DRAFT LETTER OF OFFER ("DLOF")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as Equity Shareholder(s) of Virgo Global Media Limited ("**Target Company**"). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer as defined herein below. In the event you have sold your Equity Shares in the Target Company, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, and the transfer deed to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

MRS. NAMBURU VASUNDHARA MANI, ("**Acquirer**")

Address:- Plot No. 30 & 31, Flat No. 504, Krishna Murthy Residency, Rajeev Nagar, Hyderabad-500045, India

To the Shareholder(s) of

VIRGO GLOBAL MEDIA LIMITED ("**Target Company**")

Registered Office:- Plot No. 5, Mithila Nagar, Road No. 10, Banjara Hills, Hyderabad, Telangana, 500034, India; **Tel:** 040-23351212/2335; **Fax:** 040-23351214; **Email:** csvirgo@yahoo.in; **Website:** www.virgoglobalmedia.com

Company Identification Number: L74910TG1999PLC031187

To acquire upto **2731118** (Twenty Seven Lacs Thirty One Thousand One Hundred Eighteen) Equity Shares of the face value of Rs. 4 each ("**Offer Shares**"), representing **26**% of the total voting share capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer ("**Voting Share Capital**"), from the eligible shareholders of the Target Company for cash at a price of Re. **1**/- per equity share.

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**Takeover Regulations**").
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of Takeover Regulations.
3. This Open Offer is not a competing offer in terms of regulation 20 of the Takeover Regulations.
4. There has been no competing offer as on the date of this Draft Letter of Offer.
5. The Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement and (ii) receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer.
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirer, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto **Friday, June 12, 2015**, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website: www.sebi.gov.in.

SAFFRON energising ideas

SAFFRON CAPITAL ADVISORS PRIVATE LIMITED
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Website: www.saffronadvisor.com
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SEBI Registration Number: INM 000011211
Contact Person: Amit Wagle

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Website: www.aarthiconsultants.com
SEBI Registration Number: INR 000000379
Contact Person: G. Bhaskara Murthy

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Date and Day
Public Announcement (PA)	Thursday, April 23, 2015
Publication of DPS in the newspapers	Thursday, April 30, 2015
Filing of the Draft Letter of Offer with SEBI	Monday, May 11, 2015
Last date for a competitive bid	Monday, May 25, 2015
Last date for SEBI observations on Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Monday, June 01, 2015
Identified Date*	Wednesday, June 03, 2015
Letter of Offer to be dispatched to shareholders	Wednesday, June 10, 2015
Last date for revising the Offer price/ number of shares	Friday, June 12, 2015
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Monday, June 15, 2015
Date of publication of Offer Opening Public Announcement	Tuesday, June 16, 2015
Date of commencement of Tendering Period (Offer Opening Date)	Wednesday, June 17, 2015
Date of Expiry of Tendering Period (Offer Closing Date)	Tuesday, June 30, 2015
Last Date for completion of all requirements including payment of consideration	Tuesday, July 14, 2015

** Identified Date is only for the purpose of determining the names of the Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the parties to the SPA) are eligible to participate in this Offer any time before the closure of this Offer*

NOTE: Duly signed Form of Acceptance cum-Acknowledgment along with transfer deed(s) together with share certificate(s) should be dispatched by registered post/courier or hand delivered to the Registrar to the Offer or their collection centres on or before closure of the tendering period (i.e. before Tuesday, June 30, 2015)

RISK FACTORS

I. RISK FACTORS RELATING TO THE TRANSACTION

- The Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement and (ii) receipt of approvals as more particularly set out in paragraph VII (B) of this Draft Letter of Offer. In accordance with the Share Purchase Agreement, the transaction under the Share Purchase Agreement shall be completed upon the fulfillment of conditions precedent agreed between the Acquirer and the Seller in the Share Purchase Agreement.

- As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.

- In terms of and in accordance with Regulation 23(1) of the Takeover Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirer, the Open Offer would stand withdrawn. The Acquirer reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the Takeover Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.

- If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

II. RISKS RELATING TO THE OFFER

- The Open Offer is an offer to acquire not more than 26% of the Voting Share Capital of the Target Company from the Eligible Shareholders. In the case of over subscription in the Open Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.

- The Offer is subject to the receipt of certain statutory, regulatory and other approvals / no objections described in detail in paragraph VII (B). In the event that either: (a) regulatory or statutory approvals are not received in time, (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirer from performing their obligations hereunder, or (c) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Shares are accepted under the Offer as well as the return of Shares not accepted under the Offer by the Acquirer may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the validly tendering Shareholders.

- The tendered Shares and documents would be held by the Registrar to the Offer in trust for the Acquirer till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Shares which are in the custody of the Registrar to the Offer. During such period, there may be fluctuations in the market price of the Shares. The Acquirer makes no assurance with respect to the market price of the Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Draft Letter of Offer/ Detailed Public Statement/ Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirer, or the Manager to the Offer) would be doing so at his/her/their own risk.

- Shareholders should note that the Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the tendering period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.

- This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.

- The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

- This Offer is subject to completion risks as would be applicable to similar transactions.

I. Risks relating to Acquirer and the Target Company

- Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company.

