PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

TEBMA SHIPYARDS LIMITED

Registered Office: III Floor, Khaleeli Centre, 149, Montieth Road, Egmore, Chennai – 600 008.

CASH OFFER FOR ACQUISITION OF EQUITY SHARES TO SHAREHOLDERS OF TEBMA SHIPYARDS LIMITED ("TSL" or "the Target Company" or "Tebma")

This Public Announcement ("PA") is being issued by Enam Financial Consultants Private Limited ("Enam" or the "Manager to the Offer") on behalf of India Advantage Fund - VI (hereinafter referred to as "IAF - VI" or "the Acquirer" or "Investor") pursuant to regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("the Regulations")

1. The Background to the Offer

1.1. The Board of Directors of Tebma Shipyards Limited has allotted on preferential basis 25,66,800 equity shares of Rs. 10/- each at a price of Rs. 233.75/- per share ("Preferential Issue") to IAF - VI in accordance with the guidelines for preferential issue of SEBI (Disclosure and Investor Protection) Guidelines, 2000 and the subsequent amendments thereto ("Guidelines").

The Preferential Issue has been duly authorised by a resolution passed by the Board of Directors of the Target Company at its meeting held on January 18, 2007 and by the special resolution by the shareholders of the Target Company under Section 81(1A) of the Companies Act, 1956 at the duly constituted Extraordinary General Meeting ("EGM") held on February 12, 2007 authorising the Board of Directors of the Target Company to issue and allot the above equity shares.

Pursuant to the subscription received from Acquirer, the Board of Directors of the Target Company allotted 25,66,800 equity shares to Acquirer on February 27, 2007. The said equity shares will be subject to "lock-in" as per the aforementioned Guidelines.

Prior to the aforementioned Preferential Issue the Acquirer held no shares of the Target Company. Upon the allotment of 25,66,800 equity shares, the Acquirer holds 25,66,800 equity shares representing 33% of the enhanced fully paid-up equity share capital of the Target Company.

1.2. A Share Holders Agreement ("SHA") dated 27th February 2007 was entered into among (a) the Acquirer (b) the Promoters and (c) the Target Company. The salient features of the SHA are as follows:

- IAF-VI has agreed to subscribe to 2,566,800 equity shares of a face value of Rs. 10/- each of the Target Company for cash at a premium of Rs. 223.75 per share aggregating to Rs. 599,989,500
- Upon Closing, the Investor shall have a right to nominate such number of Directors in proportion to its shareholding in the Company and its operating Subsidiaries, subject to a minimum of one director.
- Pursuant to the open offer, if the entire 20% of the Shares are tendered for sale by the Shareholders and hence the Promoters and Promoter Group shareholding of 29.83% of the paid up share capital of the Company and the IAF-VI shareholding of 53% of the paid up share capital of the Company (i.e.33% representing the Subscription Shares + 20% acquired in the Open Offer) crosses the benchmark of 75% of the paid up share capital of the Company, then, the Promoters and Promoter Group shall have to bring down their stake in the Company within the stipulated time and in such manner in consultation with OTCEI such that the combined shareholding of the Investor and Promoters/Promoter Group goes below the benchmark of 75% of the paid up share capital of the Company.
- No decision on any of the fundamental issues shall be taken at any meeting of the shareholders without the consent of IAF-VI. Such fundamental issues include amongst others Amend its Articles of association or Memorandum of Association; Changes the nature of its business, Approves or amends its annual business plan, any profit sharing schemes or any budgets; Approves the aggregate remuneration of the directors, CEO, COO & CFO or other key personnel; Appoints or makes changes in senior management, i.e. CEO, COO and CFO; etc
- The Company, the Promoters and the Aquirer have agreed that the Subscription Amount shall be used for the purpose of funding the expansion plans of the Company i.e. funding the construction of a new shipbuilding facility at Malpe, Karnataka and for working capital.
- The Company shall give the first right of refusal to the Investor in case of further issuance of shares in the Company. The right to invest would be at the same valuation as that given by a third party willing to invest in the Company.
- The Company shall, and the Promoters / Promoter Group shall procure that the Company shall, make a Qualified Initial Public Offering ('QIPO") on or before March 31, 2010

1.3. The total Promoters and Promoter Group holding including that of the Acquirer in the Target Company prior to the Preferential Issue was 23,20,551 equity shares of Rs.10/- each forming 44.52 % of the pre preferential issue equity share capital of the Target Company. The Acquirer was holding nil shares prior to allotment of shares through preferential issue by TSL to Acquirer on February 27, 2007. As on the date of this PA , the holding of Promoters and Promoter Group including that of the Acquirer in the Target Company as a result of the Preferential Issue would increase to 48,87,351 equity shares representing 62.83% of the post preferential equity share capital of the Target Company.

