PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF STI INDIA LIMITED

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This Public Announcement **("PA"** or **"Public Announcement")** is being issued by Axis Bank Limited **("Manager to the Offer")** on behalf of **Bombay Rayon Fashions Limited ("Acquirer")** along with **AAA United B.V. ("AAA") and Ashwell Holding Company Private Limited ("Ashwell"),** (**"AAA"**and **"Ashwell"** are jointly referred to as **"Persons Acting in Concert"**/**"PACs"**), to the equity shareholders of STI India Limited **(the "Target Company")** pursuant to regulations 10, 11(2) and 12 of, and in compliance with, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "**SEBI (SAST) Regulations**").

1 BACKGROUND TO THE OFFER

1.1 This mandatory open offer is being made by the Acquirer along with the PACs to the equity shareholders of the Target Company ("**Shareholders**") under regulations 10, 11(2) and 12 of the SEBI (SAST) Regulations ("**Offer**") as a result of an indirect acquisition of shares accompanied with change in control of the Target Company.

1.2 The Acquirer is the current promoter of the Target Company. The total paid up capital of the Target Company is Rs. 29,00,00,000 (Rupees Twenty Nine Crores Only) represented by 2,90,00,000 (Two Crores and Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up. The Acquirer presently holds 2,13,79,722 (Two Crores Thirteen Lakhs Seventy Nine Thousand Seven Hundred and Twenty Two) fully paid-up Equity Shares (defined in para 2.14) of Rs. 10/- each representing 73.72% of the fully paid up equity capital of the Target Company as on the date of the Public Announcement.

1.3 In April, 2011 the PACs along with Aktieselskabet af 1/8 2004 had made an open offer to the equity shareholders of the Acquirer to acquire upto 2,84,20,000 (Two Crores Eighty Four Lakhs and Twenty Thousand) equity shares constituting 20.00% of the full expanded paid up share capital of the Acquirer. The said open offer was made in compliance with regulations 11(1) and 12 of the SEBI (SAST) Regulations, as a result of AAA's intention to convert the outstanding non-voting Global Depository Receipts ("**GDRs**") into equity shares of the Acquirer, which on conversion would have given AAA voting rights in excess of permissible creeping acquisition limits under the SEBI (SAST) Regulations. Additionally, AAA intended to be recognised as a person acting in concert with the promoter group of the Acquirer.

1.4 On the consummation of the said open offer, the PACs had also indirectly acquired voting rights in excess of the limits prescribed under regulation 10 accompanied by change in control of the Target Company. The PACs vide their respective board approvals dated March 6, 2012 have authorized the Acquirer to acquire the equity shares tendered in the present open offer. Accordingly, the present mandatory open offer is made by the Acquirer along with the PACs under regulations 10, 11(2) and 12 of the SEBI (SAST) Regulations to the equity shareholders of the Target Company within the time limits prescribed under regulation 14(4) of the SEBI (SAST) Regulations.

2 THE OFFER

2.1 The Acquirer along with the PACs are making this Offer under regulations 10, 11(2) and 12 of the SEBI (SAST) Regulations to the equity shareholders of the Target Company to acquire up to 58,00,000 (Fifty Eight Lakhs) Equity Shares, being 20.00% of the voting capital (as detailed in 5.8) of the Target Company (the "**Offer Size"**) at a price of Rs 29/- (Rupees Twenty Nine Only) per Equity Share (**"Offer Price"**), payable in cash, in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned in the Public Announcement and in the letter of offer that will be circulated to the shareholders in accordance with the SEBI (SAST) Regulations (the "**Letter of Offer**").

2.2 To the extent of the Offer Size, all the Equity Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirer, subject to terms and conditions of the Offer.

2.3 The Offer Size of 20.00% of the voting capital being 58,00,000 (Fifty Eight Lakhs) Equity Shares are reckoned on the basis of voting capital in terms of regulations 21(1) and 21(5) of the SEBI (SAST) Regulations.

2.4 The Equity Shares to be acquired under the Offer will be acquired by the Acquirer free from all liens, charges and encumbrances and together with all rights attached thereto, including rights to dividends to be declared after all the formalities relating to the Offer are completed and they shall rank *pari-passu* with the existing Equity Shares of the Target Company.

2.5 The Offer is not conditional upon any minimum level of acceptance by the equity shareholders of the Target Company.

2.6 Subject to the receipt of statutory/other approvals required for the Offer as set out in section "Statutory/ Other Approvals Required for the Offer" below, and other terms and conditions as set out in the Public Announcement and that will be set out in the Letter of Offer, the Acquirer will acquire Equity Shares of the Target Company validly tendered pursuant to the Offer up to the Offer Size.

2.7 The Acquirer and/or the PACs may purchase additional Equity Shares of the Target Company from the open market or through negotiations or otherwise after the date of the Public Announcement in accordance with regulation 20(7) of the SEBI (SAST) Regulations and the details of such acquisition will be disclosed by the Acquirer and/or the PACs within 24 (twenty four) hours of such acquisition to the stock exchanges where the Equity Shares of the Target Company are listed and to the Manager to the Offer in terms of regulation 22(17) of the SEBI (SAST) Regulations.

2.8 There are no partly paid-up Equity Shares of the Target Company as on the date of the Public Announcement.

2.9 The Acquirer, PACs or their respective directors have neither acquired nor have been allotted any Equity Shares of the Target Company in the last 12 (twelve) months period prior to the date of this Public Announcement.

2.10 Due to the operation of regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, there could be person(s) deemed to be acting in concert with the Acquirer, however, such person(s) (other than as already mentioned) are not acting in concert for the purposes of this Offer.

2.11 This is not a competitive bid.

2.12 As on the date of the Public Announcement, the Manager to the Offer does not hold any Equity Shares of the Target Company. Further, the Manager to the Offer declares and undertakes that it 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 (fifteen) days from the date of closure of the Offer.

2.13 This Public Announcement is being released as per regulation 15(1) of SEBI (SAST) Regulations in Financial Express, English national daily – all editions, Janasatta, Hindi national daily, Navshakti, Marathi regional language daily and Prabhat Kiran, Hindi regional language daily - Indore as the registered office of the Target Company is situated in Indore, Madhya Pradesh.

