Public Announcement

For the attention of the Shareholders of

UNITECH LIMITED

Registered Office: 6, Community Centre, Saket, New Delhi – 110 017

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This Public Announcement ("PA") is being issued by JM Morgan Stanley Private Limited ("Manager to the Offer"), on behalf of Prakausali Investments (India) Private Limited (hereinafter referred to as the "Acquirer" or "PIPL"), pursuant to and in compliance with Regulation 11(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, (the "Regulations")

1 The Offer

1.1 Prakausali Investments (India) Private Limited, (hereinafter referred to as the "Acquirer" or "PIPL"), along with the Persons Acting in Concert named under paragraph 1.3 below, is making a voluntary offer to the public shareholders of Unitech Limited ("Unitech" or the "Target Company") to consolidate its holding in the Target Company by acquiring up to 1,800,000 fully paid-up equity shares of Rs. 10/- each ("Equity Shares") constituting 14.41% of the equity share capital of the Target Company at a price of Rs. 895/- per Equity Share (the "Offer Price") pursuant to and in compliance with Regulation 11(2) of the Regulations (the "Offer").

1.2 The Acquirer currently hold 2,438,806 Equity Shares of Unitech constituting 19.53% of the issued and paid up equity share capital of the Target Company. The Acquirer is part of the promoter group of Unitech.

1.3 The following persons in the promoter group for the limited purpose of this Offer will be treated as 'Persons Acting in Concert' ('PACs') with the Acquirer. The PACs will not acquire any Equity Shares under this Offer. The Acquirer, along with the PACs, hold 5,358,993 Equity Shares constituting 42.91% of the paid up equity share capital of Unitech as given below:

S.No	Name	Shareholding	
		No. of Shares	%
	Acquirer		
1.	PIPL	2,438,806	19.53%
	PACs		
1.	Mayfair Investments Private Limited ("MIPL")	1,446,150	11.58%
2.	Mayfair Capital Private Limited ("MCPL")	243,385	1.95%
3.	Tulip Investments Limited ("TIL")	593,169	4.75%
4.	Unibild Engineering and Construction Company Private Limited ("UECCPL")	48,000	0.38%
5.	Citilink Holdings Limited ("CHL")	29,400	0.24%
6.	Mr. Ramesh Chandra	500	0.00%
7.	Mr. Sanjay Chandra	514,576	4.12%
8.	Mr. Ajay Chandra	Nil	Nil
9.	Mr. Praveen Gurnani	32,887	0.26%
10.	Ms. Chandi Mansharamani	8,200	0.07%
11.	Ms. Ritu Mansharamani	3,920	0.03%
	Total holding of Acquirer and PACs	5,358,993	42.91%

In addition to the Acquirer and the PACs as listed above, the other promoters of Unitech, along with persons acting in concert with such other promoters, currently hold 2,192,085 Equity shares constituting 17.55% of the paid up equity share capital of Unitech. Thus, the Acquirer, PACs and other promoters, along with persons acting in concert with them, have a combined holding of 7,551,078 Equity Shares constituting 60.47% of the paid up equity share capital of Unitech.

1.4 The Offer is not conditional upon any minimum level of acceptance.

1.5 This is not a Competitive Bid.

1.6 The Offer is subject to the terms and condition set out herein and in the Letter of Offer that will be sent to the shareholders of Unitech.

1.7 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.

2 The Offer Price

2.1 The Equity Shares of Unitech are listed on the Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

2.2 The annualized trading turnover of the Equity Shares of the Target Company based on the trading in the preceding six months i.e. from June 1, 2005 to November 30, 2005, prior to the month in which this PA is made, is 1,952,516 Equity Shares on the BSE and 1,702,600 Equity Shares on the NSE (Source: *www.bseindia.com, www.nseindia.com*).

Based on the above information, the Equity Shares of the Target Company are frequently traded on the BSE and the NSE, within the meaning of explanation (i) of Regulation 20 (5) of the Regulations and most frequently traded on the BSE.