2. The Offer

2.1. Consequent to the above Preferential Issue, Acquirer is making an Open Offer in accordance with regulation 10 and 12 of the Regulations to the shareholders of the Target Company to acquire 15,55,636 fully paid-up Equity Shares of Rs. 10/- each of TSL ("Equity Shares"), representing 20% of the outstanding voting equity share capital (post Preferential Issue) of TSL, at a price of Rs. 233.75 per fully paid-up Equity Share (the "Offer Price") payable in cash (the "Offer" or "Open Offer"). The Offer is in accordance with regulation 10 and 12 of the Regulations, consequent to the Preferential issue referred to in paragraph 1.1 above, on account of substantial acquisition of equity shares and joint control.

2.2. Acquirer presently holds 25,66,800 equity shares of the Target Company, which have been acquired through Preferential Issue. Per share price paid for these equity shares was Rs. 233.75. The Acquirer has not acquired any equity share of TSL during the 12 months preceding the date of this PA other than the above-mentioned Preferential Allotment.

2.3. For the purpose of this Offer, there is no Person(s) Acting in Concert ("PAC") with the Acquirer.

2.4. The Offer is not subject to any minimum level of acceptance.

2.5. This is not a Competitive Bid

2.6. There has been no change in the Board of Directors of the Target Company as a consequence of the Preferential Issue as on the date of PA.

2.7. The Offer is subject to the terms and condition set out herein and in the Letter of Offer ("LOF") that would be sent to the shareholders of TSL.

2.8. This Offer is subject to receipt of the statutory approvals mentioned in paragraph 7 of the PA. In terms of regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

3. The Offer Price

3.1. The Equity Shares of The Target Company is listed on Over The Counter Exchange of India Ltd. ("OTCEI").

The shares of TSL is infrequently traded on OTCEI within the meaning of regulation 20 (5) sub clause (i). As per OTCEI, the securities of TSL was last traded on 11th December, 1999 at Rs. 2.25/-.

3.2. In accordance with regulations 20(5) of the Regulations, the Offer Price of Rs. 233.75/- per share is higher of the following:

a.	The negotiated price under the agreement for acquisition of share or voting rights or deciding to acquire shares or voting rights	Not Applicable
b.	The highest price paid by the Acquirer or persons acting in concert with him for acquisitions, if any, including by way of allotment in a public or rights or preferential issue during the 26 weeks period prior to the date of public announcement.	Rs. 233.75
c.	Other Parameters based on the audited accounts of TSL for financial year ended on March 31, 2006	
	(i) Return on Networth (%)	36.44
	(ii) Book Value per Share (Rs.)	23.70
	(iii) Earning Per Share (Rs.)	8.64
	(iv) Price Earning Ratio	27.05

3.3. TSL is operating in industry segment "Ship Building / Repair", wherein there is no listed company comparable with it, as the listed companies in the ship building industry have varied and different businesses compared to TSL and also vary widely in terms of financial parameters with TSL.

3.4. M/s. V Pichaikutty & Co., Chartered Accountants, have vide their report dated 27th February, 2007 stated that based on the decision of Hon'ble Supreme Court of India in the case of Hindustan Lever Employee Union Vs. Hindustan Lever Limited, 1995 (83 Com case 30), the Value Per Share (on a weighted average basis) of the Target Company would be Rs. 79.34/- per share (as per CCI formula), considering the Net Asset Value of equity shares of Rs. 23.70 /- per share as on March 31, 2006 and the Earning Based Value per share (PECV) of Rs. 65.92/-.

Hence the offer price of Rs. 233.75/- per share offered by Acquirer to the shareholders of The Target Company under the proposed Open Offer is justified in terms of 20(5) of the Regulations.