2.14 The annualised trading turnover in the Equity Shares of the Target Company on the Bombay Stock Exchange Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") based on trading volume during the period October 1, 2010 to March 31, 2011 (six calendar months preceding the month in which the PA for the primary acquisition of equity shares of Acquirer was made) is 8.94% & 63.43% respectively and for the period September 1, 2011 to February 29, 2012 (six calendar months preceding the month in which the PA for acquisition of equity shares of Target Company is made) is 0.89% & 0.59% respectively. The Equity Shares of the Target Company ("**Equity Shares**") are thus frequently traded (most frequently traded on the NSE) for the period October 1, 2010 to March 31, 2011 and infrequently traded for the period September 1, 2011 to February 29, 2012 and hence the price has been calculated in terms of regulation 20(4) and 20 (5) of the SEBI (SAST) Regulations respectively.

3 THE OFFER PRICE

3.1 The Equity Shares of the Target Company are listed on the BSE and the NSE. As on the date of the Public Announcement, the paid up Equity Share capital of the Target Company is Rs 29,00,00,000 (Rupees Twenty Nine Crores Only) represented by 2,90,00,000 (Two Crores and Ninety Lakhs) Equity Shares of Rs 10/- each.

3.2 The annualised trading turnover in the Equity Shares of the Target Company on BSE and NSE, based on trading volume, during the period October 1, 2010 to March 31, 2011 (six calendar months preceding the month in which the PA for the primary acquisition of equity shares of Acquirer was made) is as given below:

Name of Stock Exchange	**Shares Traded (October 1, 2010 – March 31, 2011)**	**Total No. of Listed Equity Shares**	**Annualised trading turnover (as a % of total listed Equity Shares)**	**Trading status in terms of SEBI (SAST) Regulations**
BSE	12,95,974	2,90,00,000	8.94%	Frequently traded
NSE	91,96,849	2,90,00,000	63.43%	Frequently traded

Source: www.nseindia.com and www.bseindia.com

The annualised trading turnover in the Equity Shares of the Target Company on BSE and NSE based on trading volume during the period September 1, 2011 to February 29, 2012 (six calendar months preceding the month in which the PA for acquisition of equity shares of Target Company is made) is as given below:

Name of Stock Exchange	Shares Traded (September 1, 2011 – February 29, 2012)	Total No. of Listed Equity Shares	Annualised trading turnover (as a % of total listed Equity Shares)	Trading status in terms of SEBI (SAST) Regulations
BSE	1,28,661	2,90,00,000	0.89%	Infrequently traded
NSE	85,697	2,90,00,000	0.59%	Infrequently traded

Source: www.nseindia.com and www.bseindia.com

3.3 In accordance with regulations 20(4) and 20(5) of the SEBI (SAST) Regulations, the Offer Price of Rs. 29/- (Rupees Twenty Nine) per Equity Share is justified as under:-

A. Negotiated price under the agreement as in regulation 14(1) of the SEBI (SAST) Regulations	Not Applicable
B. Price paid by the acquirer or persons acting in concert with him for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty-six week period prior to the date of PA of primary acquisition of the Acquirer, whichever is higher	Rs. 29.00
C. The average of the weekly high and low of the closing prices of the shares of the target company as quoted on the stock exchange where the shares of the company are most frequently traded during the twenty-six weeks preceding the date of PA of primary acquisition of the Acquirer	Rs. 25.71
D. The average of the daily high and low of the prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of PA of primary acquisition of the Acquirer	Rs. 21.68
E. Highest price paid by the Acquirer or Persons Acting in Concert with him for acquisitions including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA for acquisition of Equity Shares of the Target Company	Not Applicable
F. Other Parameters	As described below

Other Parameters: The financial parameters based on the audited financials for the year ended March 31, 2011 of the Target Company are as follows:

Financial Parameters	As on March 31, 2011
Return on Networth(1)	Not Applicable
Book value per Share(2)	Rs. (0.83)
Earnings per Share(3)	Rs. 5.83
Price to Earnings ratio(4)	7.90x
Price earning multiple based on Offer Price(5)	8.48x
Industry Price earning multiple(6)	7.21x

(1) Networth as on March 31, 2011 is negative

(2) Book value per share calculated as Networth / Number of outstanding Shares as at the end of the year

(3) Earnings per Share (EPS) calculated as Net Profit attributable to equityholders / Number of outstanding Shares as at the end of the year

(4) Trailing Twelve months price to earnings ratio (i.e CY 2011) from Capitaline Plus dated March 03, 2012

(5) Calculated by dividing Offer Price of Rs. 29/- per share by EPS for CY 2011

(6) Source: Capitaline Plus dated March 03, 2012; Industry: Textiles-Cotton Yarn-Open Ended Spinning

3.4 Mr. K. V. Beswal, Partner (Membership no. 131054), of M/s. V. K. Beswal & Associates, Chartered Accountant, the statutory auditors of the Acquirer having its address at 408/410, Rewa Chambers, 31 New Marine Lines, Mumbai 400 020, Tel No.: +91 22 2206 5656 and Fax No.: +91 22 2209 5666 vide its letter dated March 6, 2012 has certified the justification of Offer Price of Equity Shares of the Target Company as Rs. 29/- (Rupees Twenty Nine) per Equity Share in terms of the SEBI (SAST) Regulations.

3.5 The Offer Price of Rs 29/- (Rupees Twenty Nine Only) per Equity Share is therefore justified in terms of regulation 20(4), 20(5) and 20(12) of the SEBI (SAST) Regulations.

3.6 The Acquirer and the PACs are permitted to revise this Offer upward up to 7 (seven) working days prior to the date of closure of the Offer. In the event of such revision, a public announcement will be made in the same newspapers where this Public Announcement has appeared and the additional amount based on the revised offer size would be deposited in the Escrow Accounts and the revised offer price would be paid to all the equity shareholders of the Target Company tendered anytime during the Offer.