- The Acquirer cannot provide any assurance with respect to the market price of the Shares of the Target Company before, during or after the Offer and the Acquirer expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirer, but are only indicative and are not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by a Shareholder. The Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.

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I. KEY DEFINITIONS

Acquirer	Namburu Vasundhara Mani aged 37 years, W/o Mr. Narsmiha Rao, residing at Plot No. 30 & 31, Flat No. 504, Krishna Murthy Residency, Rajeev Nagar, Hyderabad- 500045, India
Agreement/ Share Purchase Agreement/ SPA	Share Purchase Agreement dated April 23, 2015 entered into between the Acquirer and the Seller
Board of Directors	Board of directors of the Target company
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
Companies Act	The (Indian) Companies Act, 1956 and the (Indian) Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.
Depositories	CDSL and NSDL
Detailed Public Statement/ DPS	Detailed Public Statement dated April 29, 2015, issued by the Manager to the Offer, on behalf of the Acquirer, in relation to the Offer and published in all editions of Financial Express (English), Jansatta (Hindi), Mumbai Lakshdeep (Marathi) and Nava Telangana (Registered Office) on April 30, 2015 in accordance with the Regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the Takeover Regulations.
DP	Depository participant
DTAA	Double Taxation Avoidance Agreement
Equity Share(s)/ Share(s)	The fully paid up equity share(s) of the Target Company having a face value of Rs. 4 (Rupees ten) per equity share
Equity Share Capital / Voting Share Capital	The Issued, Subscribed and paid up Share Capital of the Target Company is Rs. 420.17 Lacs comprising of 10504300 Equity Shares of Rs. 4 each.
Escrow Agreement	Escrow Agreement entered between the Acquirer, Escrow Agent and Manager to the Offer
Escrow Bank / Escrow Agent	Axis Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors
FIPB	Foreign Investment Promotion Board
Form of Acceptance-cum-Acknowledgment	Form of Acceptance-cum-Acknowledgement attached to this Draft Letter of Offer
Identified Date	Wednesday, June 03, 2015, i.e., the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
Letter of Offer/ LOF	The Letter of Offer, duly incorporating SEBI's comments on the Draft Letter of Offer, including the Form of Acceptance-cum-Acknowledgement
Manager to the Offer	Saffron Capital Advisors Private Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
NRI	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000
Offer/Open Offer	The Offer being made by the Acquirer for acquiring upto **2731118** (Twenty Seven Lacs Thirty One Thousand One Hundred Eighteen)

	Equity Shares representing 26% of the Voting Share Capital, from the Public Shareholders at the Offer Price payable in cash
Offer Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is Rs. **2731118** (Rupees Twenty Seven Lacs Thirty One Thousand One Hundred Eighteen)
Offer Period	Period commencing from Wednesday, June 17, 2015 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
Offer Price	Re. **1**/- (Rupee One Only) per Equity Share
Offer Size	Up to **2731118** (Twenty Seven Lacs Thirty One Thousand One Hundred Eighteen) Equity Shares representing 26% of the Voting Share Capital
Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirer on April 23, 2015 in accordance with Takeover Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Aarthi Consultants Private Limited
Sale Shares	**3353750** fully paid up Equity Shares, representing **31.93**% of the Voting Share Capital, proposed to be acquired by the Acquirer from the Seller pursuant to the SPA
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	SEBI Act, 1992, as amended
Seller	Savera Construction Private Limited having its registered office at 6/10, Shanti Niketan, New Delhi- 110024
SPA	Share purchase agreement dated April 23, 2015 entered into amongst the Acquirer and the Seller
Special Depository Account	The special depository account opened pursuant to the Offer with NDSL for receiving Equity Shares tendered during the Offer
Stock Exchange	BSE Limited
Target Company	Virgo Global Media Limited having its registered office at Plot No. 5, Mithila Nagar, Road No. 10, Banjara Hills, Hyderabad, Telangana, 500 034
Tendering Period	Wednesday, June 17, 2015 to Tuesday, June 30, 2015
Working Day	Working days of SEBI

II. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF VIRGO GLOBAL MEDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 11, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

III. DETAILS OF THE OFFER

A) Background of the Offer

1. This mandatory offer (the “Offer” or “Open Offer”) is being made by the Acquirer in compliance with Regulations 3(1) and 4 of and other applicable provisions of the Takeover Regulations, to acquire 26% of the voting rights accompanied with change in control of the Target Company.

2. Acquirer has entered into a Share Purchase Agreement dated April 23, 2015 (“**SPA**”) with the existing Promoter of the Target Company- Savera Construction Private Limited (“**Seller**”) having its registered office at 6/10, Shanti Niketan, New Delhi- 110024 for the acquisition of **3353750** equity shares (“**Sale Shares**”) of face value Rs. 4/- each for cash representing **31.93**% of the Voting Share Capital of the Target Company at a price of Rs. 0.75/- (Seventy Five Paise Only) per equity share aggregating to Rs. **2515313** (Rupees Twenty Five Lacs Fifteen Thousand Three Hundred Thirteen Only) payable in cash (“**Transaction**”).