2.3 In accordance with regulations 20(4) of the Regulations, the Offer Price of Rs. 895 per Equity Share is higher than any of the following:

a)	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 PACs for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of this PA	Rs. 809.00 *
c)	The highest of :	
c.1)	the average of the weekly high and low of the closing prices for the Equity Shares of Unitech for the 26 week period prior to the date of this PA, on the stock exchange where the shares of the Target Company are most frequently traded, i.e. the BSE	Rs. 653.14
c.2)	the average of the daily high and low prices of the Equity Shares of Unitech during the 2 week period prior to the date of this PA, on the stock exchange where the shares of the Target Company are most frequently traded, i.e. the BSE	Rs. 877.86

** Highest price paid by PIPL to Umak Investment Company Private Limited (A company forming part of the promoter group, other than the Acquirer and the PACs) for inter se transfer on December 14, 2005.*

2.4 In view of the above, the Offer Price of Rs. 895 per Equity Share is justified as per the Regulation 20 of the Regulations.

The Manager to the Offer does not hold any shares of the Target Company as of the date hereof.

3 Information on the Acquirer and the PACs

3.1 Prakausali Investments (India) Private Limited ("PIPL", the "Acquirer")

PIPL was incorporated on May 15, 1981 as a private limited company under the Companies Act 1956. It was converted into a public limited company with effect from February 12, 1998 and again into a private limited company on May 7, 2002. PIPL is a Non-Banking Finance Company registered with Reserve Bank of India and not accepting Public Deposits. PIPL has its registered office at C-41, Mayfair Gardens, New Delhi 110 016 and its shares are not listed on any stock exchange. PIPL is an investment company. MIPL and MCPL own 50% each of the equity share capital of PIPL. The directors of PIPL are Ms. Rekha Bawa and Ms. Pushpa Chandra.

The financial highlights of PIPL, audited for the year ended March 31, 2004 and March 31, 2005, based on Indian GAAP, are given below:

	Year ended March 31, 2004	Year ended March 31, 2005
	(Rs. in millions)	
Total Income	2.16	3.24
Profit After Tax	(0.02)	3.19
Paid up share capital	6.00	6.00
Reserves and Surplus (excluding revaluation reserves)	18.34	21.59
Net worth	24.34	27.59
Earnings per share (Rs.)	(0.39)	53.15
Return on Net Worth (%)	N.M.	13.10%
Book Value per share (Rs.)	405.67	459.79

N.M.: Not Meaningful

3.2 Persons Acting in Concert/ PACs

Mayfair Investments Private Limited ("MIPL")

MIPL was incorporated on April 18, 1981 as a private limited company under the Companies Act 1956. MIPL is a Non-Banking Finance Company registered with Reserve Bank of India and not accepting Public Deposits. MIPL has its registered office at C-41, Mayfair Gardens, New Delhi 110 016 and its shares are not listed on any stock exchange. MIPL is an investment company. The promoters of MIPL are Mr. Ramesh Chandra, Ms. Pushpa Chandra, Mr. Sanjay Chandra and Mr. Ajay Chandra. The directors of MIPL are Mr. Ramesh Chandra, Ms. Pushpa Chandra and Ms. Rekha Bawa.

The financial highlights of MIPL, audited for the year ended March 31, 2004 and March 31, 2005, based on Indian GAAP, are given below:

	Year ended March 31, 2004	Year ended March 31, 2005
	(Rs. in millions)	
Total Income	2.89	4.34
Profit After Tax	0.46	2.68
Paid up share capital	4.08	4.08
Reserves and Surplus (excluding revaluation reserves)	26.39	29.07
Net worth	30.47	33.15
Earnings per share (Rs.)	11.38	65.62
Return on Net Worth (%)	1.55%	8.79%
Book Value per share (Rs.)	746.78	812.40

Mayfair Capital Private Limited ("MCPL")

MCPL was incorporated on November 20, 1981 as Manu Techno Investment Private Limited under the Companies Act 1956. Its name was changed from Manu Techno Investment Private Limited to Mayfair Capital Private Limited on December 31, 1991. It was subsequently converted into a public limited company on July 7, 1992 and again converted into a private limited company on October 13, 2003. MCPL is a Non-Banking Finance Company registered with Reserve Bank of India and not accepting any public deposits. MCPL has its registered office at C-41, Mayfair Gardens, New Delhi 110 016 and its shares are not listed on any stock exchange. MCPL is an investment company. The promoters of MCPL are Mr. Ramesh Chandra, Mrs. Pushpa Chandra, Mr. Sanjay Chandra and Mr. Ajay Chandra. The directors of MCPL are Mr. Ramesh Chandra, Ms. Pushpa Chandra, Ms. Upma Chandra, Mr. Ajay Chandra and Mr. H.S. Bawa.

