PUBLIC ANNOUNCEMENT
FOR THE ATTENTION OF THE SHAREHOLDERS OF

TELEPHOTO ENTERTAINMENTS LIMITED

("TEL"/ "TARGET COMPANY")

Registered Office: 34 (New), Thirumalai Road, T.Nagar, Chennai 600 017

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This Public Announcement ("Public Announcement") is being issued by JM Morgan Stanley Private Limited ("Manager to the Offer" or "JMMS"), on behalf of PVP Enterprises Private Ltd. ("Acquirer") and PVP Ventures Pvt. Ltd., Platex Ltd. and Prasad V. Potluri being persons acting in concert with Acquirer ("PACs"), pursuant to Regulations 10 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. PVP Enterprises Private Limited ("Acquirer") is a company incorporated under the Companies Act, 1956 ("Act") and having its registered office at 8-2-609/K, Avenue 4, Street No 1, Road No 10, Banjara Hills, Hyderabad - 500034. The Acquirer has entered into a Share Purchase Agreement dated February 25, 2007 (the "Agreement") with K.S. Suresh, K.S. Aghoram and K.S. Ganesh (collectively known as the "Sellers") to acquire 2,17,06,432 fully paid up equity shares (the "Purchase Shares") (being 37.5% of the total issued and paid up equity share capital of SSI Limited, a company incorporated under the Act and having its registered office at 34 (New), Thirumalai Road, T. Nagar, Chennai 600 017 ("SSI"), at a price of Rs. 208 per share for a total consideration of Rs. 451,49,37,856 in cash ("Negotiated Price"). Acquirer has entered into the Agreement with an objective to acquire management control of SSI. Of the total number of Purchase Shares, 37,17,776 equity hares are subject to lock-in for a period of three years commencing from August 31, 2005 and 80,36,235 equity shares are subject to lock-in for a period of three years and one month from September 27, 2006 ("Lock-in Shares").

1.2. By reason of the execution of the Agreement between the Acquirer and Sellers for acquisition of the Purchase Shares of SSI, the Acquirer has issued a separate public announcement to the shareholders of SSI pursuant to Regulation 10, Regulation 12 and other applicable provisions of the SEBI (SAST) Regulations.

1.3. The Target Company is a subsidiary of SSI and is listed on the Bombay Stock Exchange Limited ("BSE") and Madras Stock Exchange ("MSE"). As on the date of this Public Announcement, SSI holds 54.65% of the Voting Capital (as defined in paragraph 1.7 below) of the Target Company. Since the acquisition of the Purchase Shares by the Acquirer results in an indirect acquisition of control of the Target Company which could also be regarded as an indirect acquisition of the shares in the Target Company which are held by SSI, the Acquirer is making an offer under Regulation 10 and 12 of the SEBI (SAST) Regulations to the shareholders of the Target Company to acquire upto 15,27,323 equity shares of the Target Company which constitutes 20% of Emerging Voting Capital (as defined in paragraph 1.7 below) of the Target Company in accordance with SEBI (SAST) Regulations as on May 24, 2007, being the date which is 15 days from the date of closure of this Offer, in accordance with Regulation 21(5) of the SEBI (SAST) Regulations.

1.4. PVP Ventures Private Limited ("PVP Ventures") a company registered under the Companies Act, 1956, and having its registered office at 8-2-609/K, Avenue 4, Street No 1, Road No 10, Banjara Hills, Hyderabad - 500034, which is the holding company of Acquirer; Platex Limited, ("Platex"), a company incorporated under the laws of Mauritius, and having its registered office at 10 Frere Felix de Valois Street, Port Louis, Mauritius, which is the holding company of PVP Ventures; and Mr. Prasad V. Potluri, who is a Non Resident Indian currently residing at Plot No. 1277, Road No. 63A, Jubilee Hills, Hyderabad 500033, who is the 100% shareholder of Platex are "persons acting in concert" ("PACs") with the Acquirer for the purpose of this Offer within the meaning of Regulation 2(1) (e) of the SEBI (SAST) Regulations. Since SSI, which is the holding company of the Target Company, is itself the subject matter of acquisition by the Acquirer due to which this consequential offer is being made, SSI may be deemed to acting in concert with the Acquirer ("DPAC") for the purpose of this Offer.

