OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 18(7) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE SHAREHOLDERS OF

SPLASH MEDIA & INFRA LIMITED

(CIN:L45400MH1987PLC044094)

Registered Office: Flat No. 1006, Piccadilly-3 Co-Op Hsg Society Ltd, 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

This advertisement is issued by Mark Corporate Advisors Private Limited (**"Manager to the Offer"**) for and on behalf of Anil Agrawal (HUF) pursuant to regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended **["SEBI (SAST) Regulations"]**, in respect of the Open Offer to acquire 2,43,67,200 Equity Shares of ₹1 each of Splash Media & Infra Limited (**"Target Company"**) representing 26% of the Share Capital and Voting Capital of the Target Company. The Detailed Public Statement (**"DPS"**) with respect to the Offer was published on October 17, 2014 (Tuesday) in the following newspapers:

Publication	Language	Edition(s)
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadweep	Marathi	Mumbai

1) The Offer Price is ₹ 1.25 (Rupees One and Paise Twenty Five only) per Equity Share (**"Offer Price"**). There has been no revision in the Offer Price.

2) The Committee of Independent Directors (**"IDC"**) of the Target Company has issued the following recommendation (relevant extract) on the Offer, which was published on May 18, 2015 (Monday) in the above mentioned newspapers:

Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of the view that Open Offer is fair and reasonable.
Summary of reasons for recommendation	IDC has reviewed (a) the Public Announcement ("PA") dated October10, 2014 in connection with the Offer issued on behalf of Anil Agrawal (HUF) (b) The Detailed Public Statement ("DPS") which was published on October 17, 2014and (c) The Draft Letter of Offer ("DLoF") dated October 22, 2014. IDC has taken into consideration the following for making the recommendation: (i.) Based on the review of PA, DPS and DLoF, the IDC is of the opinion that the Offer Price offered by the Acquirer (more than the highest price amongst the selective criteria) is in line with the regulation prescribed by SEBI under the SEBI (SAST) Regulations and prima facie appears to be justified.

3) There was no Competitive Bid.

4) The Registrar to the Offer has confirmed that the Letter of Offer to the shareholders of the Target Company whose name appears as on the Identified Date i.e. May 06, 2015 have been dispatched on May 13, 2015.

5) Please note that a copy of the LoF (including Form of Acceptance) is also available on Securities and Exchange Board of India ("SEBI") website (http://www.sebi.gov.in). Registered/unregistered Shareholders/Owner of shares, if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt / non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:

a) In the case of Equity Shares held in physical form:Name of the Shareholder, Address, number of Equity Shares held, number of Equity Shares tendered/withdrawn, distinctive numbers, folio numbers together with the original share certificate(s), valid transfer deed(s) duly executed and witnessed along with the self attested copy of PAN card of the Shareholder should be sent to Adroit Corporate Services Private Limited at 19/20, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai-400 059, Tel. No.: +91 22 2859 4060/6060, Fax No.: +91 22 2850 3748, Contact Person: Mr. Surendra Gawade, Email: surendrag@adroitcorporate.comeither by hand delivery on weekdays or by Registered Post, at their sole risk, so as to reach the Registrar to the Offer, on or before the close of the Offer i.e., not later thanJune 02, 2015 (Tuesday), in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance-cum-Acknowledgement.

b) **In case of Equity Shares held in dematerialized form:** Name of the Shareholder, Address, number of Equity Shares held, number of Equity Shares tendered / withdrawn, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owner's depository participant, in favour of the Depository Escrow Account, whose details are as follows:

Account Name	:	Splash Media and Infra Ltd-Open Offer Operated by Adroit Corporate Services Pvt. Ltd
DP Name	:	LKP Securities Limited
DP ID	:	12030000
Beneficiary ID	:	00773858
Depository	:	Central Depository Services (I) Ltd.

Shareholders having their beneficiary account in NSDL have to use inter-depository delivery instruction slips for crediting their Equity Shares in favour of the Depository Escrow Account "**SPLASH MEDIA AND INFRA LTD-OPEN OFFER OPERATED BY ADROIT CORPORATE SERVICES PVT. LTD**" maintained with CDSL. Above mentioned documents should be sent to the Registrar to the Offer.

6) All comments received from SEBI by way of their letter dated April 30, 2015 in terms of regulation 16(4) of the SEBI(SAST) Regulations, have been incorporated in the Letter of Offer and also in this advertisement to the extent applicable.

7) The details of the Group Companies of the Acquirer namely Comfort Intech Limited and Comfort Fincap Limited are as under:

(i) Comfort Intech Limited was originally incorporated on October 17, 1994 in the name and style of Comfort Finvest Limited under the Companies Act, 1956 and subsequently the name was changed to Comfort Intech Limited and new Certificate of incorporation was obtained on March 24, 2000. The Company is engaged in the business of Finance and was registered with RBI, Ahmedabad as NBFC. However, RBI, Ahmedabad vide Order September 24, 2014 has cancelled the NBFC Registration Certificate. Comfort Intech Limited has filed an appeal before the Appellate Authority, New Delhi against the said RBI Order.

The Registered office of the Company is situated at 106, Avkar, Algani Nagar, Kalaria, Daman (U-T)-396 210. The shares of the Company are listed on BSE Limited, Mumbai ('BSE'). The Company is not a Sick Industrial Company.

