PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

STARCOM INFORMATION TECHNOLOGY LIMITED

Registered Office: 315, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400 063

This Public Announcement (the **"PA"**) is being issued by the Manager to the Offer i.e. **Chartered Capital and Investment Limited,** on behalf of the Acquirer, **Mr. Ziaulla Sheriff** pursuant to Regulations 10 and 12 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 **("SEBI (SAST) Regulations, 1997")** and subsequent amendments thereto to the equity shareholders of **Starcom Information Technology Limited ("SITL"/"Target Company").**

1. BACKGROUND OF THE OFFER

1.1 The Acquirer has acquired 35,60,280 fully paid up equity shares of Rs. 10/- each which represents 71.20% of total equity share capital / voting capital of SITL on February 03, 2011 through Bulk Deal on Bombay Stock Exchange (BSE) at an average price of Rs. 20.40 (Rupees Twenty and Forty Paisa only) per fully paid-up equity share of Rs. 10/- each which is also the maximum price paid per share by him. The above mentioned price after adding the brokerage and other charges stands to Rs. 20.48 (Rupees Twenty and Forty Eight Paisa only). For the above mentioned acquisition the acquirer has paid a total consideration of Rs. 729.20 Lakhs only.

1.2 Prior to the above acquisition the Acquirer had entered into a Share Purchase Agreement **("SPA")** with Mr. Anil Raika, Mrs. Ambika Raika, Mr. Mahesh Saraf and Mrs. Sarita Saraf (hereinafter collectively referred to as **"Promoter - Sellers")** on **February 2, 2011** to acquire management control of the Target Company and to acquire maximum upto 36,15,980 fully paid-up equity shares of Rs. 10/- each **("Transfer Shares")** of **SITL,** which represents upto 72.31% of the total issued equity share / voting capital through Block / Bulk Deal / Off-Market Purchases at a price not exceeding Rs. 20.50 (Rupees Twenty and Fifty Paisa Only) per fully paid-up equity share of Rs 10/- each payable in cash. The Transfer Shares shall be purchased not later than two working days from the date of SPA. The Promoter- Sellers belong to the Promoter Group of the Target Company.

1.2.1 The Salient Features of the SPA are as under :

(i) There is no non-compete fee payable under the SPA

(ii) Until the completion of the Open Offer, the Acquirer shall not be entitled to receive any dividend or bonus or shareholder entitlements or to exercise any voting rights in respect of the Transfer Shares.

(iii) The change of management will be affected within two working days of the completion of the Open Offer.

(iv) Completion of Open Offer means the date on which certificate is issued by Merchant Banker for completion of Open Offer under SEBI (SAST) Regulations, 1997.

(v) The Acquirer and Transferors shall at all times comply with their respective obligations under the SEBI (SAST) Regulations, 1997. In case of non-compliance of any provision of SEBI (SAST) Regulations, 1997 the SPA shall not be acted upon.

1.3 Pursuant to Para 1.1 and 1.2 as mentioned above, the Acquirer is required to make an Open Offer to the shareholders of the Target Company under Regulations 10 and 12 of SEBI (SAST) Regulations, 1997 to acquire their shares by making a PA in terms of the SEBI (SAST) Regulations, 1997 .

2. THE OFFER

2.1 The Acquirer intends to make an Open Offer in terms of SEBI (SAST) Regulations, 1997 to the equity shareholders of **SITL,** to acquire upto 10,00,120 equity shares of Rs. 10/- each representing 20% of the total equity share capital / voting capital of **SITL** at a price of Rs. 20.50 each (Rupees Twenty and Fifty Paisa only) per fully paid up equity share / voting right **("Offer Price")** payable in cash subject to the terms and conditions mentioned hereinafter in this PA and in the Letter of Offer ("LOO") to be sent to the shareholders of SITL, whose names appear on the register of members on the **Specified Date** i.e. **Friday, March 4, 2011.** These equity shares which are to be acquired by the Acquirer should be free from liens, charges and encumbrances of any kind whatsoever and together with all rights attached thereto, including the right to all dividends, bonus and rights offer and any other corporate action thereof.

2.2 The Acquirer has undertaken that he will not exercise voting rights on 35,60,280 equity shares of the Target Company from the date of acquisition till the completion of Open Offer as per SEBI (SAST) Regulations, 1997.

2.3 There are no partly paid up equity shares in the Target Company.

2.4 For the purpose of this Open Offer, Mr. Ziaulla Sheriff is the sole acquirer and there is no other acquirer or other entity/ persons who are or can be deemed to be persons acting in concert for the purpose of this Open Offer.