1.5. Acquirer and PACs are collectively referred to herein as the "Acquirer Group".

1.6. The following agreements / memorandum of understandings have been entered into prior to the date of this Public Announcement:

(i) As described above, Acquirer and Sellers have entered into an Agreement, under which Acquirer has agreed to purchase from Sellers and Sellers has agreed to sell to Acquirer the Purchase Shares. The said acquisition of Purchases Shares in SSI by the Acquirer results in an indirect acquisition of the shares of the Target Company. The Agreement provides that the sale and purchase of the Purchase Shares is subject to the fulfilment of the conditions specified in the Agreement, which include the receipt of regulatory approvals (including regulatory approvals, if any, required for the transfer of the Locked-in Shares) and receipt of a certification from the Manager to the Offer that the Acquirer has fulfilled its obligations under the SEBI (SAST) Regulations.

(ii) Sellers, Acquirer and IDBI Trusteeship Services Limited ("the Escrow Agent") have also entered into an escrow agreement dated February 25, 2007 ("Escrow Agreement") which sets out the mechanism for completing the transfer of the Purchase Shares agreed to be acquired from the Sellers by the Acquirer and the payment of the Negotiated Price for the Purchase Shares to the Sellers upon completion of the Acquirer's obligations under the SEBI (SAST) Regulations.

(iii) The salient features of the Agreement are, inter alia:

a. Upon the Manager to the Offer certifying compliance by the Acquirer of its obligations under the SEBI (SAST) Regulations in respect of the Offer made by the Acquirer to the shareholders of SSI, the Purchase

Shares shall be transferred to the Acquirer and the Negotiated Price for the Purchase Shares shall be released in favour of the Sellers in accordance with the terms of the Agreement and the Escrow Agreement.

b. Upon the closing of the transactions contemplated by the Agreement, the Board of Directors of SSI shall be reconstituted by appointment of the Acquirer's nominees to the Board as directors of SSI either at a Board meeting or, if necessary, at an extraordinary general meeting of the shareholders of SSI.

c. The Agreement provides that within 6 months from the Completion Date under the Agreement which is the date on which the Manager to the Offer certifies compliance by the Acquirer of its obligations under the SEBI (SAST) Regulations in respect of the Offer made to shareholders of SSI, the Acquirer shall procure that SSI ceases to use the names "Kalpathi" and "AGS" or any names similar thereto in any manner whatsoever including without limitation in respect of the projects of SSI. As the Sellers may request or renounce and forswear all rights relating to the above mentioned names.

d. Post the completion of the Open Offer transaction the Purchaser shall ensure that the Sellers who have given their personal guarantees to secure the indebtedness and/or obligations of SSI are relieved of their personal guarantees and obligations.

e. The Acquirer has paid a sum of Rs 44,10,00,000 to the Sellers on the date of execution of the Agreement, as advance towards payment of the Negotiated price.

f. The Acquirer shall become the Promoter of SSI upon the completion of this Open Offer under the SEBI (SAST) Regulations and the Sellers shall thereupon cease to be the Promoters of SSI

g. The Sellers shall exercise their rights and powers available to them in order to endeavour that in the period from the date of signing the Agreement to the completion of the Open Offer;

(i) SSI and each of the Subsidiaries manages or conducts its business or affairs in its ordinary course of business;

(ii) SSI and each of the Subsidiaries does not amend its memorandum and articles of association or certificate of incorporation;

(iii) SSI and each of the Subsidiaries does not authorize the issuance of, or issue any shares, warrants or other securities convertible into shares or stock options or bonus or enter into any contract with any person in respect of the same;

(iv) SSI and each of the Subsidiaries does not declare any dividend to the Shareholders

(v) SSI and each of the Subsidiaries does not take any important or material decision having a material adverse effect on the Company and its business

(vi) Each of the subsidiaries of SSI shall maintain their shareholding as it is on the date of the Share Purchase Agreement

(vii) SSI and each of the Subsidiaries, other than in normal course of business, shall not incur any further indebtedness, liabilities or obligations or enter into contracts, leases, licenses, instruments, commitments (oral or otherwise) for an amount in excess of INR 10,00,000 (Rupees Ten Lakhs); and

(viii) SSI and each of the Subsidiaries, other than in normal course of business, shall not borrow in any form of loans, bonds or debentures or otherwise incur any obligation including giving/receiving guarantees, document of comfort or accommodation and/or agree to any negative lien or pledge and creating charge or any encumbrance over any of its assets or dispose its assets in excess of INR 10,00,000 (Rupees Ten Lakhs).

