DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 13(4) READ WITH REGULATION 15 (2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SPLASH MEDIA & INFRA LIMITED

(CIN: L45400MH1987PLC044094)

Registered Office: Flat No. 1006, Piccadily-3 Co Op Hsg Society, Royal Palm, Mayur Nagar, Aarey Milk Colony, Goregaon (E), Mumbai-400 065

Contact No.: +91 90227 83040, E-Mail ID: splashmedia7@yahoo.in Website: www.splashmediainfra.com

Open Offer for acquisition of 2,43,67,200 fully paid-up Equity Shares of face value of ₹1 each from the Shareholders of Splash Media & Infra Limited (hereinafter referred to as the ' SMIL' or 'Target Company'), in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ['SEBI (SAST) Regulations'] by Anil Agrawal HUF (hereinafter referred to as 'Acquirer').

This Detailed Public Statement **('DPS')** is issued by **Mark Corporate Advisors Private Limited**, the Manager to the Offer (**'Manager'**), for and on behalf of the Acquirer, in compliance with Regulation 13(4) of the SEBI (SAST) Regulations pursuant to the Public Announcement **('PA')** sent to BSE Limited (BSE), and to the Target Company on October 10, 2014 and to Securities and Exchange Board of India (the "SEBI") on October 13, 2014 in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

I. ACQUIRER, SELLER, TARGET COMPANY & OFFER:

A. Information about the Acquirer:

1. Details of the Acquirer:

1.1 **Anil Agrawal HUF ('Acquirer'),** a Hindu Undivided Family formed on April 01, 1990 by Mr. Anil Agrawal as Karta, having address at 2401/2402, 24th Floor, Anmol Pride, Off. S V Road, Opp. Patel Auto Petrol Pump, Goregaon (W), Mumbai-400 104 (Tel No.: +91 22 2876 3966, Email: anil@comfortintech.com). Its Permanent Account Number (PAN) is AACHA9591E. The Net worth of Anil Agrawal HUF as on September 30, 2014 as certified by Mr. Pradeep Choudhary (Membership No. 105628) of M/s. PKC & Associates, Chartered Accountants, having office at 223, 2nd Floor, Natraj Shopping Centre, S V Road, Malad (W), Mumbai-400 064 Tel. No.: +91 22 2844 9591; Email: pkc.mumbai@gmail.com, vide certificate dated October 10, 2014 is ₹18,42,99,608. (Rupees Eighteen Crore Forty Two Lakhs Ninety Nine Thousand Six Hundred and Eight Only)

1.2 The major entities promoted/controlled/managed by Mr. Anil Agrawal, Karta of Anil Agrawal HUF are as under:

Sr. No.	Name of the Company	Current Designation	Listed On
1)	Comfort Intech Limited	Managing Director	BSE & Other Regional Stock Exchanges
2)	Comfort Fincap Limited	Director	BSE & Other Regional Stock Exchanges
3)	Comfort Commotrade Limited	Whole Time Director	BSE SME
4)	Comfort Securities Limited	Director	Unlisted
5)	Luharuka Commotrade Private Limited	Director	Unlisted

1.3 The Acquirer belongs to Comfort Group of Companies.

1.4 None of the entities mentioned under 1.2 above are participating or interested or acting in concert in this Open Offer.

1.5 As on the date of this DPS, the Acquirer along with its Group Entities i.e. Comfort Intech Limited and Comfort Fincap Limited held 2,08,48,660 Equity Shares (22.25%) of the Target Company. The Details are as under:

Sr. No.	Name of the Holder	No of Shares	% of total Capital
1.	Anil Agrawal HUF	1,46,65,000	15.65
2.	Comfort Fincap Limited	5,41,000	0.58
3.	Comfort Intech Limited	56,42,660	6.02
	TOTAL	**2,08,48,660**	**22.25**

Apart from the above, the Acquirer and the Seller (Promoter of the Target Company) have entered into a Share Purchase Agreement on October 10, 2014 ("Share Purchase Agreement"/"SPA"), pursuant to which, the Acquirer has agreed to purchase from the Seller 50,36,607 Equity Shares, representing 5.37% of the Paid up and Voting Capital at a price of ₹1.05 per share .

1.6 The Acquirer has acquired 1,46,65,000 Equity shares of the Target Company during 12 months period prior to Public Announcement made to the shareholders of the Target Company.

1.7 One of the group entities, Comfort Securities Limited, is in Securities related business and registered with SEBI as a Merchant Banker, Stock Broker, MCX (Currency Derivative Segment) and Depository Participant.