4. Information on India Advantage Fund - VI, the Acquirer

4.1. India Advantage Fund - VI having its registered office at Prestige Obelisk, 10th Floor, Kasturba Road, Bangalore -560001 was setup in-terms of the Indenture of Trust dated September 23, 2005, between Western India Trustee & Executor Company Limited and ICICI Venture Funds Management Company Limited. The Indenture of Trust was executed in the state of Tamil Nadu. IAF-VI is constituted under the provisions of the Indian Trust Act, 1882 with Western India Trustee & Executor Company Limited as its Trustees. The Fund is managed by ICICI Venture Funds Management Company Limited ("Fund Manager"/ "Investment Manager").

4.2. IAF-VI is currently engaged in the activities of investing in equity, quasi-equity and equity related instruments issued by companies, industrial and commercial undertakings. Various banks and institutions including ICICI Bank Ltd. and foreign investors have contributed to the Fund. IAF-VI is not listed on any stock exchange in India or abroad.

IAF-VI is managed by ICICI Venture Funds Management Company Limited.

4.3. **Financial highlights of IAF - VI:**

Since, the first draw-down of contribution of IAF-VI was effected in June 2006, there are no audited accounts to report as on the date of this Public Announcement.

4.4. IAF-VI has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

5. Information on Tebma Shipyards Limited ("TSL" or 'Tebma"), the Target Company

5.1. TSL having its registered office at III Floor, Khaleeli Centre, 149, Montieth Road, Egmore, Chennai – 600 008 was incorporated as Tebma Engineering Private Limited on 09.07.1984 under the provisions of Companies Act, 1956. Subsequently, the name was changed to Tebma Engineering Limited on 21.10.1993 and further changed to Tebma Shipyards Limited on 17.07.1998.

5.2. Tebma Shipyards Limited is one of the leading shipyards in the private shipbuilding sector in India. Tebma Shipyards Ltd. has received the ISO 9001 certification from BVQI in respect of its design and construction process. The products of the company spans a wide range of workboats and other vessels and include tugs, platform supply vessels, amphibious and conventional cutter suction dredgers, pilot launches and other ocean going vessels including barges, pontoons, floating cranes etc. Tebma has built over 115 vessels to date catering to the requirements of a diverse clientele including leading ports, defence establishments, power plants, shipping companies, lake authorities and dredging service providers both in the public as well as the private sector. Tebma has also executed some export orders to Singapore. Tebma has two construction facilities one located at Chengalpattu, at a distance of 70 km from Chennai and the other fast coming up at Malpe, Near Udupi, South Karnataka.

5.3. The issued and subscribed equity share capital of the Target Company as at the date of this Public Announcement pursuant to the Preferential Issue comprises of 77,78,180 fully paid-up Equity Shares of Rs. 10/- each aggregating Rs. 77.78 mn. There are no partly paid-up Equity Shares of TSL as at the date of this Public Announcement.

5.4. The Equity Shares of TSL are listed on OTCEI.

5.5. The financial highlights of TSL are as given below:

(Rs. Lakhs)

For the period ended	March 31, 2004 (Audited)	March 31, 2005 (Audited)	March 31, 2006 (Audited)	Nine months ended, December 31 2006 (Limited Review, Unaudited)
Months	12	12	12	9
Total Income	2821.15	3375.68	8929.64	8796.72
Profit After Tax	20.91	171.52	450.06	187.87
Equity Share Capital	521.14	521.14	521.14	521.14
Preference Share Capital	Nil	Nil	Nil	Nil
Reserves and Surplus (excluding revaluation reserves & misc. exp. not written off)	362.76	357.80	688.66	876.52
Earning Per Share (Rs.)	0.40	3.29	8.64	3.60
Return on Networth (%)	2.36	19.41	36.44	13.44
Book Value Per Share (Rs.)	16.96	16.96	23.70	26.82

(Source: Annual Reports for Financial Year 2004 to 2006 and limited review for Nine Months period ended on December 31, 2006 as adopted by the Board of Directors of TSL by circular resolution on January 23, 2007)

5.6. TSL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

5.7. The Board of Directors of Tebma Shipyards Limited as on the date of PA comprises of Mr. P. K. Balasubramanian; Mr. P. V. Krishna ; Mr. B. Jayakumar; Mr. G. Shriram and Mr. Berk Hedrikusvan

6. Rationale for the Acquisition and Offer

6.1. This Offer to the shareholders of TSL is made pursuant to regulation 10 and 12 of the Regulations consequent to the Preferential Issue of equity shares to Acquirer as explained in paragraph 1.1 above and for substantial acquisition of equity shares with joint control.