1.7. As of the date of this Public Announcement, the Target Company has 61,36,611 outstanding equity shares of face value Rs 10 each ("Voting Capital"), and 15,00,000 outstanding warrants which, when converted would result in an increase in the equity share capital of the Target Company to 76,36,611 equity shares. As per information currently available, the warrants can be exercised prior to 15 days after the closure of the Offer, and if these warrants as aforesaid are exercised, it would result in the equity capital of the Target Company increasing to 76,36,611 equity shares ("Emerging Voting Capital").

2. THE OFFER

2.1. This Offer is being made by Acquirer to the public shareholders of the Target Company to acquire up to 15,27,323 equity shares being 20% of the Emerging Voting Capital of the Target Company ("Offer Share(s)"). This Offer is being made pursuant to Regulations 10 and 12 of the SEBI (SAST) Regulations, consequent upon the acquisition of the Purchase Shares by the Acquirer, which could also be regarded as an indirect acquisition of shares and of control of the Target Company. This Offer is being made at a price of Rs. 31.50 per fully paid up equity share (the "Offer Price"), payable in cash in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned hereinafter (the "Offer" or "Open Offer").

2.2. The Acquirer and the PAC do not directly hold any equity shares in the Target Company as of the date of this Public Announcement. Upon completion of the Offer, assuming full acceptances the Acquirer will directly hold 20% of the Emerging Voting Capital of the Target Company

2.3. The Manager to the Offer does not hold any equity shares of the Target Company as on the date of this Public Announcement.

2.4. Subject to the receipt of regulatory approvals as set out in paragraph 7 below, and other terms and conditions as set out in this Public Announcement and the Letter of Offer to be sent to the public shareholders of the Target Company, the Acquirer will acquire equity shares tendered pursuant to the Offer.

2.5. This Offer is being made to all the shareholders of the Target Company (except the Acquirer Group, the Seller and the DPAC) and is not conditional on any minimum level of acceptance by the shareholders of the Target Company. During the Offer period, Acquirer may purchase additional equity shares of the Target Company in accordance with the SEBI (SAST) Regulations. In the event that the Acquirer or the PACs purchases additional equity shares of the Target Company during the Offer period, such purchase shall be disclosed to the stock exchanges where the equity shares of the Target Company are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the SEBI (SAST) Regulations.

2.6. Save and except the PACs and the DPACs there are no other "persons acting in concert" within the meaning of Regulation 2(1)(e) of the SEBI (SAST) Regulations in relation to the Offer

2.7. This is not a competitive bid.

3. OFFER PRICE

3.1. The equity shares of the Target Company are listed on the Bombay Stock Exchange, (the "BSE") and the Madras Stock Exchange ("MSE"). Based on the information available, the shares of the Target Company are frequently traded on the BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.

3.2. The Offer Price of Rs. 31.50 per share is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations in view of being the highest of the following:

(i) The share price data of the Target Company on the BSE, where it is most frequently traded, preceding the date of this Public Announcement i.e. February 27, 2007, is as under:

The average of the weekly high and low of the closing prices of the shares of the Target Company during the 26-week period preceding the date of this Public Announcement	Rs. 24.77
The average of the daily high and low of the shares of the Target Company during the 2-week period preceding the date of this Public Announcement	Rs. 31.41

(Source: BSE website www.bseindia.com)

Since this Public Announcement is being made pursuant to an indirect acquisition of shares and of control in the Target Company, there is no negotiated price paid by the Acquirer for directly acquiring shares of the Target Company. Further, the Acquirer Group has not directly acquired any shares of the Target Company, during the 26-week period prior to the date of this Public Announcement.