3. The Acquirer hereby makes this Offer to shareholders of the Target Company (other than Promoter and Promoter Group members and parties to the SPA) to acquire Offer Shares, representing in aggregate 26 % of the Voting Share Capital of the Target Company at a price of Re.**1**/- (Rupee One only) per fully paid up equity share (“**Offer Price**”) payable in cash subject to the terms and conditions mentioned in the PA and in the letter of offer that will be circulated to the shareholders in accordance with the Takeover Regulations (“**Letter of Offer**”).

4. A summary of some of the salient features of the SPA which are all subject to detailed terms in the SPA, is as follows:

    - The Seller agrees to sell 3353750 fully paid up equity shares of face value Rs.4/- each for cash at a price of Rs. 0.75/- per equity share, and the Acquirer agrees to buy the Sale Shares held by the Seller.
    - The Seller confirms that the Sale Shares as referred to in herein above are fully paid up and are free from any lien, pledge and other encumbrances whatsoever.
    - The consideration of the shares in lieu of the transfer of shares has been agreed to be Rs.0.75/-per Share resulting in an aggregate consideration of Rs. **2515313** (Rupees Twenty Five Lacs Fifteen Thousand Three Hundred Thirteen Only) (“Consideration”) payable by the Acquirer.
    - The Seller recognize that the sale of the said Sale Shares shall trigger regulations 3(1) & 4 of Takeover Regulations and accordingly, the Sale could be given effect to only after due compliance of the Takeover Regulations.
    - The Acquirer agrees to comply with the requirements of the Takeover Regulations and any other provisions as may be applicable under any statute rules, bye-laws and regulations.

5. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.

6. This Offer is not a result of a global acquisition, an open market purchase or a negotiated deal

7. The Acquirer vide her letter dated January 02, 2015 has confirmed that she is not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

8. Pursuant to the acquisition of Sale Shares of the Target Company under the SPA and in accordance with Takeover Regulations, the Acquirer will exercise effective control over the management and affairs of the Target Company, replace the Seller as the new promoter of the Target Company and may hold the majority of the Equity Shares of the Target Company.

9. The Committee of Independent Directors of the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Monday, June 15, 2015.

B) Details of the proposed Offer:

1. The Acquirer has published the DPS on April 30, 2015 which appeared in the following newspapers:

Sl. no.	Newspapers	Language	Editions
1	Financial Express	English	All Editions
2	Jansatta	Hindi	All Editions
3	Mumbai Lakshadeep	Marathi	Mumbai
4	Nava Telangana	Telugu	Registered office of Target Company

A copy of the DPS is also available on the SEBI's website: www.sebi.gov.in

2. On April 23, 2015, the Acquirer entered into Share Purchase Agreement ("**SPA**") with the Seller for purchase of up to **3353750** Equity Shares representing **31.93**% of the Voting Share Capital ("**Sale Shares**") at a price of Rs. 0.75/- (Seventy Five Paise only) per equity share payable in cash (the purchase of the Sale Shares under the SPA is referred to as the "**Transaction**").

3. Pursuant to the Open Offer, the Acquirer proposes to acquire **2731118** Equity Shares representing 26% of the fully paid-up voting Equity Share Capital of the Target Company, as of the tenth (10th) working day from the closure of the tendering period, at the Open Offer Price of Re. **1**/- (Rupee One only) per Equity Share, to be paid in cash, in accordance with the Takeover Regulations and subject to the terms and conditions set out in the DPS and this Draft Letter of Offer.

4. Upon completion of Transaction under the SPA and relinquishment of control by the Promoter and Promoter Group of the Target Company, the Acquirer will acquire control of the Target Company.

5. The Offer is being made to all the Shareholders of the Target Company (other than the parties to the SPA and Promoter and Promoter Group Members). All Shares validly tendered in the Open Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in the DPS and this Draft Letter of Offer. There shall be no discrimination in the acceptance of locked-in and non locked-in Shares in the Offer. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

6. There are no partly paid-up Shares in the Target Company.

7. The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.

8. The Manager to the Offer does not hold any Equity Shares as on the date of this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares during the Offer Period.

9. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the Takeover Regulations.

10. As on the date of this Draft Letter of Offer, the Acquirer does not hold any equity shares of the Target Company.

11. The Acquirer vide letter dated May 11, 2015, has confirmed that she has not acquired any Shares of Target Company after the date of PA i.e. April 23, 2015, and up to the date of this Draft Letter of Offer.

12. In the event that the Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, the acquisition of Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph VIII of this Draft Letter of Offer.

13. The Equity Shares of the Target Company are listed on BSE only. As per Clause 40A of the listing agreement with BSE read with Rule 19A of Securities Contract (Regulation) Rules, 1957 ("SCRR"), the Target Company is required to maintain at least 25% public shareholding (i.e. Shares of the Target Company held by the public as determined in accordance with the SCRR, on a continuous basis for listing. Consequent to this Offer (assuming full acceptance in the Open Offer), if the shareholding of the Acquirer in the Target Company pursuant to the SPA exceeds the maximum permissible non public shareholding specified in the listing agreement entered into by the Target Company with the Stock Exchange, as per Rule 19A of the SCRR, for the purpose of listing on continuous basis, the Acquirer hereby undertakes that the promoter and promoter group shareholding in the Target Company will be reduced, within the time period and in the manner specified in the SCRR and Clause 40A of the Listing Agreement, such that the Target Company complies with the required minimum level of public shareholding.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. Acquisition of the Target Company will help the Acquirer to grow organically and inorganically. The Acquirer intends to take control over the Target Company and make changes in the Board of Directors of the Target Company in accordance with the provisions of Takeover Regulations and other applicable laws.