6.2. TSL made the preferential issue to augment its long term resources for the construction of a new shipbuilding facility at Malpe, Karnataka and for working capital. The Acquirer believes that this investment shall help the company to develop its new yard.

6.3. To the extent required and to optimize the value to all shareholders, the Acquirer may, subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of TSL. The Board of Directors of TSL will take appropriate decisions in these matters. The Acquirer does not have any plan to dispose off or otherwise encumber any asset of TSL in the next two years except in the ordinary course of business of TSL and except to the extent mentioned above. However, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of TSL except with the prior approval of the shareholders of TSL.

7. Statutory Approvals and Other Approvals for the Offer

7.1. The Offer is subject to the Acquirer obtaining the appropriate approval from RBI under the Foreign Exchange Management Act 1999 ("FEMA") for acquiring and transferring the Equity Shares held by non-resident shareholders who tender in this Offer. The necessary application will be made by the Acquirer in this regard after the Closure of Offer.

7.2. As of the date of this Public Announcement, to the best of the knowledge of the Acquirer there are no other statutory approvals required to implement the Offer other than those indicated in this Public Announcement. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are not obtained.

7.3. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer.

7.4. In case of delay, due to non-receipt of statutory approvals, as per regulation 22(12) of the 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- agrees to pay interest to the shareholders beyond 15 days.

7.5. If the Acquirer fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be forfeited in the manner provided in regulation 28 (12) (e) of the Regulations.

7.6. The Acquirer reserves the rights to withdraw the Offer in the event of the requisite statutory approvals being refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original Public Announcement is being made.

7.7. The Offer is not subject to the approvals from Financial Institutions/Banks who have provided loans or financial assistance, as applicable.

8. Delisting Option in terms of Regulation 21(2)

In the event, pursuant to this offer, if the public shareholding in TSL falls below 25% of their equity share capital, in accordance with Regulation 21(2)of the SEBI (SAST) Regulations, 1997; to maintain the minimum public shareholding level as specified for continuous listing in the Listing Agreement signed with OTCEI, Promoters and Promoter Group shall bring down their stake in the Company within the stipulated time and in such manner in consultation with OTCEI such that the combined shareholding of IAF-VI and Promoters/Promoter Group goes below 75% of the paid up share capital of the Company.

9. Funding Arrangement for the Offer

9.1. The Acquirer has made firm financial arrangements for financing the acquisition of equity shares under the Offer, in terms of regulation 16 (xiv) of the Regulations.

9.2. The maximum purchase consideration payable by the Acquirer in the case of full acceptance of the Offer (i.e. 15,55,636 fully paid-up Equity Shares of Rs. 10/- each at the rate of Rs. 233.75 per Equity Share) would be Rs. 36,36,29,915/-. A lien on 85,247 units of Standard Chartered Liquidity Manager Plus Fund – Growth has been marked in favour of Enam Financial Consultants Pvt. Ltd., Manager to the Offer, by IAF-VI, in terms of regulation 28(4)(c) of the Regulations. The total value of such units as on the date of PA exceeds the escrow amount stipulated under regulation 28(2).

9.3. The Acquirer has also made a cash deposit of Rs. 36,36,300 (being 1% of the purchase consideration payable under this Offer) in the Escrow Account with ABN AMRO Bank The Manager to the Offer has been empowered to operate the Escrow Account.

9.4. The Acquirer has made firm financial arrangements for the Maximum Consideration by way of resources which are adequately liquid including cash and marketable securities. M/s Adithya And Vishwas, Chartered Accountants (signing partner Mr. Adithya Y. S. having membership no. 209786, have confirmed vide their letter dated February 27, 2007 that the Acquirer has made the firm arrangements for meeting their obligations under the Regulations.