The financial highlights of MCPL, audited for the year ended March 31, 2004 and March 31, 2005, based on Indian GAAP, are given below:

	Year ended March 31, 2004	Year ended March 31, 2005
	(Rs. in millions)	
Total Income	0.49	0.73
Profit After Tax	0.25	0.46
Paid up share capital	11.96	11.96
Reserves and Surplus (excluding revaluation reserves)	2.15	2.61
Net worth	14.12	14.58
Earnings per share (Rs.)	0.21	0.39
Return on Net Worth (%)	1.95%	3.27%
Book Value per share (Rs.)	11.80	12.18

Tulip Investments Limited ("TIL")

TIL was incorporated on July 29, 1983 under the Companies Act 1956. TIL is a Non-Banking Finance Company registered with Reserve Bank of India and not accepting public deposits. TIL has its registered office at H-4, Masjid Moth, New Delhi 110 048 and its shares are not listed on any stock exchange. TIL is an investment company. The promoter of TIL is Mr. Sanjay Chandra. The directors of TIL are Mr. Jogy Thomas, Mr. A K Wadhwa, Mr. Vinod Bhatt, Ms. Pushpa Chandra and Mrs. Rekha Bawa.

The financial highlights of TIL, audited for the year ended March 31, 2004 and March 31, 2005, based on Indian GAAP, are given below:

	Year ended March 31, 2004	Year ended March 31, 2005
	(Rs. in millions)	
Total Income	1.74	5.01
Profit After Tax	0.49	0.75
Paid up share capital	3.58	3.58
Reserves and Surplus (excluding revaluation reserves)	(0.06)	0.58
Net worth	3.52	4.17
Earnings per share (Rs.)	1.37	2.10
Return on Net Worth (%)	13.69%	21.36%
Book Value per share (Rs.)	9.84	11.63

Unibild Engineering and Construction Company Private Limited ("UECCPL")

UECCPL was incorporated on October 19, 1993 under the Companies Act 1956. UECCPL has its registered office at A-67, Lajpat Nagar II, New Delhi 110 024 and its shares are not listed on any stock exchange. UECCPL is in the business of civil construction. The promoters of UECCPL are Mr. Praveen Gurnani and Dr. Prakash Ahuja, who are also its directors .

The financial highlights of UECCPL, audited for the year ended March 31, 2004 and March 31, 2005, based on Indian GAAP, are given below:

	Year ended March 31, 2004	Year ended March 31, 2005
	(Rs. in millions)	
Total Income	158.99	426.17
Profit After Tax	5.47	18.57
Paid up share capital	5.00	5.00
Reserves and Surplus (excluding revaluation reserves)	24.44	43.01
Net worth	29.44	48.01
Earnings per share (Rs.)	109.42	371.37
Return on Net Worth (%)	22.83%	63.07%
Book Value per share (Rs.)	588.78	960.15

Citilink Holdings Limited ("CHL")

CHL was incorporated on June 30, 1998 as a private company limited by shares under section 24 of the Companies Act 2001 of the Republic of Mauritius. CHL has its registered office at Level 11, One Cathedral Square, Port Louis, Mauritius and its shares are not listed on any stock exchange. CHL is an investment company. The promoter of CHL is Mr. Sanjay Chandra. The directors of CHL are Mr. K.C. Li Kwong Wing, Mr. Amal Autar and Mr. Sanjay Chandra.