2. The Acquirer may dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring (including but not limited to amalgamation and / or demerger with its group companies) and / or re-negotiation or termination of existing contractual / operating arrangements, for restructuring and / or rationalizing the assets, investments or liabilities of the Target Company and / or it subsidiaries, to improve operational efficiencies and for other commercial reasons. The Board of Directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company and shall do the same only with the prior approval of the shareholders through postal ballot.

V. BACKGROUND OF THE ACQUIRER

A. **MRS. NAMBURU VASUNDHARA MANI ("Acquirer")**

(a) Namburu Vasundhara Mani aged 37 years, W/o Mr. Narsmiha Rao, residing at Plot No. 30 & 31, Flat No. 504, Krishna Murthy Residency, Rajeev Nagar, Hyderabad- 500045, India; Email: vasundharamani@yahoo.com.

(b) Acquirer is holding a Permanent Account Number- **AFGPN8005D**.

(c) Acquirer is Post Graduate in Commerce from Osmania University and holds a Masters degree in Computer Applications from Indira Gandhi National Open University.

(d) Acquirer does not belong to any group.

(e) The details of the ventures promoted/controlled/managed by the Acquirer is given hereunder:

Sr. No.	***Name of the Company***	***Current Designation***
1	Lares Infratech Limited	Managing Director
2	Wiselink Mangement Consultants Private Limited	Director
3	Venus Airways Private Limited	Director
4	Lares Agri Biotech Private Limited	Director
5	Hasini Agri Biotech Private Limited	Director

(Source: www.mca.gov.in)

(f) None of the entities mentioned in the table above are participating or interested or acting in concert with the Acquirer in this Open Offer.

(g) None of the companies mentioned in point# e above are listed on any of the stock exchanges in India.

(h) Acquirer hereby undertakes and confirms that none of the companies mentioned aforesaid are appearing in the willful defaulter list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.

(i) The Networth of Acquirer as on March 31, 2015 is Rs. 524.67 Lakhs and the same is certified by Mr. Shiva Kumar Yerrolla, Chartered Accountant, (Membership No.226402), Hyderabad; Tel No.: 040 42615092; E-mail ID: cashivakmr@gmail.com), vide certificate dated April 01, 2015.

(j) Acquirer vide letter dated January 02, 2015 has confirmed the following:-

- She has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act;

- She does not hold any equity shares of the Target Company as on the date of this DPS;

- She has not acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of the PA and this DPS.

- As of the date of this DPS, Acquirer does not have any interest in the Target Company and there are no Directors representing the Acquirer on the Board of Directors of the Target Company;

- She does not hold/never held equity shares of the Target Company. Therefore compliance with provisions of chapter V of the SEBI (SAST) Regulations, 2011 and chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto, are not applicable;

- She has undertaken not to sell the equity shares of the Target Company held by her during the "Offer Period" in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

(k) Save and except this, she has signed the Share purchase agreement dated April 23, 2015 with the Seller to acquire **3353750** equity shares constituting **31.93**% of the fully paid equity shares of the Target Company.

(l) Acquirer has not entered into any non-compete arrangement and/or agreement with the Seller.

(m) Acquirer confirms that neither she nor any of the Company with which she is associated with, are in securities related business and registered with SEBI as a Market Intermediary.

(n) There is no Person Acting in Concert ("**PAC**") along with Acquirer.

(o) Acquirer confirms that currently there are no pending litigations pertaining to securities market where she is made party to.

(p) Acquirer confirms that she is not related to the Target Company and promoters or key employees in any manner.

VI. BACKGROUND OF THE TARGET COMPANY

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

1. VGML was incorporated on February 24, 1999 under the Companies Act 1956 under the name and style of "Om Web Private Limited" pursuant to Certificate of Incorporation issued by Asst. Registrar of Companies, Hyderabad, Andhra Pradesh. The name of VGML was changed to "On Line Media Solutions Private Limited" pursuant to fresh Certificate of Incorporation dated August 30, 1999 issued by Registrar of Companies, Hyderabad, Andhra Pradesh. The name of VGML was changed to On Line Media Solutions Limited" consequent upon conversion in to a public limited company pursuant to fresh Certificate of Incorporation dated September 19, 1999 issued by Registrar of Companies, Hyderabad, Andhra Pradesh. The name of VGML was again changed to "Virgo Global Media Limited" pursuant to fresh Certificate of Incorporation dated February 10, 2009 issued by Asst. Registrar of Companies, Hyderabad, Andhra Pradesh.

2. The registered office of the Target Company is situated at Plot No. 5, Mithila Nagar, Road No. 10, Banjara Hills, Hyderabad, Telangana, 500 034. Tel: 040 23351212/2335; Fax: 040 23351214; Email: csvirgo@yahoo.in; Website: www.virgoglobalmedia.com *(Source: www.bseindia.com)*

3. The main object of the Target Company as per Memorandum of Association inter-alia includes to carry on the business of 100% export oriented information technologies and software development by utilizing the service of software designers, system analysts and programmers. To carry on the business of providing infrastructures on site consultancy information services and solution strategy development in the area of computers. To carry on the business of dealing with hardware and software.

