PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND 4 READ WITH REGULATIONS 13(1) AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 ("REGULATIONS")

Open offer for Acquisition of 2,43,67,200 fully paid up Equity Shares of the face value of ₹1 each from the public shareholders of Splash Media & Infra Limited ("SMIL"/Target Company) by Anil Agarwal (HUF) (hereinafter referred to as 'Acquirer')

This Public Announcement ("PA") is being issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of the Acquirer to the Shareholders of the Target Company pursuant to and in compliance with, Regulations 3(1) and 4 of the Regulations.

1. OFFER DETAILS:

1.1 **Offer Size:** The Acquirer hereby makes this Open Offer (**"Offer"**) to acquire 2,43,67,200 fully paid-up equity shares of face value of ₹1 each of the Target Company to the Public shareholders representing 26% of the paid-up Capital of the Target Company (**"Equity Share Capital"**) subject to the terms and conditions mentioned in this Public Announcement (**"PA"**), the Detailed Public Statement (**"DPS"**) that will be published and the Letter of Offer (**"LoF"**) that will be sent to the Equity Shareholders of the Target Company, in accordance with the Regulations.

1.2 **Offer Price / Consideration:** The Offer price of ₹1.25 (Rupees One and Paise Twenty Five only) per fully paid-up Equity Share of face value of ₹1 each, is calculated in accordance with Regulation 8(2) of the Regulations ("Offer Price"), aggregating to a consideration of ₹3,04,59,000 (Rupees Three Crores Four Lacs Fifty Nine Thousand only), assuming full acceptance in the Open Offer.

1.3 **Mode of Payment:** The Offer Price will be paid in Cash, in accordance with Regulation 9(1) (a) of the Regulations.

1.4 **Type of Offer:** This is an Offer in compliance with Regulation 3(1) and 4 of the Regulations.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /Voting Rights (VR) acquired (₹ in Lacs)	Mode of Payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/ voting capital			
Direct	Share Purchase Agreement dated October 10, 2014	50,36,607	5.37%	52.88	Cash	3(1) and 4 of the SEBI (SAST) Regulations, 2011
	TOTAL	**50,36,607**	**5.37%**	**52.88**		

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3. DETAILS OF THE ACQUIRER:

Details	Acquirer 1	Total
Name of the Acquirer	Anil Agarwal (HUF)	1
Address	2401/2402, 24th Floor, Anmol Pride, Off S V Road, Opp. Patel Auto Petrol Pump, Goregaon (West), Mumbai-400 104	-
Name(s) of persons in control/Promoters of Acquirers where Acquirers are companies	Not Applicable	-
Name of the Group, if any, to which the Acquirer belongs to	Comfort Group	-
Pre Transaction Shareholding • Number • % of Total Share Capital	2,08,48,660* 22.25%	2,08,48,660* 22.25%
Proposed Shareholding after the Acquisition of Shares which triggered the Open Offer • Number • % of Total Share Capital	2,58,85,267 27.62	2,58,85,267 27.62
Any other interest in the TC	None	-

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

There is no Person Acting in Concert in relation to the present Open Offer within the meaning of 2(1) (q) of the SEBI (SAST) Regulations, 2011.

4. DETAILS OF SELLING SHAREHOLDERS:

Pursuant to the Share Purchase Agreement dated October 10, 2014, the Acquirer has agreed to purchase 50,36,607 Equity Shares from a shareholder (forming part of Promoter/Promoter Group) of the Target Company, whose details are as under:

Sr. No.	Name	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.	Bhrosemand Commodities Pvt. Ltd.	Yes	50,36,607	5.37	NIL	NIL
	TOTAL		**50,36,607**	**5.37**	**NIL**	**NIL**

5. DETAILS OF THE TARGET COMPANY:

5.1	Name	:	Splash Media & Infra Limited
5.2	CIN	:	L45400MH1987PLC044094
5.3	Registered Office Address	:	Flat No. 1006, Piccadily-3 Co Op Hsg Society, Royal Palm, Mayur Nagar, Aarey Milk Colony, Goregaon (E), Mumbai-400 065
5.4	Stock Exchanges where Listed	:	BSE Ltd (BSE)

6. OTHER DETAILS:

6.1 The details of the Open Offer will be published in the newspapers in terms of the provisions of Regulations 13 (4) and 14 (3) of Regulations vide a Detailed Public Statement on or before October 17, 2014 (Friday).

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6.2 The Acquirer undertakes that it is aware of and will comply with its obligations under the Regulations and have adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) of the Regulations in relation to the Offer.

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

6.4 This is not a competing offer in terms of Regulation 20 of the Regulations.

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 Anil Agarwal (HUF), (Acquirer)

Sd/-
Anil Agarwal (Karta)

Place: Mumbai

Date: October 10, 2014

Mark Corporate Advisors Pvt. Ltd. Mumbai