In view of the above, the Offer Price of Rs. 31.50 per equity share is justified as per the SEBI (SAST) Regulations being the highest of the average share prices of the Target Company on the BSE as detailed above.

3.3 The equity shares of the Target Company are deemed to be infrequently traded on the MSE. Hence in terms of regulations 20(5) of the Regulations the Offer Price is justified as follows

- The Acquirer has not acquired any equity shares of the Target Company under any agreement referred to in Regulation 14(1)
- In the 26 weeks preceding the date of the Public Announcement, the Acquirer has not acquired equity shares of the Target Company through open market purchases on the floor of the stock exchanges
- In the 26 weeks preceding the date of Public Annoucement the Acquirer has not acquired any equity shares of the Target Company by way of allotment in a Public or Rights Issue or preferential allotment
- Other parameters based on the audited financials for the year ended March 31, 2006, are as under

Return on Networth	4.18%
Book Value per share	Rs 8.10
Earning Per Share	Rs 0.34
P/E Multiple based on Offer Price	92.41
Trailing twelve months industry average P/E Multiple Entertainment / Electronic Media Software Industry (Source: Capital Market Volume XXI/26, February 26 March 11, 2007 Category Entertainment / Electronic Media Software Industry)	54.20

Thus, the Offer Price is in full compliance with and is justified in terms of Regulations 20 of the Regulations

4. INFORMATION ON ACQUIRER AND THE PERSON ACTING IN CONCERT

4.1. PVP Enterprises Private Limited ('PVP') Acquirer

4.1.1. PVP is an unlisted company incorporated in India on 20th November, 2006 under the Companies Act, 1956 of India, with its registered office located at 8-2-609/K, Avenue 4, Street No 1, Road No 10, Banjara Hills, Hyderabad - 500034

4.1.2. The paid up capital of PVP is Rs. 1,01,00,000 consisting of 10,10,000 shares each of face value Rs. 10 per equity share. Since PVP was incorporated only on 20th November 2006, no annual accounts have been prepared for the Acquirer.

4.1.3. PVP is a 100% subsidiary of PVP Ventures, one of the PACs

4.1.4. Major areas of operations of PVP include purchasing, acquiring and leasing of land, buildings, structures and properties to develop the same into townships, markets, residential, industrial or commercial complexes. PVP is engaged in the business of planning and evaluating all steps, processes and techniques for setting up, managing, operating, and transferring various types of infrastructure projects. PVP also deals in various kinds of construction materials, equipments and machinery.

4.2. PVP Ventures Private Limited ("PVP Ventures") - Person Acting in Concert

4.2.1. PVP Ventures was incorporated on 4th September 2006 under the Companies Act, 1956 of India, with its registered office located at 8-2-609/K, Avenue 4, Street No 1, Road No 10, Banjara Hills, Hyderabad - 500034

4.2.2. The paid up capital of PVP Ventures is Rs. 30,04,60,310 consisting of 3,00,46,031 shares each of face value Rs. 10 per equity share. Since its incorporation was on 4th September 2006, no annual accounts have been prepared for PVP Ventures Pvt. Ltd.

4.2.3. PVP Ventures has two other subsidiaries apart from the Acquirer, Cyberabad City Projects Private Limited ("CCPPL") and Maven Infraprojects Private Limited ("MIPL") Both have been recently incorporated. CCPPL was incorporated on 24th July 2006 with an authorized capital of Rs. 2,00,00,000. and its paid up capital is Rs. 1,01,00,000. MIPL was incorporated on 8th August 2006 with an authorized capital of Rs. 10,00,000 and its paid up capital is Rs. 1,00,000.