The financial highlights of CHL, audited for the year ended June 30, 2004 and June 30, 2005, based on IAS, are given below:

	Year ended June 30, 2004		Year ended June 30, 2005	
	USD	Rs. millions	USD	Rs. millions
Average Exchange Rate	45.21			
Operating Income	1,290	0.06	2,029	0.09
Loss After Taxation	(2,010)	(0.09)	(4,239)	(0.19)
Share Capital	1,000	0.05	1,000	0.05
Reserves	(16,544)	(0.75)	(20,783)	(0.94)
Net worth	(15,544)	(0.70)	(19,783)	(0.89)
Earning per share	(2.01)	Rs. (90.87)	(4.24)	Rs. (191.65)
Return on Net Worth (%)	N.M.		N.M.	
Book Value per share	(15.54)	Rs. (702.75)	(19.78)	Rs. (894.40)

N.M.: Not Meaningful

Mr. Ramesh Chandra

Mr. Ramesh Chandra currently resides at C-41, Mayfair Gardens, New Delhi 110 016 (Tel. No.: +91-(0)11-26510839; Fax No.: +91-(0)11-26563870). He is a graduate in Civil Engineering from the Indian Institute of Technology, Kharagpur, with a Masters degree in Structural Engineering from the University of South Hampton, UK. He has more than 35 years of experience in real estate development and construction industry. As per certificate dated December 22, 2005 given by M/S Goel Garg & Co., Chartered Accountants, New Delhi (signing through Mr. J.L.Garg, Membership no. - 5406, 102, E 588, Greater Kailash, Part II, New Delhi 110 048; Tel. No.: +91-(0)11-29225777, Fax No.: +91-(0)11-41636838) the net worth of Mr. Ramesh Chandra is Rs. 3.94 million as of March 31, 2005. Mr. Ramesh Chandra is the promoter director of Unitech. He is one of the three Managing Directors of Unitech and has been actively associated with Unitech since its inception in 1971.

Mr. Sanjay Chandra

Mr. Sanjay Chandra currently resides at C-41, Mayfair Gardens, New Delhi 110 016 (Tel. No.: +91-(0)11-26510839; Fax No.: +91-(0)11-26563870). He has completed his studies in Business Management at University of Massachusetts and Boston University. Mr. Sanjay Chandra joined Unitech as Head of Sales & Marketing in August 2002. He has more than 4 years of experience in the real estate development and construction industry and more than 9 years of experience in ready made garment industry. As per certificate dated December 22, 2005 given by M/S Goel Garg & Co., Chartered Accountants, New Delhi (signing through Mr. J.L.Garg, Membership no. - 5406, 102, E 588, Greater Kailash, Part II, New Delhi 110 048; Tel. No.: +91-(0)11-29225777, Fax No.: +91-(0)11-41636838) the net worth of Mr. Sanjay Chandra is Rs. 3.89 million as of March 31, 2005. Mr. Sanjay Chandra is one of the three Managing Directors of Unitech.

Mr. Ajay Chandra

Mr. Ajay Chandra currently resides at C-41, Mayfair Gardens, New Delhi 110 016 (Tel. No.: +91-(0)11-26510839; Fax No.: +91-(0)11-26563870). He has completed a Bachelor's Degree in Civil Engineering from Cornell University, USA and a MBA from the University of North Carolina, Chapel Hill, USA. Mr. Ajay Chandra joined Unitech Limited in 2003. He has more than 2 years of experience in the real estate development and construction industry and more than 12 years of experience in readymade garment industry. As per certificate dated December 22, 2005 given by M/S Goel Garg & Co., Chartered Accountants, New Delhi (signing through Mr. J.L.Garg, Membership no. - 5406, 102, E 588, Greater Kailash, Part II, New Delhi 110 048; Tel. No.: +91-(0)11-29225777, Fax No.: +91-(0)11-41636838) the net worth of Mr. Ajay Chandra is Rs. 10.75 million as of March 31, 2005. Mr. Ajay Chandra is currently one of the three Managing Directors of Unitech.