1.8 The Acquirer is not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992.

1.9 As on the date of this DPS, the Acquirer along with Group Entities holds 2,08,48,660 Equity Shares (22.25%) of the Target Company other than the shares acquired through SPA.

1.10 As on the date of this DPS, Acquirer does not have any interest except to the extent of shareholding in the Target Company and there are no Directors representing the Acquirer on the Board of Directors of the Target Company.

1.11 There are no persons acting in concert in relation to the Offer within the meaning of 2(1) (q) (1) of the SEBI (SAST) Regulations.

1.12 The Acquirer has complied with Chapter V of SEBI (SAST) Regulations, 2011 for the acquisitions made in the past.

B. Information about the Seller :

1. Pursuant to the Share Purchase Agreement ('SPA') dated October 10, 2014, the Acquirer has agreed to purchase 50,36,607 Equity Shares from following shareholder (forming part of Promoter/Promoter Group) of the Target Company: (referred as "**Seller**"/"**Selling Shareholder**") whose details are as under:

Sr. No.	Name & PAN	Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
				Pre Transaction		Post Transaction	
				No of Shares	%	No of Shares	%
1.	M/s. Bhrosemand Commodities Pvt Ltd PAN:AABCB9832H	P-27, Princep Street, 3rd Floor, Kolkata, West Bengal-700 072	Yes	50,36,607	5.37	NIL	NIL
	TOTAL			**50,36,607**	**5.37**	NIL	NIL

2. The Seller, as mentioned above have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

3. The Shares acquired through SPA have been transferred to the Demat Escrow Account namely **'SMIL SELLING SHAREHOLDERS-ESCROW ACCOUNT-OPERATED BY-MCAPL'**, opened with Sunteck Wealthmax Capital Private Limited, whose operating authority rests with the Manager to the Offer.

C. Information about the Target Company - Splash Media & Infra Limited:

1. The Target Company, Splash Media & Infra Limited, bearing CIN No. L45400MH1987PLC044094 was incorporated on July 17, 1987 in the State of Maharashtra under the Companies Act, 1956. There has been no change in the name of the Company during the last three years.

2. The Registered Office of the Target Company is situated at Flat no. 1006, Piccadilly – 3 Co-Op Hsg Society Ltd, Royal Palm, Mayur Nagar, Aarey Milk Colony, Goregaon (E), Mumbai – 400065.

3. The main Object of the Target Company as per Memorandum of Association inter-alia includes carrying on business to manufacture, produce, direct, telecast, broadcast, distribute, import, export, any film, T.V. Serials, Advertisement, Music Videos, to sponsor any entertainment programs, dramas, Musical Nights, Fashion Shows, etc and also to hold, use work, manage, improve, carry on, construct, purchase, acquire, hire, operate, use, manage and develop lands and to act as buyers, sellers, agents, developers, constructors of any real estate's or property such as hotels, guest house, etc.

4. The Authorized Share Capital of the Target Company is ₹20,00,00,000 comprising of 20,00,00,000 Equity Shares of ₹1 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹9,37,20,000 comprising of 9,37,20,000 Equity Shares of ₹1 each.

5. The Board of Directors of the Target Company at its meeting held on June 05, 2010, inter alia, had considered and approved for the sub division of the face value of each equity share from ₹10 to ₹1. The same was approved by the members of the Company in the Annual General Meeting held on June 30, 2010.

6. The present promoters, Bhrosemand Commodities Private Limited took control over the Target Company through a Special Resolution passed by the of Members in the Extra Ordinary General Meeting held on March 06, 2010 and a Special Resolution passed by way of Postal Ballot on March 16, 2010 pursuant to Regulation 12 of SEBI (SAST) Regulations, 1997.

7. There are currently no outstanding partly paid up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.

8. As on date of PA, the Promoter of the Target Company held 50,36,607 Equity Shares, representing 5.37% of the Paid up Capital of the Target Company. However, the said Promoter has entered into a SPA with the Acquirer on October 10, 2014 for the sale of said shares.

9. The equity shares of the Target Company are presently listed at BSE Ltd (BSE), The Equity Shares are frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE195E01020. The Target Company is regular in Compliance of the Listing Agreement Clauses.

10. Pursuant to the Order of Adjudicating Officer of SEBI, the Target Company has been levied a penalty of ₹15.00 Lacs for non-compliance of 6(2), 6(4), 7(3), 8(3) of SEBI (SAST) Regulations, 1997. The Target Company preferred an appeal before Honorable SAT and it has directed the SEBI to restore the matter for fresh decision on merits and in accordance with law after considering the submissions made by the Target Company.