4.2.4. Major areas of operations of PVP Ventures include purchasing, acquiring and leasing of land, buildings, structures and properties to develop the same into townships, markets, residential, industrial or commercial complexes. PVP Ventures is engaged in the business of planning and evaluating all steps, processes and techniques for setting up, managing, operating, and transferring various types of infrastructure projects. PVP Ventures also deals in various kinds of construction materials, equipments and machinery

4.2.5. The shareholding pattern of PVP Ventures Private Limited as on 31st January 2007 is as follows:

Sl. No.	Shareholder's Category	No. of Shares Held	Percentage
1	Promoters / Person in Control i.e Platex Limited	2,40,35,862	80.00%
2	FII/ Mutual-Funds/ FIs/Banks	Nil	
3	Private Corporate Bodies	7,66,599	2.55%
4	NRIs	20,63,244	6.87%
5	Resident Individuals	31,80,326	10.58%
	Total Paid Up Capital	3,00,46,031	100%

4.3. Platex Limited - Person Acting in Concert

4.3.1. Platex Ltd. was incorporated on 26th October 2006 under the under the laws of Mauritius, with its registered office located at 10 Frere Felix de Valois Street, Port Louis, Mauritius.

4.3.2. The paid up capital of Platex Ltd is USD 54,15,000 (equivalent to Rs. 23,91,26,400) *(Exchange rate 1US$ = 44.16 INR, Source: Bloomberg)* consisting of 54,15,000 shares each of face value USD 1 per equity share.

4.3.3. 100% of the paid up capital is being held by Mr. Prasad V. Potluri.

4.3.4. Since its incorporation was on 26th October 2006, no annual accounts have been prepared for Platex.

4.3.5. Platex is an investment holding company and besides PVP Ventures, Platex has no other subsidiaries or associate companies

4.4. Mr. Prasad V. Potluri - Person Acting in Concert

Mr. Prasad V. Potluri is a Non-Resident Indian. He is currently residing at Plot No. 1277, Road No. 63A, Jubilee Hills, Hyderabad 500033. His passport number is Z1715018.

The networth of Mr Prasad V Potluri as at February 20, 2007 is not less than Rs 100,00,00,000 as certified by Lalith Prasad and Co, signing partner Mr S Lalith Prasad having membership no. 23665, contact no 040 2339 9229/040 2332 7250, address: 402, Golden Green Apt., 6-3-542/1, Panjagutta, Hyderabad – 500 082

Mr. Prasad V. Potluri has been a serial entrepreneur in the outsourcing services arena and has a track record of interfacing with both US & Indian Markets. His expertise lies in building successful organizations based on organic growth and inorganic consolidation. He has been a CEO/Founder of several companies such as Procon Inc (1996), Albion Orion Company LLC (2000), Irevna Limited UK (2001) and Maven Corp (2003) and also holds strategic investments in other companies.

5. INFORMATION ABOUT THE TARGET COMPANY

5.1. Telephoto Entertainments Ltd. incorporated on February 2, 2000 under the Companies Act, 1956 has its Registered and Corporate office located at 34 (New), Thirumalai Road, T.Nagar, Chennai 600 017.

5.2. TEL is presently engaged in the business of making feature films as an Executive producer and the production of tele-serials on a commission basis. TEL has produced several television serials for reputed channels. TEL also has to its credit, critically acclaimed movie which was a National Award winner.

5.3. The equity shares of the Target Company are listed on BSE and MSE

5.4. Based on the latest audited standalone Annual Accounts of the Target Company, the financial statements of the Target Company are as follows:- (Rupees in Lakhs, except per-share amounts)

Year ended	For year ended March 31, 2006	Half year ended September 30, 2006
Revenue	321.72	2.66
Net Income	20.78	(7.74)
Equity Share Capital	613.66	613.66
Networth	819.04	819.04
Book Value per Share	8.10	7.97
Earnings Per Share	0.34	(0.13)
Return on Networth	4.18%	(0.94)
Price to Earning Multiple	86.61 (1)	

Note: (1) Based on closing price on BSE on February 26, 2007

5.5. As on the date of this Public Announcement, the Board of Directors of the Target Company comprises of [4] directors: Mr. R. Nagarajan (Non Executive Director), Mr. N.S. Kumar (Non Executive Director), Mr. K. Praveen Kumar (Non Executive Director), Mr. R. Rangarajan (Non Executive Director)

6. Reasons for the Offer and Future Plans

6.1 The Offer is being made in accordance with Regulations 10, Regulation 12 and other applicable provisions of the SEBI (SAST) Regulations as the proposed acquisition of the Purchase Shares by the Acquirer in SSI results in an indirect substantial acquisition of shares and voting rights in the Target Company and also an indirect change in control of the Target Company.