2.5 The shares of the Target Company are currently listed at the Bombay Stock Exchange Limited, Mumbai ("BSE") and Ahmedabad Stock Exchange Limited, Ahmedabad ("ASE"). The shares of the Company are infrequently traded at both the Stock Exchanges, within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

2.6 The Acquirer has not acquired any shares in Starcom Information Technology Ltd. during the last twelve months period prior to the date of Public Announcement except 35,60,280 equity shares acquired as mentioned in Para 1.1 above.

2.7 As on the date of PA, the Acquirer holds 35,60,280 equity shares of the Target Company. However, the Acquirer has given an undertaking that he shall not exercise any voting rights until completion of the open offer.

2.8 This is not a competitive bid.

2.9 The Offer is not a result of global acquisition resulting in indirect acquisition of the Target Company.

2.10 The Offer is not subject to any **minimum level** of acceptance from the shareholders **i.e. it is not a Conditional Offer.**

2.11 The acquirer is entitled to be appointed as an additional director on the Board of Directors of the Target Company after a period of 21 days from the date of PA in terms of Regulation 22(7) of SEBI (SAST) Regulations, 1997.

2.12 The Manager to the Open Offer i.e. Chartered Capital and Investment Limited does not hold any equity shares in the Target Company as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

3. THE OFFER PRICE

3.1 The annualised trading turnover of the Target Company is less than 5% (by number of equity shares) of the total number of listed equity shares on BSE and ASE. Accordingly, the equity shares of the Target Company are deemed to be infrequently traded at both Stock Exchanges in terms of explanation (i) to Regulation 20(5) of SEBI (SAST) Regulations,1997. The Offer Price of Rs. 20.50/- (Rupees Twenty and Fifty Paisa only) per fully paid-up equity share of face value of Rs. 10/- each is justified in terms of Regulation 20 of SEBI (SAST) Regulations, 1997 since the same has been determined after considering the following facts.

a.	Negotiated Price		Not Exceeding Rs. 20.50
b.	Highest Price paid by the Acquirer or PAC's for acquisition including Public or Rights Issue during 26 weeks preceding date of PA (inclusive of brokerage and other charges)		Rs. 20.48
c.	Highest average Price calculated as per Regulation 20(4)(c) during the 26 weeks preceding the date of PA		Not applicable
d.	Highest average Price calculated as per Regulation 20(4)(c) during the 2 weeks preceding the date of PA		Not applicable
e.	Other parameters		
	I	**Based on audited results as on March 31, 2010**	
	i.	Return on Networth (%)	3.44 %
	ii.	Book Value (Rs.)	Rs. 10.48
	iii.	Earnings per share (Rs. per equity share of face value of Rs. 10/- each)	Rs. 0.36
	iv.	Price to Earnings ratio with reference to offer price of Rs. 20.50	56.94
	v.	Industry Price to Earning Ratio (Source: Capital Market Magazine. Edition Jan 24-Feb 11. Industry : Miscellaneous)	19.00
	vi.	Price per share based on Industry Price to Earning ratio	Rs. 6.84
	vii.	Fair value per share of SITL considering the decision of Honourable Supreme Court of India in case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that the fair value of a Listed Company could be assessed based on weighted basis. **(Certificate for Fair Value of equity shares from CA S. K. Raghunandan (Membership No: 202901),Partner of RRG & Co., (FRN 009232S), Independent Chartered Accountants)**	Rs. 11.72

4. INFORMATION ABOUT THE ACQUIRER

4.1 **Mr. Ziaulla Sheriff,** S/o. Late Mr. Abdul Gaffar Sheriff, aged 70 years is an Indian Resident residing at "Al-Barka", Golden Enclave, Airport Road, Bengaluru - 560 017.

4.2 He is a B.Sc. and B.E. (Mechanical) and having over 30 years of experience in real estate development of commercial and residential complexes. He is also engaged in the business of coffee estates.

4.3 CA S. K. Raghunandan (Membership No. 202901) Partner of RRG & Co., (FRN 009232S) Chartered Accountant, having his office at #359, 1st Floor, 16th Main, 4th T Block, Jayanagar, Bangalore - 560041 has certified and confirmed that the individual Net Worth of Mr. Ziaulla Sheriff, as on January 30, 2011, is Rs. 7033.26 Lakhs only- (Rupees Seventy Crores Thirty Three Lakhs Twenty Six Thousand only) and Mr. Ziaulla Sheriff has sufficient liquid funds to meet his obligations under this Open Offer.

