Since its inception, it has invested in over 400 fund partnerships and companies. Today, GIC SI ranks as one of the largest private equity investors worldwide.

d) Total profit/(loss) after tax of Southern Pine for the year ended on March 31, 2005 and March 31, 2004 (based on audited accounts) were ($ 879) (equivalent to (Rs. 38,851.80)) and ($ 15,066) (equivalent to (Rs. 665,917.2)) respectively. Total Capital and Reserves of Southern Pine for the year ended on March 31, 2005 and March 31, 2004 (based on audited accounts) were ($ 5,358,585) (equivalent to (Rs. 236,849,457)) and ($ 5,357,706) (equivalent to (Rs. 236,810,605.20)) respectively.

V. Information about Target Company

Shriram Overseas Finance Limited (SOFL)

a) SOFL was incorporated as a Public Limited Company on 1st June, 1989 under the name M/s Pioneer Overseas Finance Limited and obtained the Certificate of Commencement of business on 7th June, 1989. M/s Shrilekha Hire Purchase Finance Ltd merged with M/s Pioneer Overseas Finance Limited with effect from April 01, 2001 and it was filed with Registrar of Companies on September 24, 2003 being the effective date. M/s Pioneer Overseas Finance Limited issued and allotted equity shares of Rs. 10/- to the shareholders of M/s Shrilekha Hire Purchase Finance Ltd in the ratio of 48 equity shares of the face value of Rs. 10/- each in M/s Pioneer Overseas Finance Limited for every 10 equity shares of the face value of Rs. 10/- each in M/s Srilekha Hire Purchase Finance Ltd. Subsequently the name was changed to Shriram Overseas Finance Limited and a fresh certificate of incorporation was obtained on May 29, 2003.

b) It has its registered office located at 123, Angappa Naicken Street, Chennai - 600 001.

c) SOFL is registered with Reserve Bank of India (“**RBI**”) under section 45 IA of the Reserve Bank of India Act, 1934 and received its certificate of registration on 06.09.2003 vide registration number A.07.00378. The certificate is valid as on date. SOFL is operating in the Non Banking Financial Sector and is engaged in the following activities:

- Hire purchase, Financial leasing and Loan financing of commercial vehicles
- Portfolio Management Services relating to Hire purchase and Loans of commercial vehicles

d) The shares are listed on the various stock exchanges including BSE, where they are most frequently traded. As of February 3, 2006 the closing price of the shares on BSE was Rs.58.2/- per Share.

e) Based on the latest audited Standalone Annual Accounts of the Company, the Total Revenue for the year ended March 31, 2005 was Rs. 3,054.32 lacs as compared to Rs. 1,300.63 lacs for the year ended March 31, 2004.

f) Profits/(Loss) after Tax for the year ended March 31, 2005 was Rs. 1,134.66 lacs as compared to Rs. 401.08 lacs for the year ended March 31, 2004.

g) The Paid-up Share Capital (including preference shares) for the year ended March 31, 2005 was Rs. 2,150.29 lacs. Reserves & Surplus excluding revaluation reserves for the year ended March 31, 2005 was Rs. 976.98 lacs.

h) Total Paid-up Equity Share Capital of the Company, as on the date of this Public Announcement is Rs. 260,764,770 divided into 26,076,477 fully paid-up shares of Rs. 10/- each. There are no partly paid shares.

i) Shriram Recon Trucks Limited is to be merged with SOFL. A proposed Scheme of Amalgamation of Shriram Recon Trucks Limited into Shriram Overseas Finance Limited has been filed with Madras Stock Exchange Limited , Coimbatore Stock Exchange Limited and Bombay Stock Exchange Limited seeking the Exchange’s approvals under Clause 24 (f) of the Listing Agreement. The Madras Stock Exchange and the Coimbatore Stock Exchange Limited have given their approvals for the Scheme of Amalgamation. The Bombay Stock Exchange Limited replied seeking clarifications on certain points. The Company has replied to the clarifications to the concerned Exchange and is awaiting approval from the Exchange.