Mr. Praveen Gurnani

Mr. Praveen Gurnani currently resides at A-67, Lajpat Nagar II, New Delhi 110 024 (Tel. No.: +91-(0)11-29839435; Fax No.: +91-(0)11-29845695). He is a Civil Engineer from Manipal Institute of Technology, Manipal and has more than 21 years of experience in the civil construction industry. He has worked with Unitech for its overseas projects and thereafter as project coordinator. As per certificate dated December 22, 2005 given M/S Goel Garg & Co., Chartered Accountants, New Delhi (signing through Mr. J.L.Garg, Membership no. - 5406, 102, E 588, Greater Kailash, Part II, New Delhi 110 048; Tel. No.: +91-(0)11-29225777, Fax No.: +91-(0)11-41636838) the net worth of Mr. Praveen Gurnani is Rs. 41.89 million.

Ms. Chandi Mansharamani

Ms. Chandi Mansharamani currently resides at 40, RPS, Sheikh Sarai, New Delhi 110 017. She is not a director in any company.

Ms. Ritu Mansharamani

Ms. Ritu Mansharamani currently resides at 40, RPS, Sheikh Sarai, New Delhi 110 017. She is not a director in any company.

PIPL, MIPL, MCPL, TIL, UECCPL and CHL are promoted by Mr. Ramesh Chandra & his family members and relatives. Mr. Sanjay Chandra and Mr. Ajay Chandra are sons of Mr. Ramesh Chandra and Ms. Chandi Mansharamani, Mr. Praveen Gurnani and Ms. Ritu Mansharamani are relatives of Mr. Ramesh Chandra.

4 Information on the Target Company

Unitech was incorporated on February 9, 1971 as United Technical Consultants Private Limited under the Companies Act, 1956, with its registered office at Kolkatta. Its registered office was shifted from Kolkatta to New Delhi on September 8, 1978. At present, Unitech has its registered office at 6, Community Centre, Saket, New Delhi – 110 017. It was converted into a public limited company on October 17, 1985 and, on the same date, its name was changed from United Technical Consultants Limited to Unitech Limited. The present paid up capital of Unitech is Rs.124.9 million comprising of 12,487,500 equity shares of Rs.10/- each fully paid up. There are no partly paid up Equity Shares as on the date of this PA. The Equity Shares of Unitech are listed on the BSE and the NSE.

Unitech's principal activities are construction, real estate development and consultancy in related areas. Unitech's construction activities include the construction of highways, roads, powerhouses, transmission lines, refineries, hotels, hospitals and various types of building structures in India and abroad. Its real estate activities include the development of mini cities and townships and construction of commercial as well as residential complexes including shopping malls and various types of dwelling units. Consultancy includes the supervision of project execution and marketing of real estate ventures. The construction segment accounted for approximately 29% of the revenues of Unitech for the year ended March 31, 2005 with real estate development and consultancy segments accounted for approximately 69% and 2% of the revenues respectively, during the same period.

The brief audited unconsolidated financials of Unitech for the year ended March 31, 2004 and March 31, 2005, and unaudited unconsolidated financials for the six months period ended September 30, 2005 based on Indian GAAP, are given below:

	Year ended March 31, 2004	Year ended March 31, 2005	Six months ended September 30, 2005
	(Rs. in millions)		
Total Income	3,820.5	5,271.7	2,776.9
Profit After Tax	140.7	299.2	204.4
Paid up share capital	124.8	124.8	124.8
Reserves and Surplus (excluding revaluation reserves)	1,382.0	1,614.2	1,818.6
Net worth	1,506.9	1,739.1	1,943.5
Earnings per share (Rs.)	11.27	23.96	16.37
Return on Net Worth (%)	10.17%	19.85%	11.75%
Book Value per share (Rs.)	120.67	139.27	155.64

None of the directors of the Acquirer are on the board of the Target Company.

5 Reasons for the Offer and Future Plans

5.1 The Acquirer along with the PACs, being part of the promoter group of Unitech, hold 42.91% of the equity share capital of Unitech as on date of this PA. The Acquirer wishes to further consolidate its holding by making this voluntary offer to the public shareholders of the Company.