The brief Financials based on the Audited Accounts for the last three (3) financial years and for the nine months period ended December 31, 2014 are as under:

(Amount in Lakhs, except EPS)

Particulars	Nine months period ended December 31, 2014	FY 2013-14	FY 2012-13	FY 2011-12
	Unaudited	**Audited**	**Audited**	**Audited**
Equity Share Capital	3199.55	3199.55	3199.55	3199.55
Reserves (Excluding Revaluation Reserves)	-	5496.53	5846.80	5749.10
Total Income	1345.54	1155.26	1426.57	1610.64
Profit After Tax (PAT)	563.32	(350.27)	172.56	208.16
EPS (₹)	0.18*	Negative	0.05	0.07
FV per Share	1.00	1.00	1.00	1.00
NAV per Share	-	2.72	2.83	2.80

* Not Annualized

(ii) Comfort Fincap Limited was originally incorporated on November 12, 1982 in the name and style of Parasnath Textiles Limited under the Companies Act, 1956 and subsequently the name was changed to Comfort Fincap Limited and new Certificate of incorporation was obtained on June 04, 2011 The Company is engaged in the business of Finance and is registered with RBI, Kolkata as NBFC.

The Registered office of the Company is situated at 22, Camac Street, Kollkata-700 016. The shares of the Company are listed on BSE Limited. The Company is not a Sick Industrial Company.

The brief Financials based on the Audited Accounts for the last three (3) financial years and for the nine months period ended December 31, 2014 are as under:

(Amount in Lakhs, except EPS)

Particulars	Nine months period ended December 31, 2014	FY 2013-14	FY 2012-13	FY 2011-12
	Unaudited	**Audited**	**Audited**	**Audited**
Equity Share Capital	1085.13	1085.13	1085.13	1085.13
Reserves (Excluding Revaluation Reserves)	-	1119.09	1082.78	1047.16
Total Income	327.47	279.68	998.41	3949.74
Profit After Tax (PAT)	235.22	61.70	99.10	58.53
EPS (₹)	2.17*	0.57	0.91	0.57
NAV per Share	-	20.31	19.97	19.65

** Not Annualized*

8) The shares acquired through SPA and under Open Offer may be credited to the Frozen Demat Account of the Acquirer (in view of the restraint Order of SEBI dated December 19, 2014 in the matter of First Financial Services Limited). It may be noted that post transfer, the Shares in the Demat Account (both existing shares as well as Shares Acquired through SPA and under Open Offer) will be subject to the SEBI Order dated December 19, 2014 and April 20, 2015.

9) The Acquirer and the Group Companies namely Comfort Intech Limited and Comfort Fincap Limited have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11(1), 11(4) and 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992 vide ex-parte ad interim Order of the Whole Time Member of SEBI dated December 19, 2014 in the matter of First Financial Services Limited and the said Order is confirmed vide confirmatory Order no. WTM/RKA/ISD/31/2015 dated April 20, 2015.

10) A FIR bearing No. 601/2014 was filed by Malad Police Station, Mumbai on December 08, 2014 on the complaint of RBI, Mumbai under various sections of Indian Penal Code (IPC) for the forged certificate of RBI against the Directors of Acquirer's Group Company namely Comfort Intech Limited. The matter is under Investigation.

11) There were certain litigations outstanding against the Acquirer, Karta of the Acquirer, Group entities, etc. The same has been updated in the LoF.

12) **Schedule of Activities:**

The Schedule of Activities has been revised and the necessary changes have been incorporatedin the LoF at all the relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of the SEBI (SAST) Regulations, 2011.

Nature of Activity	Original Day & Date	Revised Day & Date
Date of Public Announcement	Friday, October 10, 2014	Friday October 10, 2014
Date of publishing the Detailed Public Statement	Friday, October 17, 2014	Friday,October 17, 2014
Last date for filing of Draft Letter of Offer with SEBI	Tuesday,October 28, 2014	Tuesday, October 28, 2014
Last date of a Competing offer	Thursday, November 13, 2014	Thursday, November 13, 2014
Latest date by which SEBI's observations will be received	Thursday, November 20, 2014	Thursday, April 30, 2015
Identified Date*	Monday, November 24, 2014	Wednesday, May 06, 2015
Last date by which the Letter of Offer will be dispatched to the Shareholders' (Except the Acquirer, Group Entities of the Acquirer and the Selling Shareholder) as on the identified date	Monday, December 01, 2014	Wednesday, May 13, 2015
Last Date for revising the Offer Price/number of shares	Wednesday, December 03, 2014	Friday, May 15, 2015
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	Monday, May 18, 2015
Date of pre offer advertisement for Opening the Offer	Friday, December 05, 2014	Tuesday, May 19, 2015
Date of Commencement of the Tendering Period (Offer opening date)	Monday, December 08, 2014	Wednesday, May 20, 2015
Date of Closing of the Tendering Period (Offer closing date)	Friday, December 19, 2014	Tuesday, June 02, 2015
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	Tuesday, June 16, 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 Acquirer, Group entities of the Acquirer and the Selling shareholders) are eligible to participate in this Offer any time during the tendering period of the Offer.*

Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement is expected to be available on SEBI's website (http://www.sebi.gov.in)

Issued by the Manager to the Offer:

MARK

Mark Corporate Advisors Private Limited
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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
Email: openoffer@markcorporateadvisors.com
SEBI Regn No.: INM000012128

For and on behalf of the Acquirer

Sd/-
Anil Agrawal (HUF)

Place: Mumbai
Date: May 19, 2015