VI. Information about Shriram Recon Trucks Limited (SRTL)

a) Based on the latest audited Standalone Annual Accounts of SRTL, the Total Revenue for the year ended March 31, 2005 was Rs. 9,093.59 lacs as compared to Rs. 7,227.82 lacs for the year ended March 31, 2004.

b) Profits/(Loss) after Tax for the year ended March 31, 2005 was Rs. 51.05 lacs as compared to Rs. 17.36 lacs for the year ended March 31, 2004.

c) The Paid-up Share Capital for the year ended March 31, 2005 was Rs. 500 lacs. Reserves & Surplus excluding revaluation reserves for the year ended March 31, 2005 was Rs. 74.09 lacs.

VII. Reasons for the Offer and Future Plans

a) The Offer is being made pursuant to the signing of the SSA and pursuant to the Preferential Issue and is being made in accordance with Regulation 10 of the SEBI (SAST) Regulations.

b) The Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Company in the next 2 (two) years, except in the ordinary course of business of the Company and except to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or otherwise of the Company. Other than in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose of or otherwise encumber any substantial asset of the Company except with the prior approval of the shareholders of the Company.

VIII. Statutory Approvals for the Offer

a) As on the date of this Public Announcement, no statutory approval is required to acquire the Shares that may be tendered in acceptance of the Offer except for the approval of RBI under the Foreign Exchange Management Act, 1999 ("FEMA“), for acquiring shares from the non-resident shareholders.

b) In case of delay in receipt of any statutory approval(s), SEBI has powers to grant an extension of time to the Acquirer for payment of consideration to shareholders of the Company, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also be applicable.

IX. Disclosure in terms of Regulation 21 (3)

The public shareholding is not expected to fall below the applicable limits of public shareholding under the listing agreement of SOFL as a consequence of the Offer. Hence the provisions of Regulation 21(3) do not apply.

X. Financial Arrangements

a) The total funding requirement for the acquisition of up to 6,215,176 shares held by shareholders of the Company at the Offer Price is Rs. 417,659,827.20 (Rs. Four Hundred Seventeen Million Six Hundred Fifty Nine Thousand Eight Hundred Twenty Seven and Twenty Paise). To meet the obligations under Regulation 29 of SEBI (SAST) Regulations, the Acquirer and PACs have provided bank guarantee and cash deposit, the details of which are given below.

b) Further, the Acquirer has made a cash deposit of Rs. 4,176,599 being 1% of the offer consideration in an escrow bank account with Bank of America (“**Cash Deposit**”). DSPML has been authorized to realize the value of the aforesaid bank account. The Acquirer and PACs have provided a bank guarantee (“**Bank Guarantee**”) issued by ABN Amro Bank N.V, a banking company incorporated under provisions of Banking Regulation Act, 1949 and having its head office at Brady House, 14, Veer Nariman Road, Mumbai 400 023 for an amount of Rs. 413,483,229 in favor of DSPML, the Cash Deposit and Bank Guarantee aggregating to Rs. 417,659,828 represent 100% of the Offer consideration. The Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfil the obligations under the SEBI (SAST) Regulations.

XI. Other Terms of the Offer

a) The Letter of Offer together with the Form of Acceptance Cum Acknowledgement will be mailed to the shareholders of the Company (except the Acquirer and parties to the SSA), whose names appear on the Register of Members of the Company and to the beneficial owners of the shares of the Company, whose names appear as beneficiaries on the records of the respective Depositories, at the close of business on February 24, 2006 (the “**Specified Date**”).

b) Shareholders who wish to tender their shares will be required to send the Form of Acceptance Cum Acknowledgement, original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer – Cameo Corporate Services Limited either by hand delivery or by Registered Post, on or before the close of the Offer, i.e. no later than April 10, 2006, so as to reach the Registrar on or before the close of business hours, i.e. no later than 5:00 p.m. in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement.