5.2 As a part of its business model, the Target Company enters into joint ventures for development of various projects. These specific projects are undertaken by special purpose vehicles in which the Target Company has significant equity participation, including majority holding. In the normal course of its business, on a regular basis managing directors being the authorised representatives of the Board of Directors of the Target Company in this respect, evaluate these investments and decide to either divest or increase its equity participation.

5.3 The Acquirer does not currently have any plans to dispose off or otherwise encumber any assets of Unitech in the two years from the date of closure of this Offer except in the ordinary course of business, including the activity referred in the aforesaid paragraph. Other than the aforesaid, the Acquirer shall not sell, dispose off or otherwise encumber any substantial asset of Unitech, except with the prior approval of the shareholders of the Target Company to the extent required by applicable laws. The Board of Directors of Unitech or their authorised representatives, as the case may be, would take appropriate decisions in these matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

6 Delisting Option to the Acquirer

6.1 Pursuant to acquisition of Equity Shares of Target Company under this Offer, the public shareholding in the Target Company would not fall below the levels stipulated by the listing agreement and hence the provision of Regulation 21 (3) would, in any event, not apply.

7 Statutory Approvals

7.1 The Offer is subject to the receipt of approval from Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA") for acquisition of equity shares by the Acquirer from Non-Resident Shareholders in this Offer, if required under applicable regulations.

7.2 To the best of the knowledge of the Acquirer and PACs, no other statutory or regulatory approval is required for them to proceed with this Offer. If any other approvals are required subsequently, the Offer would be subject to such additional approvals. The Acquirer will have a right not to proceed with the Offer in the event the approvals indicated above are refused in terms of Regulation 27(b) of the Regulations. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the Date of Closure of the Offer. In case of a delay in receipt of the aforementioned approvals, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to the tendering shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the Regulations. Further, if a delay occurs on account of wilful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will become applicable.

8 Financial Arrangements for the Offer

8.1 The maximum purchase consideration payable by the Acquirer in case of full acceptance of the Offer would be Rs. 1,611 million.

8.2 In accordance with Regulation 28 of the Regulations, the Acquirer has pledged 456,970 equity shares of Rs.10/- each, of Unitech in demat mode, having a closing price of Rs. 939.40 per equity share as on December 23, 2005 (Closing price on BSE, Source: *www.bseindia.com*), being in excess of 25% of the value of the total consideration upto Rs. 1000 million and 10% of the value of the total consideration beyond Rs. 1000 million payable under the said Open Offer, in favor of JM Morgan Stanley Private Limited, Manager to the Offer. The Acquirer has undertaken to maintain a margin of 33% at all times during the Offer period over the minimum requisite escrow requirement as stipulated under Regulation 28 (2). The Manager to the Offer is empowered to realise the value of such securities by sale or otherwise.

8.3 Additionally, in accordance with Regulation 28 of the Regulations, the Acquirer has established an escrow account under the name and title of "Escrow Account – Unitech Limited – Open Offer" ("Escrow Account") in favour of the Manager to the Offer for cash deposit of Rs. 16.11 million (being equal to 1% of the total consideration payable under the Offer assuming full acceptance) ("Escrow Amount") with HDFC Bank Limited, a banking company having a branch office at G-3/4, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi - 110001 (the "Escrow Agent") pursuant to an escrow agreement dated December 23, 2005 ("Escrow Agreement"). In terms of the Escrow Agreement, the Acquirer has authorised the Manager to the Offer to realise the value of the Escrow Account as required under the Regulations.

8.4 Housing Development Finance Corporation Limited ("HDFC") vide letter dated December 22, 2005 has confirmed that on the basis of the information and explanations given by the Acquirer and subject to applicable laws, HDFC certifies that the Acquirer has sufficient means and capability of borrowing funds from HDFC and HDFC is willing to extend credit to the Acquirer to the extent of Rs. 1,620 million for the purpose of acquiring the Equity Shares of Unitech.

8.5 Based on the above, the Manager to the Offer is satisfied that the Acquirer has the financial resources to implement the Offer in accordance with the Regulations.

9 Other Terms of the Offer

9.1 The Letter of Offer together with the Form of Acceptance-cum-Acknowledgement will be mailed to the public shareholders of the Target Company 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 dematerialised form whose names appear on the beneficial records of the respective depositories at the close of business on Friday, January 6, 2006 (the "Specified Date").