6.2 As on the date of this Public Announcement, the Acquirer Group does not have any plans to make any major change to the existing lines of business of the Target Company or to dispose of or otherwise encumber any assets of the Target Company in the next 24 months, except in the ordinary course of business of the Target Company and its subsidiaries. It will be for the Board of Directors of the Target Company to take appropriate decision in these matters as per the requirements of the business and in line with opportunities from time to time. Such steps shall be in compliance with applicable provisions of regulations, Companies Act, 1956, and/or other applicable laws at the relevant time and will be subject to prior approval of shareholders of the Target Company, wherever required.

6.3 Subject to the provisions of applicable law, Acquirer intends to have its nominee directors appointed to the Board of Directors of the Target Company upon completion of the sale of the Purchase Shares under the Agreement.

7. STATUTORY APPROVALS FOR THE OFFER

7.1. The Offer is subject to the receipt of approval from the Reserve Bank of India ("RBI") for acquiring shares from Non-Resident Indians who validly tender their equity shares under this Offer.

7.2. Acquirer will make the necessary applications to and filings with the various authorities to obtain the statutory approvals described above.

7.3. To the best of the Acquirer's knowledge, as of the date of this Public Announcement, there are no other statutory approvals required to implement the Offer other than those specified above. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals. Acquirer will have the right not to proceed with the Offer in the event that the statutory approvals indicated above are refused in terms of Regulation 27 of the SEBI (SAST) Regulations.

7.4. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to Acquirer for payment of consideration to shareholders of the Target Company, subject to Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of the willful default or neglect or inaction or non-action by Acquirer in obtaining the requisite approvals, the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.

7.5. To the best of their knowledge, the Acquirer Group does not require any approvals from financial institutions or banks for the Offer.

8. DELISTING OPTION

8.1. As per the listing agreement with the Stock Exchanges, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

8.2. Pursuant to the Offer, and the current Promoters ceasing to be part of the Promoter category after the successful closure of the Offer as per the terms of the Agreement the public shareholding of the Target Company is not expected to fall to less than 25% of the Voting Capital of the Target Company.

9. FINANCIAL ARRANGEMENTS

9.1. The total funding requirement for the Offer (assuming full acceptance) i.e for the acquisition of up to 15,27,323 equity shares held by shareholders in the Target Company at Rs. 31.50 per share is Rs. 4,81,10,674.50 (Rupees Four crores, eighty one lakhs, ten thousand, six hundred and seventy four and paise fifty only) (the "Maximum Consideration").

9.2. By way of security for performance of its obligations under the SEBI (SAST) Regulations, a cash deposit of Rs. 1,50,00,000 ("Escrow Amount"), which represents more than 25% of the Maximum Consideration in accordance with Regulation 28 of the SEBI (SAST) Regulations, has been deposited by the Acquirer with Development Credit Bank Limited, a banking corporation incorporated under the laws of India and having its registered office at 154, S.V. Patel Road (East), Dongri, Mumbai 400 009, India ("Escrow Bank"). The Acquirer, JMMS and the Escrow Bank have entered into an Open Offer Escrow Agreement (the "Escrow Agreement") in accordance with Regulation 28 of the SEBI (SAST) Regulations. JMMS has been duly authorized to realize the value of the aforesaid Escrow Amount in terms of the SEBI (SAST) Regulations.

9.3. Lalith Prasad and Co, who is the Auditor for Acquirer (the "Auditor") has vide their letter dated February 24, 2007 confirmed based on information and explanations given, and on the basis of funds available with Acquirer / unutilized credit line, that Acquirer has sufficient means and capability for meeting its obligations under the SEBI (SAST) Regulations.

9.4. Based on the above and in light of the Escrow Amount, JMMS is satisfied with the ability of Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

10. OTHER TERMS OF THE OFFER

10.1. The Letter of Offer relating to the Offer (the "Letter of Offer") together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of the Target Company (except the parties to the Agreement and the DPAC), 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 in dematerialized form whose names appear on the beneficial records of the respective Depositories, in either case, at the close of business on March 9, 2007 (the "Specified Date").