9.5. The Manager to the Offer on the basis of the above has satisfied itself that the Acquirer has the ability to implement the Offer in accordance with the Regulations and amendments thereto as firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

10. Other Terms of the Offer

10.1. The Offer is not subject to any minimum level of acceptance. The Offer will be made to the shareholders of TSL and the Letter of Offer ("LOF") together with the Form of Acceptance cum Acknowledgement ("FOA"), the Form of Withdrawal ('FOW") and Transfer Deed ("TD") (for shareholders holding shares in physical form) will be mailed to those shareholders of TSL, other than Acquirer and signatories to SHA of TSL, whose names appear on the Register of Members of TSL and the beneficial owners of the shares whose names appear on the beneficial records of the respective share depositories, at the close of business hours of March 06, 2007 (the "Specified Date").

Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of TSL as on the Specified Date.

10.2. The Acquirer has appointed Cameo Corporate Services Limited ("CCSL") as Registrar to the Offer. CCSL has set up the following centres to collect the acceptances being tendered in this Offer.

Name & Address of Collection Centres	Contact Person	Mode of Delivery	Telephone No.	Fax No.
Cameo Corporate Services Ltd. 304, Sai Sadan, 76-78, Mody Street Fort, Mumbai 400 001	Mr. Milind S. Dalvi	Hand delivery only	022 – 2264 4325	022 – 2264 4325
Cameo Corporate Services Ltd. 9-1-152A, Second floor Sebastian Road Secunderabad – 500 003	Mr. G Nagesh	Hand delivery only	040-6453 7951	040 – 6453 7951
Cameo Corporate Services Ltd 'Subramanian Building' No1. Club House Road Chennai 600 002	Mr. Srinivasan	Post and Hand delivery	044 – 2846 0390	044 – 2846 0129
Cameo Corporate Services Ltd. C/o. Dynamic Projects 196-A, G. Arabinda, Sarani, Kolkata - 700 004	Mr. Gautam Sarkar	Hand delivery only	033 - 25333706	033 - 24551077 033 - 25333706
Cameo Corporate Services Ltd C/o. Sterling Services 3202, Dispensary Lane, Opp Dispensary, Pahar Ganj, New Delhi – 110 055	Mr. Sohan Singh	Hand Delivery only	011 – 41698865 011 – 23581484	011 – 41698462
Cameo Corporate Services Ltd C/o. S/LIC, Block No. 7, House No. 77, 5 Phase, KHB Colony, YELAHANKA, New Town, Bangalore – 560 064	Mr. S. Ramakrishnan	Hand Delivery only	098810198440	
Cameo Corporate Services Ltd. C/o. Kanj & Associates Company Secretaries 3-4 Aishwarya Sankul S.No.17 Near Sangam Press, G A Kulkarani Road, Opp. Joshi Railway Museum, Kothrud, Pune – 411 038	Mr. Athavale Mahesh Anant	Hand Delivery only	020-56204591 020-56296055 09822595741	020-25461561
Cameo Corporate Services Ltd. C/o. Mr. A Dalal Kunjal Pr. Company Secretary 205, Pawanhans Complex Behind Chamunda Restaurent Opp. Sub. Jail, Ring Road Surat – 395 002	Mr. A Dalal Kunjal	Hand Delivery Only	0261-2366670 09227900395	0261-2366670
Cameo Corporate Services Ltd. C/o. M. Balasubramanian 101,First Dal Complex Opp. Bata Show Room Ashram Road, Ahemdabad - 380 009	Mr. M Balasubramaian	Hand delivery only	09327055153	
Cameo Corporate Services Ltd C/o. Mr. Viral Shangvi MJP Associates Pr. Company Secretary 707 Star Plaza, Phulchhab Chowk Rajkot 360 001	Mr. Viral Shangvi	Hand Delivery only	0281-3045040 09825216607	0281-3045040

The documents can be tendered at the above centres between 10.00 am to 1.00 pm and 2.00 pm to 5.00 pm from Monday to Friday. The centres will be closed on Saturdays and Sundays and public holidays.

10.3. All owners of equity shares, demat/physical, registered/unregistered (except the Acquirer and signatories to SHA) are eligible to participate in the Offer anytime before closure of the Offer.