9.2 Shareholders of Unitech who hold equity shares in physical form and wish to tender their equity shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and duly signed and stamped transfer deed(s) to the Registrar to the Offer, Intime Spectrum Registry Limited (the "Registrar to the Offer"), either by hand delivery during normal business hours or by Registered Post on or before the closure of the Offer, i.e. Monday, March 6, 2006, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

9.3 The Registrar has opened a special depository account with NSDL. Beneficial owners holding equity shares in dematerialised form, will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar either by hand delivery during normal business hours or by Registered Post on or before the closure of the Offer, i.e. Monday, March 6, 2006, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of **"Intime Spectrum Registry Ltd - Unitech Open Offer Escrow Account"** filled in as per the instructions given below:

Depository: National Securities Depository Limited ("NSDL")
DP Name: JM Morgan Stanley Retail Services Private Limited
Client ID Number: 10028912
DP ID Number: IN302927

For equity shares of Unitech which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the warrants will be issued with the said bank particulars. Shareholders of Unitech having their beneficiary account in CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with NSDL.

9.4 The collection centres of the Registrar for the purpose of the Offer are as:

Name & Address of the collection centre	Tel. No.	Fax No.	Contact Person	Mode of delivery
Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup - West, Mumbai - 400 078	+91 (0)22 55555391-94	+91 (0)22 55555499	Mr. Vishwas Attavar	Hand Delivery & Registered Post
Intime Spectrum Registry Limited, 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai - 400 001	+91 (0)22 22694127	+91 (0)22 55555353	Mr. Vivek Limaye	Hand Delivery
Intime Spectrum Registry Ltd., 3rd Floor, A-31, Naraina Industrial Area, Phase I, New Delhi -110 028	+91 (0)11 51410592/ 93/ 94	+91 (0)11 51410591	Mr. Sanjiv Kapoor	Hand Delivery
Intime Spectrum Registry Limited, 59C ,Chowringhee Road, 3rd Floor, Kolkatta -700020	+91 (0)33 22890539/ 40	+91 (0)33 22890539/ 40 (Telefax)	Mr. S.P. Guha	Hand Delivery
Intime Spectrum Registry Ltd., C/o Times Data & Technical Center, 40/3, Second Floor, Geetha Mansion, K.G. Road, Bangalore- 560 009	+91 (0)80 22350351	+91 (0)80 22350351 (Telefax)	Mr. Chandra-sekhar	Hand Delivery

Business Hours : Monday to Saturday: 10.00 a.m. to 4.00 p.m.
Holidays : Sundays and Bank Holidays

9.5 All public shareholders of Unitech registered or unregistered, who own equity shares of Unitech at any time prior to the closure of the Offer are eligible to participate in the Offer. Unregistered owners who do not receive a copy of the Letter of Offer 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 deed(s), duly signed and stamped, and a copy of the original contract note issued by the broker through whom they acquired their equity shares. No indemnity is required from the unregistered owners.

9.6 In case of non-receipt of the Letter of Offer, the eligible persons may (i) download the same from the SEBI website, (ii) obtain a copy of the same by writing to the Registrar to the Offer at C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup - West, Mumbai - 400 078, 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 Monday, March 6, 2006 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 "Offmarket" 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 Monday, March 6, 2006.

9.7 Pursuant to Regulation 22(5A) of the 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 centres mentioned above as per the mode of deliveryindicated therein on or before Friday, March 3, 2006.

(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.

9.8 The Registrar to the Offer will hold in trust the equity shares lying in credit of the special depository account, equity share certificates, Forms 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 and/ or the unaccepted equity shares/ equity share certificates are despatched/ returned to the shareholders of Unitech who have tendered their equity shares under this Offer.

9.9 **Applications in respect of equity shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case 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, would be forwarded to the concerned statutory authorities for further action at their end.**

9.10 Shareholders of Unitech who have sent their equity shares for dematerialisation need to ensure that the process of dematerialisation of such equity shares is completed well in time so that the same are credited to the special depository account of the Registrar on or before the date of closure of the Offer, i.e. Monday, March 6, 2006, else the application would be rejected.