c) The Registrar to the Offer, Cameo Corporate Services Limited, has opened a special depository account with DSP Merrill Lynch Limited at the National Securities Depositories Ltd. (NSDL), called “CAMEO CORPORATE SERVICES LIMITED-ESCROW A/C-SOF OPEN OFFER”. The DPID is IN302638 and the Client ID is 10017656. The shareholders having their beneficiary account in CDSL have to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favor of the special depository account with NSDL.

d) The beneficial owners (holders of shares in dematerialized form) who wish to tender their shares will be required to send their Form of Acceptance Cum Acknowledgement along with the photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instructions in “Off-market” mode, duly acknowledged by the Depository Participant (“DP”), in favour of the special depository account to the Registrar to the Offer – Cameo Corporate Services Limited either by hand delivery on weekdays or by Registered Post, on or before the close of the Offer, i.e., no later than April 10, 2006, so as to reach the Registrar on or before the close of business hours, i.e. no later than 5:00 p.m. in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before close of the Offer, i.e., no later than April 10, 2006.

e) In addition to the above-mentioned address, the shareholders of the Company who wish to avail of and accept the Offer can also deliver the Form of Acceptance Cum Acknowledgement along with all the relevant documents at any of the collection centres below in accordance with the procedure as set out in the Letter of Offer on or before close of the Offer, i.e., no later than April 10, 2006. All the centres mentioned herein below would be open as follows:

Timings : Weekdays : 10.00 A.M. to 5.00 P.M.

Saturdays : 10.00 A.M. to 1.00 P.M.

Sr. No.	Centre	Address	Contact Person	Tel. No.	Fax. No,	Mode Of Delivery
1	Ahmedabad	Cameo Corporate Services Ltd C/o. Shree Vidya Lakshmi Consultancy 6, Valmiki Complex, Near Primal Garden, Ellis Bridge, Ahmedabad	Mr. M. Balasubramanian	079-26463091	079-26463091	Hand Delivery
2	Bangalore	Cameo Corporate Service Ltd 17/3, 1st Floor, Andree Road, Shanthi Nagar Bangalore - 560 027	Mr. S. Ramakrishnan Executive	080-51240340	080-51240341	Hand Delivery
3	Chennai	Cameo Corporate Services Ltd Subramanian Building, No.1, Club House Road, Chennai 600 002	Mr. A. Sivasubramanian Sr. Executive	044-28460390	044-28460129	Hand Delivery/ By Reg. Post
4	Cochin	Cameo Corporate Services Ltd Marayil Chambers, 2nd Floor, 57/792, Karikakamuri Cross Road, Cochin - 682 011	Mr. E.V. Vijesh Kumar Executive	0484-2369980	0484-2369970	Hand delivery
5	Hyderabad	Cameo Corporate Services Ltd Kalpavruksha, No. 3-6-475/3, 2nd Floor, Himayath Nagar, Hyderabad - 500 029	Mr. G. Nagesh Executive	040- 55777951	040-55777952	Hand Delivery
6	Kolkata	Cameo Corporate Service Ltd C/o. Dynamics Projects 196-A, G. Arabinda Sarani, Kolkata - 700 004	Mr. Gautam Sarkar	033-25333706	033-24551077 033-25333706	Hand Delivery
7	Mumbai	Cameo Corporate Services Ltd 304, Sai Sadan, 76-78, Mody Street, Fort, Mumbai - 400 001	Mr. Milind S. Dalvi Executive	022-22644325	022-22644325	Hand Delivery
8	New Delhi	Cameo Corporate Services C/o. Sterling Services 3202, Dispensary Lane, Opp Dispensary, Pahar Ganj, New Delhi - 110 055	Mr. Sohan Singh	011-41698865 011-41698462	011-23581484 011-23584967	Hand Delivery

f) All owners (registered or unregistered) of shares (except the Acquirer and the parties to the SSA) are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, number of shares held, number of shares offered, Distinctive numbers, Folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

g) In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the Name, Address, number of shares held, Distinctive numbers, Folio number, number of shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the close of the Offer, i.e. no later than April 10, 2006, or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e. no later than April 10, 2006.

h) In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three (3) working days prior to the date of closure of the Offer. 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 April 4, 2006.