All registered owners except the Acquirer and signatories to SHA can send duly completed FOA, filled and signed in accordance with the instructions contained in the LOF and FOA, to the Registrar to the Offer, CCSL, at the collection centres mentioned in 10.2, before the closure of the Offer i.e. May 14, 2007. No indemnity shall be required from the unregistered shareholders.

10.4. CCSL has opened a special depository account with following details

DP Name	Indian Overseas Bank
DP ID	IN302437
Client ID	20117150
Account Name	Cameo Corporate Services Ltd. – Escrow A/c. for Tebma Shipyard Limited - Open Offer
Depository	National Securities Depository Limited

10.5. The shareholders tendering shares in demat form should ensure the credit of shares in favor of the special depository account mentioned above, before the close of business hours on May 14, 2007. FOA in respect of dematerialized equity shares not credited to the above special depository account before the closure of Offer is liable to be rejected. Beneficial owners are therefore requested to tender the delivery instructions at least 2 working days prior to the date of closure of the Offer.

Shareholders having their beneficiary account in Central Depository Services Limited ("CDSL") have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the above mentioned special depository account.

10.6. The shareholders tendering equity shares of TSL in the dematerialised form, will be required to send the FOA along with counterfoil/photocopy of the delivery instructions (in "Off-market" mode) in favor of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar either by hand delivery or by registered post on or before the closure of the Offer.

For shareholders of TSL holding physical certificates and who wish to accept the Offer and tender their shares will be required to send the FOA together with the share certificate (s) and transfer deed(s) to the Registrar.

10.7. In case of non-receipt of the LOF/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to CCSL at any of the collection centers clearly marking the envelope "TSL - Open Offer" or make an application on a plain paper duly signed and stating Name/ Address/No. of shares offered/DP Name/DP ID/ together with the counterfoil/photocopy of the delivery instructions in "off market" in favor of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP").

Unregistered owners holding shares in physical form can send their application in writing on plain paper, duly signed and stating Name/Address/No. of shares offered/Share Certificate No.(s)/Distinctive (No).s/Folio (No).s together with the original Share Certificate(s), valid transfer deeds as received from the broker (**Columns meant for transferee / buyer should be kept blank**) to the Registrar to the Offer.

10.8. In case any person has lodged shares of TSL for transfer and the transfer has not yet been effected, the concerned person may apply on plain paper giving details as stated above along with a transfer deed duly signed (Columns meant for transferee / buyer should be kept blank) and the acknowledgement of the lodgment of shares of transfer. Such person should also instruct TSL and its Registrar and Transfer Agent to send the transferred share certificate(s) directly to the collection center as mentioned in 10.2 above. The applicant should ensure that the certificate(s) reach the designated collection center before the closure of the Offer.

In case any person has lodged shares of TSL for dematerialization and the dematerialization has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by shareholder's DP. The shareholder should ensure the credit of shares in favor of the special depository account mentioned above, before the closure of the Offer. A copy of the delivery instructions acknowledged by the DP should also be forwarded along with the FOA and other documents.

10.9. If the number of shares tendered by the shareholders are more than the Offer size, the acquisition from each shareholder will be as per regulation 21(6) on a proportional 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. For the purpose of proportional acceptance, preference would first be given to public shareholders. In the event after considering the valid applications by public shareholders, the Offer is not fully accepted, then shares tendered by such shareholders forming part of the Promoter Group who are not signatories to the SHA, may be considered. Provided that acquisition of equity 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.

10.10. The Registrar will hold in trust the share certificates, transfer deeds, shares lying in credit of the special depository account, FOA on behalf of the shareholders of TSL who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the Regulations.

10.11. Equity shares tendered by the shareholders of TSL in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.

Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of TSL may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered under the Offer prior to the date of closure of the Offer.

10.12. The consideration received by shareholders for shares accepted in the Offer will be subject to the capital gains tax applicable as per the Income-tax Act, 1961. Further, the securities transaction tax will not be applicable on shares accepted in this Offer.

10.13. As per the provisions of Section 196D (2) of the Income Tax Act, 1961, and as amended (the "Income Tax Act"), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor ("FII") as defined in section 115 AD of the Income Tax Act. However, while tendering their equity shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non-resident shareholders will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders. Non Resident shareholders should also submit copy of the permission received from Reserve Bank of India for acquisition of the shares of TSL. In case of its non-submission, Acquirer reserves their right to reject the shares tendered in the Offer.