11. Brief Audited Financial Information of the Target Company for the financial year ended March 31, 2012, March 31, 2013, March 31, 2014 and Unaudited Financial Information for the quarter ended June 30, 2014 are as follows:

(₹ in Lacs)

Particulars	Quarter ended June 30, 2014	FY 2013-14	FY 2012-13	FY 2011-12
	Unaudited	Audited	Audited	Audited
Total Revenue	**16.08**	**48.47**	**76.32**	**189.44**
Net Profit/Loss	9.38	10.20	31.07	67.15
Paid up capital	937.20	937.20	937.20	937.20
Earnings Per Share (₹ per share)	0.01	0.01	0.03	0.07
Net Worth / Shareholders Fund	Not Applicable*	0.84%	2.61%	5.73%

* *In accordance with Clause 41 of the Listing Agreement entered into between the Company and the Stock Exchange, the Company is not required to disclose a statement of assets and liabilities for the quarter ended June 30, 2014.*

(*Source-Annual Reports for the financial year ended March 31, 2014, March 31, 2013, March 31, 2012 and unaudited financial information for the quarter ended June 30, 2014. The financial information for the quarter ended June 30, 2014 was subjected to limited review by the Statutory Auditor of the Target Company*).

12. The Board of Directors of SMIL consists of Ms. Alka Lath (Whole time Director) (DIN: 06844573), Mr. Sunil Jain (Non Executive Director) (DIN: 02657459), Ms. Shuchi Ashish Bansal (Independent Director) (DIN: 02330778), and Mr. Manish Dadhich (Independent Director) (DIN: 06900077). None of the Directors of the Target Company represents the Acquirer.

13. The Compliance Officer of SMIL is Ms. Alka Lath, who will be available at the Registered Office of SMIL during Office hours.

14. The Target Company had filed for the Rights Issue vide Offer Document dated December 17, 2010 with the SEBI, However, it had been subsequently withdrawn by the Company vide letter dated May 22, 2013 on account of adverse market conditions and the pendency of the issue for more than two (2) years. The Merchant Banker had informed SEBI about the same vide its letter dated May 23, 2013.

D. Details of the Offer:

1. The Acquirer is making an Open Offer to all the public shareholders (except Seller and Group Entities of the Acquirers) of the Target Company pursuant to regulation 3(1) and 4 of SEBI (SAST) Regulations, to acquire 2,43,67,200 Equity Shares of ₹1 each, representing 26% of Paid up and Voting Capital of the Target Company at a price of ₹1.25 (Rupee One and Paise Twenty Five only) per Equity Share, payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement (DPS) and the Letter of Offer (LoF) which will be sent to the public shareholders of the Target Company in terms of the Regulation 7(6) of the SEBI (SAST) Regulations.

2. The payment of consideration will be made to all the public shareholders, who have tendered their shares in acceptance of the Offer, within 10 working days from the expiry of the Tendering Period. Credit for the consideration will be made to the shareholders who have tendered shares in the Offer, by crossed account payee Cheques / Demand Drafts / National Electronic Clearance Service (NECS), where applicable, including Real Time Gross Settlement (RTGS) / National Electronic Funds Transfer (NEFT). It is desirable that shareholders provide bank details in the form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the Cheque/Demand Draft/Pay Order.

3. As on the date of this DPS, to the best of knowledge and belief of the Acquirer, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.

4. The Offer is not conditional and not subject to any minimum level of acceptance from the shareholders.

5. This is not a competing offer.

6. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

7. The Manager to the Offer i.e. Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.

E. The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

II. BACKGROUND TO THE OFFER:

1. The Acquirer has entered into a Share Purchase Agreement (SPA) with the existing Promoter for the entire Shareholding held by them i.e. 50,36,607 equity shares representing 5.37% of the Paid up and Voting Capital, which triggered the Open Offer. The Acquirer along with its Group Entities already holds 2,08,48,660 Equity shares of the Target Company i.e. 22.25% of the paid up and voting capital. As such, this Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

2. The Acquirer is making an Offer pursuant to regulation 3(1) and 4 of SEBI (SAST) Regulations, to acquire 2,43,67,200 Equity Shares of ₹1 each, representing 26% of the Paid up and Voting Capital of the Target Company ('Offer Size') at a price of ₹1.25 (Rupee One and Paise Twenty Five only) per fully paid up Equity Share ('Offer Price'), payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer that will be sent to the public shareholders of the Target Company.

3. At present, the Acquirer does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirer may continue to support the existing business of the Target Company and also may venture into new line of businesses by way of diversification and/or acquisition of companies with the prior approval of the Shareholders. The Acquirer may also further strengthen the Board.