4. The Authorized Share Capital of the Target Company is Rs. 1,300 Lacs comprising of 3,25,00,000 Equity Shares of Rs. 4 each. The Issued, Subscribed and paid up Share Capital of the Target Company is Rs. 420.17 Lacs comprising of 10504300 Equity Shares of Rs. 4 each. *(Source: www.mca.gov.in)*

5. There are no outstanding partly paid up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date. *(Source: Annual Report for FY 2014)*

6. The equity shares of the Target Company are currently listed on BSE Limited ("**BSE**") (Scrip Code: 532354) *(Source: www.bseindia.com)*
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7. The equity shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The Target Company has paid listing fees to BSE for the financial year ended 2015-16.

8. Trading in the Equity Shares of the Target Company on BSE was suspended due to non-compliance with various clauses of the Listing Agreement. BSE vide its notice dated August 04, 2010 revoked the suspension on trading in the Equity Shares of the Target Company with effect from August 10, 2010. *(Source: www.bseindia.com)*. Target Company confirms that it is currently in compliance with the clauses of the Listing Agreement.

9. There are no Equity Shares that are not listed on the Stock Exchanges. *(Source: www.bseindia.com)*

10. There has been no change in the name of the Target Company during the last three years

11. **The capital structure of the Target Company as of the date of this Draft Letter of Offer is:**

Issued and Paid-up Equity Share Capital	***Number of Equity Shares (Face Value - Rs. 10/-)/Voting Rights***	***Percentage of Equity Shares/Voting Rights***
Fully paid-up equity shares	10504300	100%
Partly paid-up equity		

shares		
Total paid-up equity shares		

12. Target Company confirms that it is in compliance with various clauses of extant Listing Agreement.

13. On October 01, 2005, Savera Construction Private Limited entered into an Share Purchase Agreement with Mr. K. Srinivasa Rao, Mrs. K V N Lakshmi and other promoter group members ("**Erstwhile Promoters**") of the Target Company to acquire 3322500 equity shares at a price of Rs. 2/- per equity share and also with public shareholders to acquire 77500 equity shares at a price of Rs. 2/- per equity share. Pursuant to regulation 10 & 12 of the SEBI (SAST) Regulations, 1997, Savera Construction Private Limited made an open offer to the public shareholders of the Target Company to acquire upto 2100860 equity shares at an offer price of Rs. 2/- per equity share and management control in the Target Company. Upon completion of open offer formalities and consummation of Share Purchase Agreement, Savera Construction Private Limited became the new Promoter of the Target Company and is currently in full control of the Target Company. (*Source- Letter of Offer dated December 19, 2005)*

14. Target Company does not have any records pertaining to compliances with Chapter II of the SEBI (SAST) Regulations 1997 by the Erstwhile Promoters. As per details available on page# 9 of the Letter of Offer dated December 19, 2005, filed with SEBI and Stock Exchanges, the Target Company has delayed submissions under regulation 8(3) of the SEBI (SAST) Regulations, 1997 for the period 2004 & 2005. ***SEBI may initiate appropriate action against the Target Company in terms of the Takeover Regulations and provisions of the SEBI Act for delay in complying with the required provisions of Chapter II of SEBI (SAST) Regulations, 1997.***

15. Target Company confirms that it is compliance with the provisions of Chapter II of the SEBI (SAST) Regulations 1997 and Chapter V of SEBI (SAST) Regulations, 2011 for the period 2006 till date.

16. Target Company confirms that the current Promoter Savera Construction Private Limited is in compliance with the provisions of Chapter II of the SEBI (SAST) Regulations 1997 and Chapter V of SEBI (SAST) Regulations, 2011 for the period 2006 till date.

17. As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Sr. No.	***Name, Age and Address***	***Designation***	***DIN***	***Date of Appointment***
1.	Hafeezuddin Shaik Imam 69 Years H NO.8-2-624/A/B/1, Road No.10, Banjara Hills, Hyderabad, 500034, Telangana, India	Director	01601903	19/02/2011
2.	Balija Venkata Satya Sai Prasad 53 Years Plot No.163, Road No.13,, Jubilee Hills, Hyderabad, 500034, Telangana, India	Director	01646183	19/02/2011
3.	^ Pamidimarri Shyam Prasad 50 Years	Non Executive and Non Independent Director	02713599	13/04/2009

	H.NO 34-80/6/1, Plot no 21, Matrupuri Colony, R. V. Nagar, R R district, 500095, Telangana, India			
4.	Vemula Tejaswini 25 Years D.NO.3-124,Lingamguntla, Kavuru,, Guntur, 522611, Andhra Pradesh, India	Additional Director	07143700	31/03/2015

(Source: www.mca.gov.in)

^ as per MCA database, Mr. Pamidimarri Shyam Prasad is shown as Whole Time Director.