10.14. The Acquirer will purchase the shares from the shareholders of TSL who have validly tendered the shares in the Offer (i.e. equity shares and/or other documents are in order in terms of the Offer) and remit the consideration in respect thereof within 15 days from Offer closure by crossed account payee cheques/demand drafts. Consideration in excess of Rs.1,500/-, unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder/unregistered owner. All despatches involving payment of a value up to Rs. 1500/- will be made under certificate of posting at the shareholders' sole risk.

Equity shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished in the FOA.

10.15. A schedule of some of the key events in respect of the Offer is given below:

Key Events	Day & Date
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Tuesday, March 6, 2007
Last Date for Competitive Bid	Monday, March 26, 2007
Date by which Letter of Offer will be posted to shareholders	Tuesday, April 17, 2007
Date of Opening of the Offer	Wednesday, April 25, 2007
Last date for revising the Offer Price / No. of equity Shares	Thursday, May 3, 2007
Last date of withdrawal of tendered application by the shareholders of TSL	Wednesday, May 9, 2007
Date of Closing of Offer	Monday, May 14, 2007
Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired Equity Shares and/or the unaccepted Equity Shares / Share Certificate(s) will be dispatched / credited	Tuesday, May 29, 2007

11. General

11.1. In accordance with regulation 22(5A) of the Regulations, the 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 working days prior to the date of closure of the Offer.

The withdrawal option can be exercised by submitting the FOW. In case of non-receipt of the FOW, the withdrawal option can be exercised by making an application on plain paper, giving the following details:

In case of Demat Shareholders: Name, Address, DP name, DP ID, Beneficiary A/c no., No. of shares Tendered and to be Withdrawn, Counterfoil/ Photocopy of the delivery instructions.

In case of Physical Shareholders: Name, Address, Folio No.(s), Distinctive No. (s), No. of shares Tendered/Withdrawn.

11.2. If the Acquirer decides to make upward revisions in the Offer Price / Number of equity shares to be acquired, in accordance with regulation 26 of the Regulations, such upward revision will be made not later than May 3, 2007 (seven working days prior to the date of closure of the Offer). Such revisions/ amendments would be affected by making a Public Announcement in the same newspapers in which this original Public Announcement is being made.

In case of an upward revision in the Offer price, the revised price will be payable to all the shareholders (who have validly tendered their shares in the Offer period) to the extent of their shares being accepted.

11.3. **If there is a competitive bid:**

11.4. **The public Offer under all the subsisting bids shall close on the same date.**

11.5. **As the Offer Price cannot be revised during the 7 working days prior to the closing date of the offers/bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final Offer price of each bid and tender their acceptances accordingly.**

11.6. Pursuant to regulation 13 of the Regulations, the Acquirer has appointed Enam Financial Consultants Pvt. Ltd., as Manager to the Offer. As on date of PA, the Manager to the Offer does not hold any share in the Target Company.

11.7. ICICI Venture Fund Management Company Limited, investment manager of IAF-VI, accepts full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments made thereto.

11.8. For further details please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.

This Public Announcement would also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of Letter of Offer, Form of Acceptance and the Form of Withdrawal which will be available on SEBI's website at (www.sebi.gov.in) from the Offer opening date i.e. April 25, 2007, and can apply on the same.

Registrar to the Offer:

Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002
Tel.: (+91 44) 2846 0390 Fax: (+91 44) 2846 0129, Email: tsl@cameoindia.com
Contact Person: Mr. N. A. Srinivasan

ISSUED BY MANAGER TO THE OFFER

ENAM FINANCIAL CONSULTANTS PRIVATE LIMITED
801/ 802 Dalamal Towers, Nariman Point, Mumbai - 400 021.
Tel.: (+91 22) 6638 1800 Fax: (+91 22) 2284 6824
Email: tsl@enam.com, Contact Person: Mr. Prabhat Rai

ON BEHALF OF THE ACQUIRER
India Advantage Fund - VI
Registered Office: Prestige Obelisk, 10th Floor, Kasturba Road,
Bangalore -560 001. Tel.: (+91-80) 4149 7021 Fax: (+91-80) 4149 7027

Place : Mumbai
Date : March 5, 2007