4 INFORMATION ABOUT THE ACQUIRER AND THE PACS

4.1 Bombay Rayon Fashions Limited (“Acquirer”)

a) The Acquirer was originally incorporated as a private limited company by name of Mudra Fabrics Private Limited on May 21, 1992. The name of the Acquirer was changed to Mudra Fabrics Limited w.e.f. 13 October 1992 when it was converted into a public limited company; the name was further changed to Bombay Rayon Fashions Limited w.e.f. September 30, 2004. The registered office of the Acquirer is situated at D-1st Floor, Oberoi Garden Estates, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai 400 072, India, Tel: +91 22 3985 8800, Fax: +91 22 3985 8830.

b) The Acquirer is amongst India's largest, vertically integrated textile company, engaged in the manufacture of fabrics and garments and export of high-end garments business predominantly designer shirts & tops for men, women and children. The Acquirer enjoys a strong presence across the entire value chain of spinning, yarn dyeing, weaving, fabric processing, design and garment manufacturing. The Acquirer owns 32 manufacturing facilities across several locations in the States of Maharashtra, Karnataka, Tamil Nadu, Kerala. These units are fully supported by facilities for product development, design studios and efficient sampling infrastructure, which allow the Acquirer to provide quality services to the customers in India and abroad.

c) The promoters of the Acquirer are Mr. Janardhan Agrawal, Mr. Aman Agrawal and Mr. Prashant Agrawal while the PACs are part of the promoter group. The promoters (including the promoter group) hold 93.15% of the issued and paid up equity share capital and voting rights of the Acquirer.

d) The directors on the board of the Acquirer are as follows: Mr. Janardhan Agrawal, Mr. Aman Agrawal, Mr. Prashant Agrawal, Mr. Naseer Ahmed, Mr. Uday Mogre, Mr. A.R. Mundra, Dr. Pravin P. Shah, Dr. B.S. Bhesania, Mr. S.B. Agarwal, Mr. Mukul Sarkar, Mr. M. M. Agrawal and Mr. Suresh Vishwasrao.

e) Except Mr. Prashant Agrawal, Mr. Aman Agrawal and Mr. A. R. Mundra who are also the directors on the board of the Target Company, none of other directors of the Acquirer are on the board of the Target Company or is an insider within the meaning of the SEBI (Insider Trading) Regulations, 1992. Further, Mr. Prashant Agrawal, Mr. Aman Agrawal and Mr A. R. Mundra have recused themselves and have not participated and will not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of regulation 22(9) of the SEBI (SAST) Regulations.

f) The Acquirer has not been prohibited by Securities and Exchange Board of India **("SEBI")** from dealing in securities, in terms of directions issued under section 11B of the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") as amended or under any other regulation made under the SEBI Act.

g) The equity shares of the Acquirer are listed on the BSE and the NSE**.**

h) The Acquirer is complying with the listing requirements of BSE and NSE.

i) As on the date of the PA, the authorized share capital of the Acquirer is Rs.150,00,00,000 (Rupees One Hundred Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs.10/- each and the issued and subscribed Equity Share capital is Rs. 134,60,00,000 (Rupees One Hundred Thirty Four Crores and Sixty Lakh Only) divided into 13,46,00,000 (Thirteen Crores and Forty Six Lakh Only) equity shares of Rs.10/- each fully paid-up. There are no partly paid-up equity shares of the Acquirer. There are also 75,00,000 (Seventy Five Lakh) outstanding warrants issued to one of the promoter group entity which are due for conversion by April 2012.

j) The financial information of the Acquirer is as follows:

(Rs. in Lakhs except as indicated)

Particulars	Consolidated Audited for the financial year ended March 31, 2011	Consolidated Audited for the financial year ended March 31, 2010	Consolidated Audited for the financial year ended March 31, 2009
Total income	272,096.52	182,107.64	152,101.06
Profit/(Loss) after Tax	20,281.87	16,159.15	13,667.18
Equity Share Capital	12,790.00	11,190.00	6,910.00
Reserves & Surplus (excluding Revaluation Reserve)	257,627.40	178,525.26	111,357.64
Net worth	270,417.40	189,715.26	118,267.64
Diluted Earnings Per Share (Rs.)	15.84	17.07	15.92
Book Value Per Share (Rs.)	211.43	169.54	171.15
Return on Networth (%)	7.50%	8.52%	11.56%

The PE multiple based on the diluted earnings per share as on March 31, 2011 and the closing price on NSE as on March 6, 2012 is 16.87.

4.2 **AAA United B.V. ("AAA")**

a) **AAA** is a private limited liability company constituted under the laws of The Netherlands on March 18, 2009 and is registered with the Trade Register under number 34331207. The registered office of AAA is situated at Krijgsman 15-8, 1186DM, Amstelveen, The Netherlands.

b) AAA is a wholly owned subsidiary of Aktieselskabet af 1/8 2004.

c) The equity shares of the AAA are not listed on any stock exchange.

d) The constitutional document(s) of AAA authorises it to engage in the business of investing, financing, lending, providing administrative and clerical services, trade and invest in registered properties etc. The financial year of AAA is from August 1 to July 31.

e) The authorized share capital of AAA is € 90,000 (Ninety Thousand Euro), divided into 90,000 (Ninety Thousand) shares, each with a nominal value of € 1 (One Euro). The issued and paid up capital is € 18,000 (Eighteen Thousand Euro) divided into 18,000 (Eighteen Thousand) shares, each with a nominal value of € 1 (One euro), which has entirely been subscribed by Aktieselskabet af 1/8 2004.

f) The brief audited financial details of AAA are as follows:

(In € (000) and Rs. Lakhs except as indicated)

Particulars	For the period August 1, 2010 to July 31, 2011		For the period March 18, 2009 to July 31, 2010∞	
	In € (000)	In Rs. Lacs	In € (000)	In Rs. Lacs
Total Income	2,213.04	1,467.47	729.09	483.46
Profit After Tax	1,095.80	726.62	622.26	412.62
Paid up Equity Share Capital	18.00	11.94	18.00	11.94
Reserves and Surplus (excluding revaluation reserve)	154,918.06	102,726.17	110,622.26	73,353.62
Networth	154,936.06	102,738.10	1,10,640.26	73,365.56
Earning Per Share (€/ Rs.)^	60.88	4,036.79	34.57	2,292.33
Book Value Per Share (€ / Rs.)*	8,607.56	570,767.21	6,146.68	407,586.42
Return on Networth (%) Ω	0.71	0.71	0.56	0.56

Source: Annual Report
(€ refers to Euro)
^-Earnings per share computed as the PAT / Number of shares
**-Book Value per share computed as the Networth / Number of shares*
Ω-Return on Networth computed as Profit After Tax / Networth
∞-First annual accounts have been drawn from March 18, 2009 to July 31, 2010

Exchange rate used is the reference rate as on February 29, 2012 i.e Rs. 66.31/€1 (Source: www.rbi.org)