18. No merger / demerger / spin off have taken place in the Target Company during the last three years.

19. Brief financial details of the Target, as obtained from its audited standalone financial statements as at and for the 12-month period ended March 31, 2014, March 31, 2013 and March 31, 2012 and Nine months ended December 31, 2014 are as follows:

(Amount Rs. In lacs)

Profit & Loss Statement	***December 31, 2014***	***March 31, 2014)***	***March 31, 2013***	***March 31, 2012***
Total Income	7.00	9.64	8.97	9.93
Total Expenditure	4.75	5.34	5.62	6.02
Profit Before Depreciation Interest and Tax	2.24	4.30	3.35	3.91
Depreciation	0.03	0.02	0.23	0.30
Interest	0.18	0.29	0.27	0.31
Profit Before Tax	1.97	2.98	2.91	1.56
Provision for Tax	-	1.00	1.00	0.35
Profit After Tax	1.97	1.98	1.91	1.21
Balance Sheet Statement	***December 31, 2014***	***March 31, 2014)***	***March 31, 2013***	***March 31, 2012***
Paid up share capital	420.17	420.17	420.17	420.17
Reserves and Surplus	-357.24	-359.21	-361.19	-363.10
Networth	62.93	60.96	58.98	57.07
Secured loans	-	-	-	-
Unsecured loans	164.67	161.47	155.96	153.21
Total	**227.77**	**222.60**	**215.11**	**210.50**
Net fixed assets	0.19	0.22	0.24	0.46
Investments	-	-	-	-
Deferred Tax Assets (Net)	-	-	-	-
Net current assets	192.82	187.61	180.10	175.27
Total	**227.77**	**222.60**	**215.11**	**210.50**
Other Financial Data	***December 31, 2014***	***March 31, 2014)***	***March 31, 2013***	***March 31, 2012***
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)	0.02	0.02	0.02	0.01
Return on Net worth (%)	3.13	3.25	3.24	2.12
Book Value per share (Rs.)	0.60	0.58	0.56	0.54

(Source: Certificate dated April 28, 2015 from M/s MM Reddy & Co. Chartered Accountants)

20. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Draft Letter of Offer is and shall be as follows:

Shareholders' Category	***Shareholding & voting rights prior to the acquisition (SPA) and Open Offer***		***Equity Shares/voting rights agreed to be acquired which has triggered the Regulations***		***Equity Shares/voting rights to be acquired in Open Offer (Assuming full acceptances)***		***Shareholding / voting rights after the SPA and Open Offer (Assuming full acceptances)***	
	(A)		**(B)**		**(C)**		**(D) = (A) + (B) + (C)**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) Promoter/ promoter group								
a. Parties to agreement, if any	3353750	31.93	-	-	-	-	-	-
b. Promoters other than (a) above	-	-	-	-	-	-	-	-
Total (1)	3353750	31.93	-	-	-	-	-	-
(2) **Acquirer**	**-**	**-**	**3353750**	**31.93**	**2,731,118**	**26**	**6,084,868**	**57.93**
(3) Parties to Agreements other than (1) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, Acquirer)	7150550	68.07	-	-	-	-	4,419,432	42.07
Total (4)	7150550	68.07	**-**	**-**	**-**	**-**	4,419,432	42.07
Grand Total (1+2+3+4)	**10504300**	**100.00**	**3353750**	**31.93**	**2,731,118**	**26.00**	**10504300**	**100.00**

21. **OFFER PRICE AND FINANCIAL ARRANGEMENTS**

A) JUSTIFICATION FOR THE OFFER PRICE

1. The equity shares of the Target Company are listed on BSE only.

2. The annualized trading turnover in the equity shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (April 01, 2014 to March 31, 2015) is as given below:

Stock Exchange	***Total no. of equity shares traded during the twelve calendar months prior to the month of PA***	***Total no. of listed equity shares***	***Annualized trading turnover (as % of shares listed)***
BSE	120898	10504300	1.15

(Source: www.bseindia.com)

3. Based on the information provided in point above, the equity shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

4. The Offer Price of **Re. 1** (Indian Rupee One Only) is justified in terms of regulation 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

a)	Highest negotiated price per share for acquisition under the SPA;	**Rs. 0.75/-**
b)	The volume-weighted average price paid or payable for acquisition(s), whether by the Acquirer or by any person(s) acting in concert, during the fifty-two weeks immediately preceding the date of public announcement;	Not Applicable
c)	The highest price paid or payable for any acquisition, whether by the Acquirer or by any person(s) acting in concert, during the Twenty-six weeks immediately preceding the date of the Public Announcement	Not Applicable
d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period	Not Applicable
e)	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters per Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares#	**Rs. 0.39/-**
	Other Financial Parameters as at:	**31.03.2014**
	i. Return on Net Worth (%)	3.26
	ii. Book Value Per Share (Rs.)	0.58
	iii. Earnings Per Share (Diluted) (Rs.)	0.02

Mr. Shiva Kumar Yerrolla, Chartered Accountant with Membership No.226402 vide certificate dated April 01, 2015, has certified that he has in terms of Supreme Court decision in the case of *Hindustan Lever Employee Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30)*, considered the (i) Net Assets Value ("NAV") Method, (ii) Price Earning Capacity Valuation ("PECV") Method and (iii) Market Price Method and accorded weights of 3x, 2x and 1x respectively to the values arrived at under each methodology for the purpose of arriving at the fair value for the Shares of the Target Company. As per the certification given, the Fair Value has been arrived at Rs. 0.39 per equity share.