10.2. Shareholders of the Target Company who are holding equity shares in physical form and who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement, original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer – Cameo Corporate Services Limited ("Registrar to the Offer"), either by hand delivery on weekdays or by Registered Post, so as to reach on or before the close of the Offer, i.e., no later than May 9, 2007, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

10.3. The Registrar to the Offer, Cameo Corporate Services Limited has opened a special depository account with National Securities Depositories Limited ("NSDL") as Depository, JM Morgan Stanley Financial Services Private Limited as Depository Participant called "Cameo Escrow Account – TEL Open Offer" The DPID is IN302927 and Client ID is 10079730. Shareholders of the Target Company having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their shares in favor of the special depository account with NSDL.

10.4. Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares of the Target Company will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of the special depository account to Cameo Corporate Services Limited, Subramanian Building, No 1, Club House Road, Chennai – 600 002, India. Telephone Nos: 044 2846 0390-94, 044 2846 1989, 044 2846 0425, Fax No: 044 2846 0129, Email: cameo@cameoindia.com either by hand delivery on weekdays or by Registered Post acknowledgement due, so as to reach on or before the close of the Offer, i.e., no later than May 9, 2007, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before the close of the Offer, i.e., no later than May 9, 2007.

10.5. In addition to the above-mentioned address, the shareholders of the Target Company who wish to avail themselves of accepting the Offer can also deliver the Form of Acceptance cum Acknowledgement along with all of the relevant documents at any of the collection centers below in accordance with the procedure as set out in the Letter of Offer. All of the centers of Cameo Corporate Services Limited mentioned herein below will be open as follows:

(Monday to Friday: 10 a.m. to 4 p.m.)

Sl. No.	City	Address of collecting office	Contact Person	Telephone Number	Fax Number	Mode of Delivery
1	Mumbai	Cameo Corporate Services Ltd, 304, Sai Sadan, 76-78, Mody Street, Fort, Mumbai 400 001	Mr. Milind S. Dalvi Executive	022 – 2264 4325	022 – 2264 4325	Hand delivery only
2	Secunderabad	Cameo Corporate Services Ltd, 9-1-152A, 2nd floor, Sebastian Road, Secunderabad 500 003	Mr. G Nagesh Executive	040-6453 7951	040-6453 7951	Hand delivery only
3	Chennai	Cameo Corporate Services Ltd, 'Subramanian Bldg', No1. Club House Road, Chennai 600 002	Mr. Srinivasan Sr. Manager	044 – 2846 0390	044 – 2846 0129	Post and Hand delivery
4	Kolkata	Cameo Corporate Services Ltd, C/o. Dynamic Projects 196-A, G. Arabinda, Sarani, Kolkata 700 004	Mr. Gautam Sarkar	033 - 2533 3706	033 - 2455 1077 033 - 2533 3706	Hand delivery only
5	New Delhi	Cameo Corporate Services Ltd, C/o. Sterling Services 3202, Dispensary Lane, Opp Dispensary, Pahar Ganj, New Delhi 110 05	Mr. Sohan Singh	011 – 4169 8865 011 - 2358 1484	011 – 4169 8462	Hand delivery only
6	Bangalore	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	0988019 8440	-	Hand Delivery only

10.6. All owners (registered or unregistered) of equity shares of the Target Company (except Acquirer Group, Seller and the DPAC) are eligible to participate in the Offer anytime before the closing 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 shares held, number of shares tendered, 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 shares. No indemnity is required from the unregistered owners.

10.7. In case of non-receipt of the Letter of Offer, the eligible persons may (i) download the same from the SEBI website (http://www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer, or (iii) make an application to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, distinctive numbers, folio number, number of shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the close of the Offer, i.e., no later than May 9, 2007, or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, 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 close of the Offer, i.e., no later than May 9, 2007.

10.8. Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

10.9. Pursuant to Regulation 22(5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three (3) working days prior to the closing date 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 3, 2007.

(i) The withdrawal option can be exercised by submitting the Form of Withdrawal, which is enclosed with the Letter of Offer.

(ii) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical shares: name, address, distinctive numbers, folio number, number of shares tendered; and
- In case of dematerialised shares: name, address, number of shares offered, 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 favor of the special depository account.