4.3 **Ashwell Holding Company Private Limited ("Ashwell")**

a) Ashwell is an unlisted private limited company incorporated under the Companies Act, 1956 on March 24, 2011 at Mumbai under company registration number U74900MH2011PTC215214. The registered office of Ashwell is situated at 143, Shiv Shakti Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai 400 059.

b) Ashwell proposes to operate as a core investment company (non-systematically important). The constitutional document(s) of Ashwell authorises it to engage in the business of investment in, holding of and to purchase or otherwise acquire, underwrite, trade or deal in shares, securities, stocks, debentures, debentures stock, bonds etc. of other companies. The financial year of Ashwell is from April 1 to March 31.

c) As Ashwell has been incorporated on March 24, 2011, the financials of the Company is currently not available.

d) Mr. Aman Agrawal and Mr. Prashant Agrawal are the current promoters of Ashwell, while Mr. Aman Agrawal, Mr. Prashant Agrawal, Mr. Sushil Modi, Mr. Ghanshyam Kulwal and Ms. Lise Kaae are the current directors of Ashwell.

e) Mr. Aman Agrawal and Mr. Prashant Agrawal are also the promoters and are on the board of the Target Company and have recused themselves and have not participated and will not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of regulation 22(9) of the SEBI (SAST) Regulations.

f) The authorized share capital of Ashwell is Rs. 870,00,00,000/- (Rupees Eight Hundred and Seventy Crores Only), divided into 1,15,46,400 (One Crore Fifteen Lakhs Forty Six Thousand Four Hundred) Class A Equity Shares of Rs. 10/- each (Rupees Ten only) having full voting rights and 85,84,53,600 (Eighty Five Crores Eighty Four Lakhs Fifty Three Thousand Six Hundred) Class B Equity Shares of Rs. 10/- (Rupees Ten only) each having one voting right for every 240 Class B Equity Shares. The present issued and paid up capital is Rs. 8,63,81,89,350 (Rupees Eight Hundred Sixty Three Crores Eighty One Lakhs Eighty Nine Thousand Three Hundred and Fifty Only) divided into 53,65,335 (Fifty Three Lakhs and Sixty Five Thousand Three Hundred and Thirty Five) Class A Equity Shares of Rs. 10/- each fully paid up and 85,84,53,600 (Eighty Five Crores Eighty Four Lakhs Fifty Three Thousand Six Hundred) Class B Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up.

5 INFORMATION ABOUT THE TARGET COMPANY

5.1 The Target Company was incorporated on August 7, 1984, under the Companies Act, 1956 as STI Biplus Tubing (India) Limited. The name of the Target Company was changed to STI India Limited with effect from September 20, 1994. The registered office of the Target Company as well as the plant is situated at Rau-Pithampur Link Road, Tehsil: Mhow, District: Indore 453 332, Madhya Pradesh, India.

5.2 The Equity Shares of the Target Company are presently listed on the BSE and the NSE. The Acquirer is the current promoter of the Target Company. In November 2010, the Acquirer had made an open offer to the equity shareholders of the Target Company to acquire upto 58,00,000 (Fifty Lakh) Equity Shares constituting 20.00% of the issued and paid up equity share capital of the Target Company. Post the said open offer and also currently, the Acquirer holds 2,13,79,722 (Two Crores Thirteen Lakhs Seventy Nine Thousand Seven Hundred and Twenty Two) Equity Shares representing 73.72% of the issued and paid up equity share capital and voting rights of the Target Company.

5.3 The Target Company has been referred to the Board for Industrial and Financial Reconstruction ("**BIFR**") and has been declared as a sick company in terms of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.The proceedings before the BIFR are ongoing.

5.4 The Target Company is an established manufacturer of cotton yarn and cotton knitted fabrics. Its main products are 100% cotton yarns, both super combed & super carded and knitted fabrics.

5.5 As on the date of the PA, the authorized share capital of the Target Company is Rs.45,00,00,000 (Rupees Forty Five Crores Only) comprising of 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lakh) preference shares of Rs. 100/- (Rupees One Hundred Only) each. The issued and paid up share capital of the Target Company consists of 2,90,00,000 (Two Crores Ninety Lakh) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up aggregating to Rs. 29,00,00,000 (Rupees Twenty Nine Crores Only).

5.6 There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures which are convertible into equity shares of the Target Company at any later date. The Target Company had issued OCDs but the option to convert the said OCDs into Equity Shares of the Target Company has lapsed in the financial year 2008-09. As on date of the PA, there are no partly paid-up Equity Shares of the Target Company, further there are no Equity Shares of the Target Company which are under lock-in period.

5.7 The financial information of the Target Company is as follows:

(Rs. in Lakhs except as indicated)

Particulars	Audited for the financial year ended March 31, 2011	Audited for the financial year ended March 31, 2010	Audited for the financial year ended March 31, 2009
Total income	25,075.41	17.999.14	17,864.48
Profit/(Loss) after Tax	1,690.66	(679.44)	(3,960.20)
Equity Share Capital	2,900.00	2,900.00	2,900.00
Net worth	(241.38)	(4,760.04)	(4,080.59)
Diluted Earnings Per Share (Rs.)	5.83	(2.34)	(13.66)
Book Value Per Share (Rs.)	(0.83)	(16.41)	(14.07)
Return on Networth (%)	-	-	-

5.8 The Voting Capital of the Target Company as on date of the Public Announcement has been calculated as under:

Particulars	Issued, subscribed and paid up shares	Voting rights
Fully paid up equity capital	2,90,00,000	2,90,00,000

Partly paid up share capital	NIL	NIL
Total	**2,90,00,000**	**2,90,00,000**

5.9 As on date of the PA, the Target Company has 8 (Eight) directors on its board viz., Dr. Ramesh Baboolal Baheti, Mr. Aman Agrawal, Mr. Prashant Agrawal, Mr. Kailash Narayanlal Garg, Mr. A. R. Mundra, Mr. T.N. Anand Reddy, Mr. A. Arumugham and Mr. Upkar Singh Kohli.

5.10 Mr. A. R. Mundra, Mr. Aman Agrawal and Mr. Prashant Agrawal are directors on the board of the Target Company and are also on the board of the Acquirer. Further, Mr. Aman Agrawal and Mr. Prashant Agrawal are also on the board of Ashwell. The above named directors may therefore be deemed to be persons having an interest in the Acquirer and the PACs and hence in terms of regulation 22(9) of the SEBI (SAST) Regulations, have recused themselves and have not participated, and will not participate, in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer.