5. In view of the above parameters considered and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Re. 1/- per equity share is justified in terms of regulation 8 (2) of the SEBI (SAST) Regulations.

6. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.

7. There has been no revision in the Offer Price or to the size of this Offer as on the date of this Draft Letter of Offer.

8. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last three working days before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the Takeover Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraph V(4) of the DPS; (ii) make a public announcement in the same newspapers in which the DPS has been published; and iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

B) FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirements to meet this Offer is Rs. **27,31,118** (Rupees Twenty Seven Lacs Thirty One Thousand One Hundred Eighteen only).

2. As per Certificate dated April 01, 2015 issued by Mr. Shiva Kumar Yerrolla, Chartered Accountant, (Membership No.226402), Hyderabad; Tel No.: 040 42615092; E-mail ID: cashivakmr@gmail.com), the Acquirer has adequate liquid resources to meet the funds requirements/obligations under this Offer.

3. Acquirer has adequate resources to meet the financial obligations of the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirer. Mr. Shiva Kumar Yerrolla, Chartered Accountant, (Membership No.226402), Hyderabad; Tel No.: 040 42615092; E-mail ID: cashivakmr@gmail.com) *vide* certificate dated April 01, 2015 has confirmed that sufficient resources are available with the Acquirer for fulfilling the obligations under this 'Offer' in full.

4. In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirer has opened an escrow cash account titled ***"VGML Open Offer Escrow Account"*** bearing account No. 915020002848157 ("**Escrow Cash Account**") with Axis Bank Limited, a banking company incorporated under the Companies Act and acting through its branch office at Vile Parle (West), Mumbai, India, ("**Escrow Bank**") with, and has made a cash deposit of Rs. **7,00,000** (Rupees Seven Lacs only) ("**Escrow Account**") in the same. The cash deposited in Escrow Cash Account represents **25.63%** of the total consideration payable to the Equity Shareholders under this Offer in compliance with the Regulations 17(1) and 17(3)(a) of the Takeover Regulations. Escrow Bank *vide* letter dated April 24, 2015 has confirmed the credit balance of Rs. **7,00,000** (Rupees Seven Lacs only) as on April 24, 2015. The Acquirer has empowered the Manager to the Offer to operate and to realize the value of the Escrow Account in terms of the Regulations.

5. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the Takeover Regulations.

6. The funds required in relation to the Offer have been met from funds from the own funds of the Acquirer.

7. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer satisfied that firm arrangements have been put in place by the Acquirer to implement the offer in full accordance with the SEBI (SAST) Regulations.

VII. TERMS AND CONDITIONS OF THE OFFER

1. This tendering period will commence on Wednesday, June 17, 2015 and will close on Tuesday, June 30, 2015.

2. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.

3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.

4. The Identified date for this Offer is Wednesday, June 03, 2015.

5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE400B01020. *(Source: www.bseindia.com)*

6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be **1** (one only). *(Source: www.bseindia.com)*

7. None of the shares are subject to Lock-in.

A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares in dematerialized form (except the present promoter group shareholders, parties to the Agreements and Acquirer) whose names appear in register of Target Company as on Wednesday, June 03, 2015 the Identified Date.

2. This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.

3. All Equity Shareholders/Beneficial Owners (except the present promoter group Shareholders, parties to the Agreements and the Acquirer) who own Equity Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.

4. The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 Tel. No.: +91 40 2763 8111/4445, Fax No.: +91 40 2763 2184, E-mail:info@aarthiconsultants.com, Contact Person: G. Bhaskara Murthy between 10:00 a.m. to 4:00 p.m. on working days (except Saturdays, Sundays and all public holidays), during the period the Offer is open.

5. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the SEBI's website for applying in the Offer.

6. Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.

7. The acceptance of this Offer by the Equity Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

8. The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/Beneficial owner(s) of Target Company.

9. The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms, Share Transfer Deed etc. during transit and the Equity Shareholders of Target Company are advised to adequately safeguard their interest in this regard.

10. The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.

11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

B) STATUTORY AND OTHER APPROVALS

1. As of the date of this DLOF, to the best of the knowledge of the Acquirer, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.

2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

3. The Acquirer, in terms of Regulation 23 of Takeover Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made in the same newspapers in which this PA is being made.

4. In terms of Regulation 18(11) of the SEBI (SAST) Regulations, the Acquirer shall be responsible to pursue all statutory approvals required by the Acquirer in order to complete the Open Offer without any default, neglect or delay, including RBI approval under FEMA regulations for shares tendered by non-resident shareholders. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.

5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA and Share Sale/Purchase Confirmation or approvals mentioned in paragraph VI (1) and (2) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirer has a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, the Stock Exchanges and the registered office of the Target Company.

6. Subject to the receipt of statutory and other approvals, the Acquirer shall complete all procedures relating to this Offer within 10 working days from the date of closure of the tendering period to those Shareholders whose share certificates and/ or other documents are found valid and in order and are accepted for acquisition by the Acquirer.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. The Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be mailed to the Shareholders, (other than the parties to the SPA) whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective Depositories, as of the close of business on Wednesday, June 03, 2015, i.e. the Identified Date.