10.10. The Registrar to the Offer will hold in trust the shares/share certificates, shares held 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 the Target Company who have accepted the Offer, until the cheques/drafts for the consideration or the unaccepted shares/share certificates are dispatched/returned.

10.11. If the aggregate of the valid responses to the Offer exceeds the Offer size of 15,27,323 fully paid-up equity shares of the Target Company (representing 20% of the Emerging Voting Capital), then Acquirer shall accept the valid applications received 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 dematerialized form, hence the minimum acceptance will be one share.

10.12. Unaccepted share certificates, transfer forms and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Unaccepted shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

10.13. Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialized is completed in time for the credit in the special depository account to be received on or before the closing date of the Offer, i.e., no later than May 9, 2007, or else their application will be rejected.

10.14. While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such shares tendered. While tendering 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 Acquirer under the Income Tax Act, 1961 (the "Income Tax Act"), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

10.15. As per the provisions of Section 196D(2) of 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 of the Income Tax Act payable to a Foreign Institutional Investor ("FII") as defined in Section 115 AD of the Income Tax Act.

10.16. The securities transaction tax will not be applicable to the shares accepted in the Offer.

10.17. A schedule of the activities pertaining to the Offer is given below:-

Activity	Day & Date
Specified Date *	March 9, 2007 (Friday)
Last date for a competitive bid	March 20, 2007 (Tuesday)
Date by which Letter of Offer to be dispatched to shareholders	April 13, 2007 (Friday)
Date of opening of the Offer	April 20, 2007 (Friday)
Last date for upward revision of the Offer Price	April 27, 2007 (Friday)
Last date for withdrawing acceptance of the Offer	May 3, 2007 (Thursday)
Date of closing of the Offer	May 9, 2007 (Wednesday)
Last date of communicating rejection/acceptance and payment of consideration for accepted tenders and / or the unaccepted equity shares / share certificates will be dispatched / credited.	May 24, 2007 (Thursday)

* Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the shares of the Target Company (except Acquirer Group, and Seller) are eligible to participate in the Offer anytime before the closing of the Offer.

11. GENERAL

11.1. Shareholders of the Target Company who have accepted the Offer by tendering the requisite documents, in accordance with the terms of this Public Announcement and the Letter of Offer, shall have the option to withdraw acceptance tendered by them up to three (3) working days prior to the date of closing of the Offer, in terms of Regulation 22(5A) of the SEBI (SAST) Regulations i.e. May 3, 2007

11.2. Acquirer can revise the Offer Price upwards up to seven (7) working days prior to the closing of the Offer (i.e., April 27, 2007). If there is any upward revision in the Offer Price by Acquirer until the last date of revision i.e., April 27, 2007 the same will be informed by way of a public announcement in the same newspapers in which this Public Announcement has appeared. Acquirer would pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.

11.3. If there is a withdrawal of the Offer by the Acquirer, the same will be informed by way of a public announcement in the same newspapers in which this Public Announcement has appeared.

11.4. If there is a competitive bid:

(i) The offers to the public shareholders of the Target Company under all of the subsisting bids shall close on the same date.

(ii) As the Offer Price can be revised until the period beginning seven (7) working days prior to the closing date of the Offer / bids, it would, therefore, be in the interest of the shareholders of the Target Company to wait until the commencement of that period to know the final offer price of each offer/bid and tender their acceptance accordingly.

11.5. None of Acquirer Group, Sellers or the Target Company has been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1972 and subsequent amendments thereto.

11.6. Pursuant to Regulation 13 of the SEBI (SAST) Regulations, Acquirer has appointed JMMS as the Manager to the Offer. As of the date of this Public Announcement, JMMS does not hold any equity shares of the Target Company.

11.7. Acquirer its respective Directors and PACs accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in terms of the SEBI (SAST) Regulations.

This Public Announcement will also be available on SEBI's website *(www.sebi.gov.in)*. Eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at *(www.sebi.gov.in)* from the opening date of the Offer, i.e. April 20, 2007.

| ISSUED BY THE MANAGER TO THE OFFER | ADVISOR TO THE TRAN