5.11 As on date of the PA, the Target Company has no subsidiary company.

5.12 Other than as mentioned in paragraph 5.10 above, as on the date of the PA, none of the directors of the Acquirer and/or the PACs are on the board of the Target Company.

6 REASONS FOR THE ACQUISITION AND THE OFFER

6.1 This mandatory open offer is being made by the Acquirer along with the PACs to the equity shareholders of the Target Company ("**Shareholders**") under regulations 10, 11(2) and 12 of the SEBI (SAST) Regulations ("**Offer**") as a result of an indirect acquisition of shares accompanied with change in control of the Target Company.

6.2 In April, 2011 the PACs along with Aktieselskabet af 1/8 2004 had made an open offer to the equity shareholders of the Acquirer to acquire upto 2,84,20,000 (Two Crores Eighty Four Lacs and Twenty Thousand) equity shares constituting 20.00% of the full expanded paid up share capital of the Acquirer. The said open offer was made in compliance with regulations 11(1) and 12 of the SEBI (SAST) Regulations, as a result of AAA's intention to convert the outstanding non-voting Global Depository Receipts ("**GDRs**") into equity shares of the Acquirer, which on conversion would have given AAA voting rights in excess of permissible creeping acquisition limits under the SEBI (SAST) Regulations. Additionally, AAA intended to be recognised as a person acting in concert with the promoter group of the Acquirer.

6.3 By virtue of the said open offer, the PACs had also indirectly acquired voting rights in excess of the limits prescribed under regulation 10 accompanied by change in control of the Target Company. The PACs vide their respective board approvals dated March 6, 2012 have authorized the Acquirer to acquire the Equity Shares tendered in the present open offer. Accordingly, the present mandatory open offer is made by the Acquirer along with the PACs under regulations 10, 11(2) and 12 of the SEBI (SAST) Regulations to the equity shareholders of the Target Company within the time limits prescribed under regulation 14(4) of the SEBI (SAST) Regulations.

6.4 As on the date of the Public Announcement, the Acquirer and/or the PACs do not have any plans to make any major change to the existing line of business of the Target Company or to dispose off or otherwise encumber any assets of the Target Company in the next 24 (twenty four) months, except in the ordinary course of business. The Board of the Target Company shall take appropriate decisions in these matters in the ordinary course of business of the Target Company or to the extent required for the purpose of restructuring, joint venture, rationalization of assets, investments or liabilities of the Target Company for commercial reasons, and operational efficiencies and on account of regulatory approvals.

6.5 Other than as aforesaid, the Acquirer and the PACs undertake that they shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company without the prior approval of the shareholders of the Target Company.

7 STATUTORY/OTHER APPROVALS REQUIRED FOR THE OFFER

7.1 Non-resident equity shareholders, who wish to tender their Equity Shares of the Target Company in this Offer, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to the Offer and submit such approvals along with the Form of Acceptance cum Acknowledgement and other documents required to accept this Offer. Further, if shareholders who are not persons resident in India (including Non Residents Indians ("**NRIs**"), Overseas Corporate Bodies ("**OCBs**") and Foreign Institutional Investors) had required any approval from the Reserve Bank of India **("RBI")** or the Foreign Investment Promotion Board or any other regulatory body in respect of the Equity Shares held by them in the Target Company, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares of the Target Company to tender Shares held by them pursuant to the Offer, along with the Form for Acceptance-cum Acknowledgement and other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in the Offer.

7.2 In order to liberalize the procedures and policies pertaining to transfer of shares of an Indian company, the RBI has issued a A.P. (DIR Series) Circular No. 43 (RBI/2011-12/247) on 4 November 2011 stating that prior RBI approval will not be required in case of transfer of shares from non-resident to resident and vice-versa where SEBI (SAST) Regulations are attracted subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.

7.3 Except as stated above and to the best of the knowledge of the Acquirer and the PACs, no other statutory or regulatory approval(s) is/are required for the purpose of the Offer. However, in case of any statutory approvals being required by the Acquirer and/or PACs at a later date before the Closing of the Offer, the Offer shall be subject to all such approvals and the Acquirer and/or PACs shall make the necessary applications for such approvals.

7.4 In case of delay, due to non-receipt of statutory approvals, as per regulation 22(12) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of the approvals was not due to willful default or negligence, grant an extension for the purpose of completion of the Offer provided the Acquirer and/or PACs agree to pay interest to the shareholders of the Target Company beyond 15 (fifteen) days. Further, if the delay occurs on account of willful default of the Acquirer and/or PACs in obtaining the requisite approvals, regulation 22(13) of SEBI (SAST) Regulations will also be applicable.

7.5 The Acquirer and/or PACs may not be able to purchase any Equity Shares tendered in the Offer if any statutory approval required to purchase such Equity Shares is not received and in such circumstances, the Acquirer and the PACs will be deemed to have no obligation to acquire such Equity Shares, even if validly tendered. In the event of such non-receipt of statutory approvals, a public announcement will be made in the same newspapers in which the Public Announcement was made. In terms of regulation 27 of the SEBI (SAST) Regulations, the Offer may be withdrawn only in case statutory approval(s) required have been refused or in the opinion of SEBI, circumstances merit withdrawal of the Offer.

7.6 To the best of their knowledge, the Acquirer and/or PACs do not require any consent or approvals from financial institutions or banks for the Offer.

8 OPTION IN TERMS OF REGULATION 21 (2)

8.1 If, pursuant to this Offer, the public shareholding is found to be reduced below the minimum level required as per the listing agreement entered into by the Target Company with the BSE and NSE, (the "**Listing Agreements**"), as a result of acquisition of Equity Shares through (i) any acquisition of shares from open market; and/or (ii) the Offer, the Acquirer and/or PACs shall take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreement.

9 FINANCIAL ARRANGEMENTS

9.1 The total funding requirement for the Offer assuming full acceptance, i.e., for acquisition of up to 58,00,000 (Fifty Eight Lakhs) Equity Shares from the public shareholders of the Target Company at Rs 29/- (Rupees Twenty Nine Only) per Equity Share is Rs. 16,82,00,000 (Rupees Sixteen Crores Eighty Two Lakh Only) (the "**Maximum Consideration**").