4.4 He is the sole acquirer in the present open offer and there is no other acquirer or other entity/ persons who are or can be deemed to be persons acting in concert for the purpose of this Open Offer.

4.5 The Acquirer has deposited Rs. 2,05,10,000 (Rupees Two Crores and Five Lakhs Ten Thousand only) in the Escrow Account which is more than 100% of the consideration required for the Open Offer.

5. INFORMATION ABOUT THE TARGET COMPANY

5.1 **Starcom Information Technology Limited** was originally incorporated on February 17, 1995 as Jatia Finance Limited with Registrar of Companies, Mumbai, Maharashtra and got Certificate for Commencement of Business on March 29, 1995. The name of the Company was subsequently changed to Starcom Information Technology Limited vide fresh Certificate of Incorporation dated December 10, 2008. The Registered Office of the Company is situated at 315, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063.

5.2 As on date of Public Announcement, the Authorized Share Capital of the Target Company is Rs.5,50,00,000 (Rupees Five Crores Fifty Lakh Only) comprising of 55,00,000 equity shares of Rs 10/- each. The Total Issued, Subscribed and Paid-up Equity Share Capital of the Target Company is Rs.5,00,06,000 (Rupees Five Crores and Six Thousand Only) comprising of 50,00,600 equity shares of Rs 10/- each fully paid up.

5.3 There are no outstanding warrant/ convertible securities and no partly paid-up shares in the Target Company.

5.4 At present, the Company is dealing in trading of software.

5.5 The equity shares of the Target Company are currently listed at Bombay Stock Exchange Limited, Mumbai ("BSE") and Ahmedabad Stock Exchange Limited, Ahmedabad (ASE).

5.6 Based on the latest audited accounts for the year ending March 31, 2010 the Company has Total Income of Rs. 157.76 Lacs, Profit after Tax (PAT) is Rs. 18.01 Lacs, Earning Per Share (EPS) is Rs. 0.36 per share and the Book Value is Rs. 10.48 per share.

6. REASONS FOR THE OFFER

6.1 Pursuant to acquisition of 35,60,280 equity shares of Rs.10/- each by the acquirer, which represents 71.20% of the equity share capital/voting capital of the Target Company and also pursuant to proposed acquisition of Management control over target company as mentioned in Para 1.1 and Para 1.2 above, this Open Offer is made to the equity shareholders of SITL for acquiring 20% of the total paid up equity share capital/ voting capital held by them in compliance with Regulations 10 and 12 and other applicable regulations of the SEBI (SAST) Regulations, 1997, The Acquirer will achieve substantial acquisition of equity shares and voting capital, accompanied with effective management control over the Target Company after completion of Open offer.

6.2 The Acquirer wishes to diversify into the business of information technology.

6.3 The Acquirer proposes to reconstitute the Board of Directors of the Target Company upon completion of Offer. The Acquirer will continue existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 1956, Articles of Association of SITL and all applicable laws, rules and regulations, the Board of Directors of SITL will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

6.4 The Acquirer at present has no intention to sell, dispose off or otherwise encumber any substantial assets of Target Company in the succeeding two years, except in the ordinary course of business of Target Company. Target Company's future policy for disposal of its assets, if any, will be decided by its 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 Target Company.

6.5 Other than in the ordinary course of business, the Acquirer undertakes that he will not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company.

7. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

7.1 To the best of knowledge and belief of the Acquirer, as of the date of this PA, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 27 of the Regulations.

7.2 No approvals are required from FIs/Banks for the Offer.

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

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

8. OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21(2)

Pursuant to this Offer, the Public Shareholding in the Target Company may fall below 25% of its equity share capital, in such an event the Acquirer will, in accordance with Regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the target company to raise the level of Public Shareholding to the level specified for Continuous Listing Requirement in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A of the Listing Agreement and in compliance with SEBI (SAST) Regulations, 1997. Further the acquirer undertakes that he will maintain listing status of the Target Company for next 3 years.

9. FINANCIAL ARRANGEMENTS

9.1 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 2,05,02,460 /- (Rupees Two Crores Five Lakhs Two Thousand Four Hundred and Sixty Only). The Acquirer has adequate internal resources to meet the financial requirements of the Open Offer. No borrowing from any Bank/ Financial Institution is being made for this purpose. The Acquirer has made firm arrangement for the financial resources required to complete the Open Offer in accordance with Regulation 16(xiv) of the SEBI (SAST) Regulations, 1997. The acquisition will be financed through his own internal resources and has deposited Rs. 2,05,10,000 (Rupees Two Crores and Five Lakhs Ten Thousand only) which is more than 100% of the amount required under Open Offer.