4. The Offer Price is payable in cash, in accordance with Regulation 9(1) of SEBI (SAST) Regulations.

5. The object of the acquisition is substantial acquisition of Shares/voting Rights accompanied by control over the Management of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed Equity Shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details	No. of shares	%
Shareholding as on the PA date	2,08,48,660*	22.25
Shares acquired through Share Purchase Agreement requiring an open offer to be made in accordance with SEBI (SAST) Regulations	50,36,607	5.37
Shares acquired between PA date and the DPS date	NIL	NIL
Shares proposed to be acquired in the Offer (assuming full acceptance)	2,43,67,200	26.00
Post Offer shareholding as on 10th working day after closing of Tendering Period.	5,02,52,467	53.62

* *Includes 1,46,65,000 Equity Shares held by AcquirerAnil Agrawal (HUF), 56,42,660 Equity Shares held by Comfort Intech Limited and 5,41,000 Equity Shares held by Comfort Fincap Limited.*

IV. OFFER PRICE

1. The Equity Shares of the Target Company are presently listed on BSE Limited.

2. There is an active trading in the shares of the Target Company during twelve calendar months before the month in which PA is made. The Equity Shares of SMIL are frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011.

The Offer Price of ₹1.25 (Rupee One and Paise Twenty Five Only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars		Amount (In ₹)	
a)	Negotiated Price as per SPA	:	1.05	
b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer or PAC, during 52 weeks preceding the date of PA	:	1.03	
c)	The highest price paid or payable for any acquisition, whether by the Acquirer or PAC, during 26 weeks preceding the date of the PA	:	1.21	
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty trading days immediately preceding the date of Public Announcement as traded on BSE.	:	1.07	
e)	**Other Financial Parameters as at:**		**Quarter ended June 30, 2014 (Unaudited)**	**March 31, 2014**
	(i.) Return on Net Worth	:	Not Applicable*	0.84%
	(ii.) Book Value Per Share	:	Not Applicable*	1.29
	(iii.) Earnings Per Share	:	0.01	0.01

* *In accordance with Clause 41 of the Listing Agreement entered into between the Company and the Stock Exchange, the Company is not required to disclose a statement of assets and liabilities for the quarter ended June 30, 2014.*

Note: The Group entities of the Acquirer namely Comfort Fincap Limited and Comfort Intech Limited has not acquired any shares in the last 52 weeks except the invocation of the Pledged Shares of 33,11,055 Equity Shares constituting to 3.53% of the paid up and voting capital by Comfort Intech Limited aggregating to ₹36,75,271.05 (₹1.11 per share).

3. In view of the parameters considered and presented in the table above and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹1.25 (Rupee One and Paise Twenty Five only) per share is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

4. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.

5. As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer will comply with Regulation 18 and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

6. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the Tendering Period and would be notified to the shareholders.

V. FINANCIAL ARRANGEMENTS:

1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 2,43,67,200 fully paid up Equity Shares at a price of ₹1.25 (Rupee One and Paise Twenty Five only) per Equity Share is ₹3,04,59,000/- (Rupees Three Crores Four Lacs Fifty Nine Thousand Only) **("Maximum Consideration")**.

2. The Acquirer has adequate resources to meet the financial obligations of the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirer. Mr. Pradeep Choudhary (Membership No. 105628) of M/s. PKC & Associates, Chartered Accountants, having office at 223, 2nd Floor, Natraj Shopping Centre, S V Road, Malad (W), Mumbai-400 064 Tel. No.: +91 22 2882 9591; Email: pkc.mumbai@gmail.com, vide certificate dated October 10, 2014 have confirmed that sufficient resources are available with the Acquirer for fulfilling the obligations under this 'Offer' in full.

3. In compliance of Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has given Bank Guarantee for ₹80,00,000/- (Rupees Eighty Lakhs Only) issued by Union Bank of India in favour of the Manager to the Open Offer being 26.26% of the Offer amount and also opened an Escrow Account SMIL-OPEN OFFER ESCROW ACCOUNT bearing no. 00600350132470 with the Escrow Agent, i.e. HDFC Bank Limited, having address at 2nd Floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai-400 001 and have deposited a cash of ₹3,05,000 (Rupees Three Lakhs Five Thousand Only), being 1% of the total amount required for the Open Offer. HDFC Bank Limited vide letter dated October 16, 2014 has confirmed the credit balance of the same as on October 14, 2014. The Acquirer has empowered the Manager to the Offer to operate and to realize the value of the Escrow Account in terms of the Regulations.

4. In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.

5. Based on the above, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to implement the offer in full accordance with the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:

1. As of the date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval. The Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.

2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer.

3. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

4. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA or approvals mentioned in paragraph VI (1) and (2) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirer has a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be filed with SEBI, the Stock Exchanges and the registered office of the Target Company.

VII. TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Day & Date
Date of the PA	Friday, October 10, 2014
Date of publishing the Detailed Public Statement	Friday, October 17, 2014
Last date for filing of Draft Letter of Offer with SEBI	Tuesday, October 28, 2014
Last date of a competing offer	Thursday, November 13, 2014
Latest date by which SEBI's observations will be received	Thursday, November 20, 2014
Identified Date*	Monday, November 24, 2014
Last date by which the Letter of Offer will be dispatched to the Shareholders' (Except the Acquirers and the Selling Shareholders) as on the identified date	Monday, December 01, 2014
Last Date for revising the Offer Price/number of shares	Wednesday, December 03, 2014
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Thursday, December 04, 2014
Date of public announcement for Opening the Offer	Friday, December 05, 2014
Date of Commencement of the Tendering Period (Offer opening date)	Monday, December 08, 2014
Date of Closing of the Tendering Period (Offer closing date)	Friday, December 19, 2014
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account	Monday, January 05, 2015

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the shareholders (registered or unregistered) of the Target Company (except the parties to the SPA and Group Entities of the Acquirer) are eligible to participate in this Offer any time during the tendering period of the Offer.*

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER:

1. All public shareholders (*other than the parties to the SPA and Group Entities of the Acquirer*) holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.

2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have not received the Letter of Offer, may participate in this Offer by submitting an application on a plain paper giving details set out below and in the Letter of Offer. In the alternate, such holders of the Equity Shares may apply in the form of acceptance-cum-acknowledgement in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (www.sebi.gov.in) and Adroit Corporate Services Pvt. Ltd ("Registrar to the Offer"). The application is to be sent to the Registrar to the Offer, so as to reach the Registrar to the Offer during business hours on or before 6:00 pm on the date of closure of the tendering period of this Offer, together with:

(a) In the case of the Equity Shares held in physical form, the name, address, number of the Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original Equity Share certificate(s) and valid transfer deed(s), the original contract note issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents, as may be specified in the Letter of Offer; or

(b) The beneficial owners and shareholders holding shares in the dematerialized form, will be required to send their Form of Acceptance and other documents as may be specified in the Letter of Offer to the Registrar to the Offer either by Registered Post/Courier, at their own risk, or by Hand Delivery on weekdays, so as to reach to the Registrar to the Offer, on or before the Date of Closure of the Offer, i.e., Friday, December 19, 2014, 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 favor of "SPLASH MEDIA AND INFRA LTD-OPEN OFFER OPERATED BY ADROIT CORPORATE SERVICES PVT LTD" **('Escrow Account')** filled in as per the instructions given below:

DP Name	:	LKP Securities Limited
DP ID	:	12030000
Beneficiary ID	:	00773858
Depository	:	Central Depository Services (I) Limited

Note: Shareholders having their beneficiary account with National Securities Depository Limited (NSDL) must use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Escrow Demat Account.

IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

X. OTHER INFORMATION:

1. For the purpose of disclosures in this DPS relating to the Target Company and the Seller, the Acquirer has relied on the information provided by the Target Company and/or the Seller and have not independently verified the accuracy of details of the Target Company and/or the Seller. Subject to the aforesaid, Acquirer accept the responsibility for the information contained in the Public Announcement and also for the obligations of the Acquirer laid down in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments made thereof.

2. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Mark Corporate Advisors Private Limited as the Manager to the Offer.

3. The Acquirer has appointed Adroit Corporate Services Pvt. Ltd as Registrar to the Offer having office at 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai-400 059, Tel: +91 22 2859 4060/6060, Fax: +91 22 2850 3748 website: www.adroitcorporate.com; Contact Person: Mr. Surendra Gawade, Email: surendrag@adroitcorporate.com, SEBI Registration Number: INR000002227.

4. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/ or regrouping.

5. This DPS and the PA will also be available on SEBI website (www.sebi.gov.in).

Issued by the Manager to the Offer:

Mark Corporate Advisors Private Limited
CIN:U67190MH2008PTC181996
404/1, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East),
Mumbai- 400 057
Tel. No.: +91 22 2612 3207
Fax No.: +91 22 2612 3208
Contact Person: Mr. Manish Gaur/Ms. Avani Shah
Email: openoffer@markcorporateadvisors.com
SEBI Regn No.: INM000012128

For and on behalf of the Anil Agrawal (HUF), (Acquirer):

Sd/-

Anil Agrawal (Karta)

Place: Mumbai

Date: October 17, 2014

SPLASH/01/OCT/14