9.2 The PACs vide their respective board approvals dated March 6, 2012 have authorized the Acquirer to acquire the equity shares tendered in the present open offer. The Acquirer proposes to finance the Offer through its internal accruals.

9.3 By way of security for performance of the Acquirer and PAC's obligations under the SEBI (SAST) Regulations, an unconditional, irrevocable and on demand bank guarantee dated March 7, 2012 (**"Bank Guarantee"**) has been issued by Axis Bank Limited having its office at Laxmi The Mall, Building No. 5, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053, on behalf of the Acquirer in favour of the Manager to the Offer which is valid up to and including July 6, 2012 or 20th day from the date of the closure of the offer, whichever is earlier for an amount up to Rs. 4,20,50,000 (Rupees Four Crores Twenty Lakhs and Fifty Thousand Only) being the amount required under Regulation 28(2) of the SEBI (SAST) Regulations (i.e., 25.00% of the Maximum Consideration).

9.4 Further, the Acquirer, PACs and Manager to the Offer have entered into an Escrow Agreement dated March 5, 2012 with Axis Bank Limited (as an Escrow Agent). The Acquirer and PACs have opened cash escrow account ("**Escrow Account - Cash**") with Axis Bank Limited, having its office at Lokhandwala Branch at Laxmi the Mall, Building No.5, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400 053, and the Acquirer has deposited a sum of Rs. 16,82,000 (Rupees Sixteen Lakhs and Eighty Thousand Only) in the said cash escrow account being 1.00% of the Maximum Consideration payable under the Offer assuming full acceptance at the aforesaid Offer Price in accordance with regulation 28(10) of the SEBI (SAST) Regulations. The Bank Guarantee and Escrow Account – Cash are together referred to as **"Escrow Accounts"**.

9.5 The Acquirer and PACs confirm that the funds lying in the above mentioned Escrow Accounts will be utilized exclusively for the purpose of the Offer. Further, Manager to the Offer has been empowered to operate the Escrow Accounts in compliance with regulation 28 of the SEBI (SAST) Regulations.

9.6 Mr. K. V. Beswal, Partner (Membership no. 131054) of M/s. V K Beswal & Associates, Chartered Accountants, the statutory auditors of the Acquirer, having its address at 408/410, Rewa Chambers, 31 New Marine Lines, Mumbai 400 020, Tel: +91 22 2206 5656, Fax: +91 22 2209 5666 have vide its letter dated March 6, 2012 certified that the Acquirer have adequate resources to meet the financial requirements of the Offer and that firm arrangement for financial resources required to implement the Offer i.e., funds and money for payment through verifiable means is already in place.

9.7 The Acquirer and PACs have *vide* a certificate dated March 7, 2012 given an undertaking to the Manager to the Offer to meet their financial obligations under the Offer. Axis Bank Limited, as Manager to the Offer, has been duly authorized by the Acquirer and the PACs to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

9.8 Firm arrangements for financial resources required to implement the Offer i.e. funds for payment through verifiable means are in place to fulfill the obligations of the Acquirer and the PACs under the Offer and the Manager to the Offer is satisfied that the Acquirer and the PACs have adequate resources to meet the financial requirements of the Offer in accordance with the SEBI (SAST) Regulations.

10 OTHER TERMS OF THE OFFER

10.1 The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to the Shareholders of the Target Company (other than the Acquirer and the PACs, the Promoters & Promoter Group), whose names appear on the Register of Members of the Target Company and to the beneficial owners of the Equity Shares of the Target Company, whose names appear as beneficiaries on the records of the respective Depositories, at the close of business on March 16, 2012 ("**Specified Date**").

10.2 The acceptance of the Offer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer and the PACs will not be responsible in any manner for any loss of Equity Share certificate(s) and offer acceptance documents during transit and the Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

10.3 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected. Acquirer and the PACs will acquire the Equity Shares free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to dividends, bonus and rights declared hereafter.

10.4 Each Shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

10.5 Shareholders holding Equity Shares in physical form who wish to tender their Equity Shares will be required to send the Form of Acceptance cum Acknowledgement, original share certificate(s) and valid transfer deed(s) duly signed to the Registrar to the Offer- Link Intime

India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai – 400 078, India [Contact Person: Mr. Pravin Kasare; Tel: +91 22 2596 7878; Fax: +91 22 2596 0329; Email: sti.offer@linkintime.co.in] ("**Registrar to the Offer**") either by hand delivery on weekdays or by registered post on or before the Closing Date of the Offer, i.e not later than May 19, 2012, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgment. They can also tender their Equity Shares by hand delivery at any of the collection centers mentioned in paragraph number 10.13.

10.6 For Shareholders holding Equity Shares in dematerialised form, Registrar to the Offer has opened a Special Depository Account with National Securities Depository Limited ("**NSDL**") called "LIIPL STIIL OFFER ESCROW DEMAT ACCOUNT ("**Special Depository Account**"). Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the special depository account:

DP Name	Ventura Securities Limited
DP ID	IN303116
Client ID	10943143
Account Name	LIIPL STIIL OPEN OFFER ESCROW DEMAT ACCOUNT
Depository	NSDL

10.7 Shareholders having their beneficiary account in Central Depository Services (India) Limited have to use Inter depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account.

10.8 Equity shareholders holding shares in physical form should enclose:

a) *Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all equity shareholders whose name appears on the share certificates.*
b) *Original share certificate(s).*
c) *Valid share transfer form(s) duly signed as transferors by all registered equity shareholders (in case of joint holdings), in the same order and as per the specimen signatures registered with and duly witnessed at the appropriate place.*
d) *In case of registered shareholders in whose respect, the aforesaid documents have not been received, but the original share certificate(s) and duly signed transfer form(s) have been received, the Offer shall be deemed to have been accepted.*

10.9 Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares will be required to send their Form of Acceptance cum Acknowledgment along with the photocopy of the delivery instruction in "off-market" mode or counter foil of 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- Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai – 400 078, India [Contact Person: Mr. Pravin Kasare; Tel: +91 22 2596 7878; Fax: +91 22 2596 0329; Email: sti.offer@linkintime.co.in], either by hand delivery on weekdays or by registered post on or before the Close of the Offer, i.e not later than May 19, 2012, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgment. The credit for the delivered Equity Shares should be received in the Special Depository Account on or before Close of the Offer, i.e., no later than May 19, 2012.