i. The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

ii. In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical shares: Name, Address, Distinctive numbers, Folio number, number of shares tendered; and
- In case of dematerialised shares: Name, Address, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favor of the special depository account.

i) The Registrar to the Offer will hold in trust the shares/share certificates, shares 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 the Company who have accepted the Offer, till the cheques/drafts for the consideration and/or the unaccepted shares/share certificates are dispatched/returned.

j) If the aggregate of the valid responses to the Offer exceeds the Offer size of 6,215,176 shares, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The shares are compulsorily traded in dematerialized form, hence minimum acceptance will be one Share.

k) Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders’/unregistered owners’ sole risk to the sole/first shareholder. Unaccepted shares held in dematerialised form will be credited back to the beneficial owners’ depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance Cum Acknowledgement.

l) Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of Closure of the Offer, i.e., no later than April 10, 2006, else their application will be rejected.

m) While tendering the shares under the Offer, NRIs/OCBs/foreign shareholders will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring the shares of Shriram Overseas Finance Limited. ***In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered.***

While tendering shares under the Offer, NRI/OCBs/foreign shareholders will be required to submit a tax clearance certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid tax clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

n) A schedule of the activities pertaining to the Offer is given below:-

Activity	Day & Date
Specified Date *	Friday, February 24, 2006
Last date for a competitive bid	Tuesday, February 28, 2006
Date by which Letter of Offer to be dispatched to shareholders	Thursday, March 16, 2006
Date of opening of the Offer	Wednesday, March 22, 2006
Last date for revising the Offer Price	Wednesday, March 29,2006
Last date for withdrawing acceptance from the Offer	Tuesday, April 4, 2006
Date of closing of the Offer	Monday, April 10, 2006
Last date of communicating rejection/acceptance and payment of consideration for accepted tenders	Tuesday, April 25, 2006

* 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 owners (registered or unregistered) of the shares (except the Acquirer and the parties to SSA) are eligible to participate in the Offer anytime before the closure of the Offer.

XII. General

a) ***Shareholders who have accepted the Offer by tendering the requisite documents, in terms of this Public Announcement and the Letter of Offer shall have the option to withdraw acceptance tendered by them up to three (3) working days prior to the date of closure of the Offer, in terms of Regulations 22 (5A) of the SEBI (SAST) Regulations.***

b) If there is any upward revision in the Offer Price by the Acquirer till the last date of revision viz. March 29, 2006 or withdrawal of the Offer, the same will be informed by way of a public announcement in the same newspapers in which this Public Announcement has appeared. The Acquirer would pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.

c) If there is a competitive bid:

- ***The public offers under all the subsisting bids shall close on the same date.***
- ***As the Offer Price cannot be revised during the seven (7) working days period prior to the Closing date of the Offers / bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.***

d) The Acquirer and the PACs have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act.

e) Pursuant to Regulation 13 of the SEBI (SAST) Regulations, the Acquirer has appointed DSPML as Manager to the Offer. As on the date of this Public Announcement, the Manager to the Offer does not hold any shares in Shriram Overseas Finance Limited.

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

g) Certain financial details contained in this Public Announcement are denominated in US $. The Rupee equivalent quoted in each case is calculated in accordance with the RBI Reference rates as on February 3, 2006 namely 1 US $ = Rs 44.2 (Source: www.rbi.org.in)

This Public Announcement will also be available on the SEBI’s website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of the Form of Acceptance Cum Acknowledgement, which will be available on SEBI’s website at (www.sebi.gov.in) from the Offer Opening Date, i.e. March 22, 2006.

Issued by the Manager to the Offer

DSP Merrill Lynch

DSP Merrill Lynch Limited
10th Floor, Mafatlal Centre,
Nariman Point, Mumbai- 400 021
Tel No:+91 22 5632 8000; Fax No: +91 22 2204 8518
Email: - sofl_openoffer@ml.com
Contact Person: Mr. Avneesh Merchant

On behalf of: **The Acquirer and The PACs**

Place: Mumbai
Date: February 8, 2006

Adfactors 462