9.2 As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirer has authorised the Manager to the Offer to open an Escrow Account with Oriental Bank of Commerce, Thakur Village, Kandivali (E), Mumbai - 400101 and has deposited Rs. 2,05,10,000 (Rupees Two Crores and Five Lakhs Ten Thousand only), being more than 100% of the amount required for the Open Offer.

9.3 The Acquirer has duly empowered and authorized Chartered Capital and Investment Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

9.4 The Manager to the Open Offer, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.

10. OTHER TERMS OF THE OFFER

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

10.2 A Letter of Offer (the "Letter of Offer" or "LOO") specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement (the "Form of Acceptance") will be mailed to all the shareholders, except the Acquirer, of the Target Company whose names appear on the Register of Members of the Target Company at the close of business hours on **Friday, March 4, 2011** (the **"Specified Date")**. A copy of the Letter of Offer (including Form of Acceptance and Form of Withdrawal) will be available on SEBI's website; www.sebi.gov.in during the period the Offer is open and may also be downloaded from the site.

10.3 All shareholders of the Target Company, except the Acquirer and Parties to the Agreement, who own the shares at any time before the Closure of the Open Offer, are eligible to participate in the Offer.

10.4 The Acquirer has appointed Purva Sharegistry (India) Private Limited having office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400011. Tel. No.: 022-23016761, Fax No.: 022-23012517, E Mail: busicomp@vsnl.com as the Registrar to the Open Offer **("Registrar").**

10.5 The Registrar, Purva Sharegistry (India) Private Limited has opened Special Depository Account with BCB Brokerage Private Limited in the Central Depository Services (India) Limited **("CDSL")** for receiving the shares during the offer period from eligible shareholders who hold shares in dematerialized form.

10.6 Beneficial owners and shareholders **holding shares in physical form** who wish to avail of this offer, will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate and duly signed transfer deed and other documents as may be specified in the Letter of Offer to the Registrar to the offer at the address mentioned at Para 10.10 below, during the offer period either by Registered Post / Courier or by hand delivery during Monday to Friday between 11.00 am and 5:00 pm and on Saturdays between 11:00 am and 1:30 pm on or before the Closure of the Offer, **i.e. Wednesday, April 20, 2011**.

10.7 Beneficial owners and **shareholders holding shares in the dematerialized form** who wish to avail of this offer, 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 at the address mentioned at Para 10.10 below either by Registered Post / Courier or by hand delivery during Monday to Friday between 11.00 am and 5.00 pm and on Saturdays between 11.00 am and 1.30 pm, on or before the date of Closure of the Offer, **i.e. Wednesday, April 20, 2011,** 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 **"PSIPL ESCROW A/C STARCOM OPEN OFFER"** ("Depository Escrow Account") filled in as per the instructions given below:

DP Name	BCB Brokerage Private Limtied
DP ID	12010400
Client ID No.	00020509
Depository	Central Depository Services (India) Limited **("CDSL")**

Shareholders having their beneficiary account in **National Securities Depository Limited ("NSDL")** have to use **inter-depository** delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with CDSL.

10.8 In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders and (c) owner of the shares who have sent the shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid 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 Target Company), 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 5.00 pm upto the date of Closure of the Offer i.e. **Wednesday, April 20, 2011**. Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing.

10.9 In case of shareholders who have not received the LOO and holding shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of 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 as specified in paragraph 10.7 above, so as to reach the Registrar to the Offer on or before 5.00 pm upto the date of Closure of the Offer i.e. **Wednesday, April 20, 2011.** Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing

10.10 The following collection centre would be accepting the documents as specified above:-

Name and Address of Registrar to Offer	**Purva Sharegistry (India) Private Limited** 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400011
Contact Person	Mr.V.B.Shah
Phone No.	022 - 23016761
Fax No.	022 - 23012517
E-mail	busicomp@vsnl.com
Mode of Delivery	Hand Delivery, Registered Post & Courier

10.11 In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the Letter of Offer, so as to reach the Registrar to the Offer upto three working days prior to the date of Closure of the Offer, i.e. **Friday, April 15, 2011.** The withdrawal can also be exercised by submitting an application on a plain paper, along with the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

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

10.13 No indemnity is required from unregistered shareholders.

10.14 Equity Shares tendered by the shareholders of SITL in the offer are to be free from lien, charges and encumbrances of any kind whatsoever.