10.10 Shareholders who have sent their Equity Shares for dematerialization need to ensure that the process of getting Equity Shares dematerialized is completed well in time so that the credit in the Special Depository Account should be received on or before the closure of the Offer, else the application would be rejected.

10.11 All owners (registered or unregistered) of the Equity Shares (except the Acquirer and the PACs and the Promoter and Promoter Group of the Target Company) 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 Equity Shares held, Number of Equity 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 Equity Shares. No indemnity is required from the unregistered owners.

10.12 In case of non-receipt of the Letter of Offer, the eligible persons may download the same from the website of SEBI at www.sebi.gov.in or alternatively send their consent to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Equity Shares held, Distinctive Number, Folio Number and Number of Equity Shares offered, along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. May 19, 2012 or by registered post so as to reach on or before the Closing of the Offer, i.e. May 19, 2012 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 Equity Shares held, number of Equity Shares tendered, 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 Closing of the Offer, i.e. May 19, 2012 or by registered post so as to reach on or before the Closing of the Offer, i.e. May 19, 2012.

10.13 The share certificate(s), share transfer form, Form of Acceptance and other documents, if any should be sent only to the Registrar to the Offer, at the collection centres mentioned below. **They should not be sent to the Manager to the Offer or the Acquirer and the PACs or the Target Company.** The above-mentioned documents can be sent to the following collection centres on all days except Saturdays, Sundays and public holidays between 10:00 AM to 4:30PM.

City	Contact Person	Address	Tel. No.	Fax No.	E-mail ID	Mode of Delivery
Mumbai	Pravin Kasare	Link Intime India Pvt. Ltd,C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078.	022-25967878	022-25960329	pravin.kasare@linkintime.co.in	Hand Delivery & RegisteredPost
Mumbai	Vivek Limaye	Link Intime India Pvt. Ltd, 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai - 400 001	022-22694127	022-25960329	vivek.limaye@linkintime.co.in	Hand Delivery
Ahmedabad	Hitesh Patel	Link Intime India Pvt. Ltd, 211 Sudarshan Complex, Near MithakhaliUnderbridg	079-2646 5179	079-2646 5179 **(Telefax)**	ahmedabad@linkintime.co.in	Hand Delivery

		e, Navrangpura, Ahmedabad - 380 009				
Bangalore	Prashant D. Shedbal	Link Intime India Pvt. Ltd., 543/A, 7TH Main , 3rd Cross, Hanumanthanagar, Bangalore - 560 019	080-26509004	080-26509004 **(Telefax)**	bangalore@linkintime.co.in	Hand Delivery
Kolkata	S.P. Guha	Link Intime India Pvt. Ltd, 59C,Chowringhee Road,3rd Floor, Kolkata -700020	033-22890539/40	033-22890539/40 **(Telefax)**	kolkata@linkintime.co.in	Hand Delivery
New Delhi	Swapan Naskar	Link Intime India Pvt. Ltd., A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi – 110028 .	011-41410592/93/94	011-41410591	delhi@linkintime.co.in	Hand Delivery
Chennai	Mrs. Solly Soy	C/o SGS Corporate Solutions India Pvt. Ltd., Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai-600 017	044- 2815 2672, 044-4207 0906	044- 2815 2672 (Telefax)	chennai@saspartners.com	Hand Delivery

10.14 In terms of regulation 22(5A) of the SEBI (SAST) Regulations, the 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 centers mentioned above as per the mode of delivery indicated therein on or before May 16, 2012.

10.15 The Withdrawal Option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

10.16 In case of non-receipt of Form of Withdrawal, the Withdrawal Option can be exercised by making a plain paper application alongwith the following details:

10.16.1 In case of physical Equity Shares, name, address, distinctive numbers, folio number, number of Equity Shares tendered/withdrawn; and

10.16.2 In case of dematerialized Equity Shares: name, address, number of Equity Shares tendered/withdrawn, DP name DP ID, beneficiary account number and a photo-copy of delivery instruction in “Off-market” mode or counter-foil of the delivery instruction in “Off-market” mode duly acknowledged by the DP in favour of the Special Depository Account.

10.17 The withdrawal of Equity Shares will be available only for the share certificates/ Equity Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.

10.18 The intimation of returned Equity Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.

10.19 The Form of Withdrawal should be sent only to the Registrar to the Offer.

10.20 In case of partial withdrawal of Equity Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company.

10.21 Partial withdrawal of tendered Equity Shares can be done only by the Registered Shareholders / Beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

10.22 Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

10.23 As on the date of the Public Announcement, no statutory or regulatory approval(s) is/are required for the purpose of the Offer. However, in case of any statutory approvals being required by the Acquirer and/or PACs at a later date before the Closing of the Offer, the Offer shall be subject to all such approvals and the Acquirer and/or PACs shall make the necessary applications for such approvals. In case of delay in receipt of statutory approvals beyond June 01, 2012, interest will be payable for the delayed period in terms of regulation 22(12) of SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by Acquirer and the PACs in obtaining the requisite approvals, regulation 22(13) of SEBI (SAST) Regulations will also become applicable.

10.24 Payment of consideration will be made by crossed account payee cheque / demand draft and sent by registered post, to those Shareholders/unregistered owners and at their own risk, whose Equity Shares/ Share certificates and other documents are found in order and accepted by Acquirer and the PACs. In case of joint registered holders, cheques /demand drafts will be drawn in the name of the sole/first named holder/unregistered owner and will be sent to him. It is desirable that Shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque / demand draft.

10.25 Unaccepted or withdrawn share certificate(s), transfer form(s) and other documents, if any, will be returned by registered post at the Shareholders’/unregistered owners’ sole risk to the sole/first named shareholder/unregistered owner. Unaccepted or withdrawn Equity Shares held in demat form will be credited back to the beneficial owners’ depositary account with the respective depositary participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

10.26 The Registrar to the Offer will hold in trust the Share Certificates, Equity 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 Target Company who have accepted the Offer, till the cheques/ drafts for the consideration and/or the unaccepted Equity Shares/share certificates are dispatched / returned.

10.27 If the aggregate of the valid responses to the Offer exceeds the Offer Size of 58,00,000 (Fifty Eight Lakhs) fully paid-up Equity Shares of the Target Company, then valid applications received shall be accepted on a proportionate basis in accordance with regulation 21(6) of the SEBI (SAST) Regulations. The Equity Shares of the Target Company are compulsorily traded in dematerlization form, hence minimum acceptance/market lot will be one share.