9.11 If the aggregate of the valid responses to the Offer exceeds the Offer size of 1,800,000 fully paid-up equity shares of the Target Company (representing 14.41% of the equity share capital of the Target Company), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations. The equity shares of the Target Company are compulsorily traded in dematerialized form, hence the minimum acceptance will be one equity share.

9.12 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. Equity shares held in dematerialised form to the extent not accepted will be credited back to the same depository account from where the equity shares were tendered into the Registrar's special depository account.

9.13 **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.**

9.14 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.

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

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

Activity	Day/ Date
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Friday, January 6, 2006
Last date for competitive bid	Sunday, January 15, 2006
Date by which Letter of Offer will be posted to shareholders	Monday, February 6, 2006
Date of opening of the Offer	Tuesday, February 14, 2006
Last date for revising the Offer Price/ number of equity shares	Thursday, February 23, 2006
Last date for shareholders for withdrawing their acceptance tendered in the offer	Friday, March 3, 2006
Date of closure of the Offer	Monday, March 6, 2006
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 certificates will be dispatched/ credited.	Tuesday, March 21, 2006

10 General

10.1 **Shareholders of Unitech who accept the Offer by tendering the requisite documents, in terms of the PA/ Letter of Offer, can withdraw the same up to 3 (three) working days prior to the date of closure of the Offer, in terms of Regulations 22 (5A) of the Regulations. (i.e. Friday, March 3, 2006).**

10.2 The Acquirer can revise the Offer Price upwards up to 7 (seven) working days prior to the date of closure of the Offer (i.e. Thursday, February 23, 2006). If there is any upward revision in the Offer Price by the Acquirer till the last date of revision i.e. Thursday, February 23, 2006, or if the Offer is withdrawn, the same would be communicated by a public announcement in the same newspapers in which this PA appeared. The Acquirer would pay such revised Offer Price for all the equity shares validly tendered any time during the Offer and accepted under the Offer.

10.3 If there is a competitive bid, the public offers under all the subsisting bids shall close on the same date.

As the Offer Price cannot be revised during 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 equity shares accordingly.

10.4 The Acquirer and the PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992.

10.5 Pursuant to Regulation 13 of the Regulations, the Acquirer has appointed JM Morgan Stanley Private Limited as Manager to the Offer and Intime Spectrum Registry Limited as Registrar to the Offer.

10.6 The Acquirer, PACs and their respective Directors accept full responsibility for the information contained in this PA and also for the obligations of the Acquirer and the PACs under the Regulations.

10.7 For further details please refer to the Letter of Offer and the Form of Acceptance-cum-Acknowledgement which will be sent to the shareholders of Unitech.

10.8 Certain financial details contained in this PA are denominated in US Dollars (USD). Any conversion from USD to Indian Rupees (Rs.) has been calculated in accordance with the interbank selling rate appearing in the December 23, 2005 edition of the Business Standard, namely USD 1.00: Rs. 45.21. Such conversions are for convenience purposes only.

Eligible persons to the Offer may download a copy of this PA from the SEBI's website at *www.sebi.gov.in*. Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance-cum-Acknowledgement, which will be available on the SEBI's website at *www.sebi.gov.in* from the Offer opening date, i.e. Tuesday, February 14, 2006 and tender their Equity Shares using the same.

JM MORGAN STANLEY

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Contact Person : Mr. Vishwas Attavar

On behalf of:
The Acquirer
Prakausali Investments (India) Private Limited
and
Persons Acting in Concert

Mayfair Investments Private Limited , Mayfair Capital Private Limited , Tulip Investments Limited, Unibild Engineering & Construction Co. Private Limited, Citilink Holdings Limited, Mr. Ramesh Chandra, Mr. Sanjay Chandra, Mr. Ajay Chandra, Mr. Praveen Gurnani, Ms. Chandi Mansharamani, Ms. Ritu Mansharamani

Place : New Delhi
Date : December 24, 2005