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

11. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

11.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the shareholders 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 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 SITL is 1 Equity Share.

11.2 Shareholders who have offered their shares would be informed about acceptance or rejection of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted will be paid within 15 days from the date of Closure of the Offer :-

a) In the case of shareholders residing in any of the centres specified by the SEBI and who have opted an option to get payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India, they should provide all the necessary Bank details including MICR code or RTGS code or IFSC code in Form of Acceptance cum Acknowledgement and the payment intimation will be sent to the sole/first named shareholder of SITL whose equity shares are accepted by the Acquirer at his address registered with SITL.

b) In the case of shareholders not residing in the centres specified by the SEBI or who have not opted the payment consideration through electronic transfer of funds or whose information for electronic transfer of funds is incorrect, the payment consideration will be by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder/ first named shareholder of SITL and sent by registered post at the address registered with SITL.

11.3 While tendering the Shares under the Offer, the NRIs / OCBs / FIIs will be required to submit the No Objection Certificate / Tax Clearance Certificate, indicating the amount of tax to be deducted by the Acquirers before remitting the consideration, from the Income Tax Authorities under Income Tax Act, 1961. In case the aforesaid No Objection Certificate / Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder.

11.4 In case of acceptance on a proportionate basis, the 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. Shares held in dematerialized 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 sent to the shareholders.

11.5 The securities transaction tax will not be applicable on shares accepted in the Open Offer.

11.6 The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance cum Acknowledgement and Form of withdrawal, if any, and the transfer form(s) on behalf of the shareholders of SITL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

12. SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

ACTIVITY	DAY AND DATE
Specified Date (For the purpose of determining the names of shareholders to whom Letter of Offer to be sent)	Friday, March 4, 2011
Last Date for a Competitive Bid	Monday, February 28, 2011
Date by which Letter of Offer will be dispatched to the Shareholders	Monday, March 21, 2011
Offer Opening Date	**Friday, April 1, 2011**
Last date for revising the offer price/number of shares	Monday, April 11, 2011
Last date for withdrawal by Shareholders	Friday, April 15, 2011
Offer Closing Date	**Wednesday, April 20, 2011**
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 dispatched	Thursday, May 5, 2011

13. GENERAL CONDITIONS

13.1 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **Friday, April 15, 2011.** The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. **Friday, April 15, 2011.**

13.2 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

13.2.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

13.2.2 In case of dematerialised shares: name, address, number of shares tendered, DP name, DP id, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in **"off market"** mode or counterfoil of the delivery instruction in **"off market"** mode, duly acknowledged by the DP, in favour of **"PSIPL ESCROW A/C STARCOM OPEN OFFER".**

13.3 The withdrawal of shares will be available only for the Share Certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

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

13.5 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirer till the last day of revision, viz., at any time upto seven working days prior to the date of Closure of the Offer i.e. **Monday, April 11, 2011,** the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised offer price would be payable to all the shareholders who tender their shares in the Offer.

13.6 **"If there is competitive bid:**

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

13.6.2 As the offer price cannot 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".

13.7 Based on the information available from the Acquirer and the Target Company, they have not 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 under the SEBI Act, 1992.

13.8 Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirer has appointed **Chartered Capital and Investment Limited** as Manager to the Offer and **Purva Sharegistry (India) Private Limited** as Registrar to the Offer.

13.9 This Pubic Announcement would also be available at SEBI's website, www.sebi.gov.in.

13.10 The Acquirer, Mr. Ziaulla Sheriff, accepts full responsibility for the information contained in this PA (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

13.11 This Public Announcement is being issued on behalf of the Acquirer i.e. Mr. Ziaulla Sheriff by the Manager to the Offer i.e. Chartered Capital and Investment Limited.

MANAGER TO THE OFFER

CHARTERED CAPITAL AND INVESTMENT LIMITED

Contact Person: Mr. Vimlesh Bansal

26, Kamdar Shopping Centre, 2nd floor, Opp. Rly. Station,

Vile Parle (East), Mumbai – 400 057.

Tel no.: 022- 26121742; Fax no.: 022 - 26121743; Email: mumbai@charteredcapital.net

'Sobhagya'

Place: Mumbai

Saturday, 05 February, 2011

For and On Behalf of the Acquirer through Power of Attorney

Sd/-

Mr. Laxminarayan K Purohit