10.28 While tendering the Equity 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 Equity Shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered. While tendering Equity 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 and the PACs under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid tax clearance certificate is not submitted, the Acquirer and the PACs will arrange to deduct tax at the rate as may be applicable to the category of the Shareholders under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder. Shareholders, while tendering their Equity Shares in the Offer may indicate an option to receive the payment of Offer Price through electronic form by indicating in the space provided in the Form of Acceptance cum Acknowledgement. The payment consideration for Equity Shares accepted under the Offer, in such cases, may be made through National Electronic Clearing Services (NECS), Direct Credit, Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), as applicable, at specified centers where clearing houses are managed by the Reserve Bank of India, wherever possible. In other cases, payment of consideration would be made through cheque / demand draft / pay order sent by registered post / speed post.

10.29 Shareholders who opt for receiving consideration through electronic form are requested to give the authorization for electronic mode of transfer of funds in the Form of Acceptance cum Acknowledgement, provide the Magnetic Ink Character Recognition / Indian Financial System Code of their bank branch and enclose a cancelled cheque or a photocopy of a cheque associated with the particular bank account, along with the Form of Acceptance cum Acknowledgement. In case of joint holders/unregistered owners, payments will be made in the name of the first holder/ unregistered owner. For the purposes of electronic transfer, in case of Shareholders opting for electronic payment of consideration and for purposes of printing on the cheque / demand draft / pay-order for the other cases, the bank account details will be directly taken from the depositories' database, wherever possible. A Shareholder tendering Equity Shares in the Offer, is deemed to have given consent to obtain the bank account details from the Depositories, for this purpose. Only if the required details cannot be obtained from the depositories' database then the particulars provided by the Shareholders would be used.

10.30 For Shareholders, who do not opt for electronic mode of transfer and for those shareholders, whose payment consideration is rejected / not credited through NECS / Direct

Credit / RTGS / NEFT, due to any technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through speed post / registered post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the Shareholder is registered. It is advised 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. It will be the responsibility of the tendering Shareholders to ensure that correct bank account details are mentioned with the Depositories and in the Form of Acceptance cum Acknowledgement.

10.31 Payment of consideration

Payment to those Shareholders whose Share certificates and/or other documents are found valid and in order will be by way of a crossed account payee cheque / demand draft / pay order or through DC, NEFT, RTGS, NECS, at specified centers where clearing houses are managed by the RBI within 15 days from the date of closure of Offer. Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS are requested to give the authorization for the same in the Form of Acceptance cum Acknowledgment and enclose a photocopy of cheque along with the Form of Acceptance cum Acknowledgment. The decision regarding the acquisition (in part or full), or rejection of, the Equity Shares tendered pursuant to this Offer and (i) any corresponding payment for the acquired Equity Shares and/or (ii) share certificates for any rejected Equity Shares or Equity Shares withdrawn, will be dispatched to the Shareholders by registered post at the Shareholder's sole risk. Equity Shares held in dematerialized form to the extent not acquired or Equity Shares withdrawn will be credited back to the respective beneficiary account with their respective DPs as per the details furnished by the beneficial owners in the Form of Acceptance cum Acknowledgment.

10.32 A schedule of some of the major activities in respect of the Offer is given hereinafter:

Particulars	Day and Date
Date of PA	Thursday, March 08, 2012
Specified Date	Friday, March 16, 2012
Last Date of Competitive Bid	Thursday, March 29, 2012
Date by which Letter of Offer to be dispatched to the shareholders	Saturday, April 14, 2012
Date of opening the Offer	Monday, April 30, 2012
Last date for revising the Offer Price/Number of Equity Shares	Thursday, May 10, 2012
Last date for withdrawal of acceptance by shareholders who have accepted the Offer	Wednesday, May 16, 2012
Date of Closing of the Offer	Saturday, May 19, 2012
Last Date by which communicating acceptance /rejection and payment of consideration for accepted shares / dispatch of Share Certificate in case of rejection	Friday, June 01, 2012

11 GENERAL

11.1 Shareholders who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Letter of Offer can withdraw the same up to three (3) working days prior to the date of Closing of the Offer i.e. May 16, 2012.

11.2 If there is any upward revision in the Offer Price up to seven (7) working days prior to the date of Closing of the Offer i.e. May 10, 2012 or withdrawal of the Offer, the same would be informed by way of public announcement in the same newspapers where this original PA appeared and such revised Offer Price would be payable to all the shareholders who have tendered their Equity Shares any time during the Offer and accepted under the Offer.

11.3 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected. 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.

11.4 **If there is a competitive bid:**

a) **The public offers under all the subsisting bids shall close on the same date.**

b) **As the Offer Price cannot be revised during 7 (Seven) working days 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.**

11.5 For any queries regarding the Offer, the shareholders / applicants may contact the Registrar to the Offer.

11.6 The Acquirer, the PACs and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any other SEBI (SAST) Regulations made under the SEBI Act.

11.7 Pursuant to regulation 13 of the SEBI (SAST) Regulations, the Acquirer and the PACs have appointed Axis Bank Limited as Manager to the Offer. This PA is issued on behalf of the Acquirer and the PACs by the Manager to the Offer.

11.8 The Acquirer and the PACs have appointed Link Intime India Private Limited as Registrar to the Offer, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai – 400 078, India, Telephone: (+91) 22 2596 7878 Fax: (+91) 22 2596 0329 Email: sti.offer@linkintime.co.in, Name of the Contact Person Mr. Pravin Kasare.

11.9 The Boards of Directors of the Acquirer and the PACs accept full responsibility for the information (except that which pertains to the Target Company) contained in this PA and also accept responsibility for the obligations of the Acquirer and the PACs laid down in the SEBI (SAST) Regulations.

This Public Announcement along with Letter of Offer is expected to be available on SEBI's website *(www.sebi.gov.in)*. Eligible shareholders to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which is expected to be available on SEBI's website *(www.sebi.gov.in)* from the Offer opening date, *i.e.*, April 30, 2012

Issued by the Manager to the Offer
For and on behalf of the Acquirer and the PACs

Axis Bank Limited
Corporate Office: Axis House,
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Dated: March 7, 2012
Place: Mumbai