2. The Shareholders can also download this Letter of Offer and the Form of Acceptance-cum-Acknowledgement from the SEBI website at www.sebi.gov.in.

3. The Shareholders who wish to accept this Offer can hand-deliver the Form of Acceptance-cum-Acknowledgement along with the other documents required to accept this Offer, at Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 Tel. No.: +91 40 2763 8111/4445, Fax No.: +91 40 2763 2184, E-mail:info@aarthiconsultants.com, Contact Person: G. Bhaskara Murthy, so as to reach the Registrar to the Offer during Business Hours on all Working Days or before 5:00 pm on Tuesday, June 30, 2015, i.e., Closure of the tendering period, in accordance with the procedure as set out in this Letter of Offer. Note: Business Hours: Monday to Friday 10:00 AM to 1.00 PM and 2.00 PM to 4:30 PM, except public holidays

4. The Equity Shares and all other relevant documents should only be sent to the Registrar to the Offer and not to the Manager to the Offer, the Acquirer, or the Target Company.

5. Applicants who cannot hand deliver their documents at any of the collection centers referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer at its address: Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 Tel. No.: +91 40 2763 8111/4445, Fax No.: +91 40 2763 2184, E-mail:info@aarthiconsultants.com, Contact Person: G. Bhaskara Murthy so as to reach the Registrar to the Offer on or before 5:00 pm on Tuesday, June 30, 2015 i.e. Closure of the tendering period.

SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM:

1. The Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer will be required to duly complete, sign and send the Form of Acceptance-cum-Acknowledgement in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer. Original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement along with self attested copy of PAN Card of all the transferors are required to be submitted.

2. Valid transfer deed(s) should be duly signed as transferor(s) by the sole/joint Shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed(s) should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the transfer deed(s)) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. Notwithstanding that the signature(s) of the transferor(s) has been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such Equity Shares are liable to be rejected in this Offer.

SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:

1. Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares in this Offer 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 DP, in favor of the Depository Escrow Account. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein, by the sole/joint Shareholder(s) whose name appears in the beneficiary account and in the same order therein. The Form of Acceptance-cum- Acknowledgement has to be executed by the beneficial holder of the Equity Shares only.

2. The Registrar to the Offer has opened a special depository account with HSE Securities Limited called “Virgo Global Media Ltd - Open Offer Escrow Account - Operated By Aarthi Consultants Pvt Ltd” (“**Depository Escrow Account**”). The Shareholders are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Depository Escrow Account:

Depository Name	NSDL
Account Name	Virgo Global Media Ltd - Open Offer Escrow Account - Operated By Aarthi Consultants Pvt Ltd
Depository Participant (“DP”) Name	HSE Securities Limited
DP ID Number	IN302734
Beneficiary Account Number	10078658
ISIN	INE400B01020
Market	Off-Market

3. It is the sole responsibility of the Shareholders to ensure credit of their Equity Shares in the Depository Escrow Account, on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period.

4. The Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL.

5. The Form of Acceptance-cum-Acknowledgement in respect of dematerialized Equity Shares not credited to the Depository Escrow Account before the Closure of the tendering period is liable to be rejected.

6. For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance cum- Acknowledgement.

SHAREHOLDERS WHO HAVE SENT THEIR EQUITY SHARES FOR DEMATERIALIZATION:

1. The Shareholders who have sent their Equity Shares for dematerialization, who wish to tender their Equity Shares in this Offer will be required to send their Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Shareholder’s DP, in accordance with the instructions mentioned in paragraph above. The Form of Acceptance-cum-Acknowledgement has to be duly completed and signed in accordance with the instructions contained therein by the sole/joint Shareholder(s) whose name appears on the Equity Share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.

2. Such Shareholders need to ensure that the process of getting their Equity Shares dematerialized is completed in time for the credit in the Depository Escrow Account, to be received on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period, or else their application

will be rejected. Alternatively, if the Equity Shares sent for dematerialization are yet to be processed by the Shareholder's DP, the Shareholder can withdraw its dematerialization request and tender the Equity Share certificate(s) in this Offer as per the procedure mentioned in paragraph above.

3. Unregistered Shareholders can also 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 tendered, distinctive numbers, folio number, together with the original Equity Share certificates, valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired their Equity Shares, either by hand delivery or by registered post, so that the same are received on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period. Valid share transfer deed(s), as received from the market, duly executed in favour of the unregistered owner(s) as the proposed transferee(s) along with self attested copy of PAN card of all the transferees, should be submitted along with the application. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance. An additional valid share transfer deed should be duly signed by the unregistered owner(s) as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank. No indemnity is required from the unregistered Shareholders. In case the Equity Share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the Equity Share certificate(s) and the transfer deed(s). The Shareholders should ensure that the Equity Share certificate(s) and above documents reach the designated collection centre on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period.

4. The Shareholders should also provide all relevant documents, which are necessary to ensure transfer of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

   a. duly attested death certificate and succession certificate/probate/letter of administration (in case of single Shareholder) if the original Shareholder is no more;
   b. duly attested power of attorney if any person apart from the Shareholder has signed the application form and/or transfer deeds;
   c. in case of companies, the necessary corporate authorization (including certified copy of board resolutions) and specimen signatures of authorized signatories;
   d. banker's certificate certifying inward remittances of funds for acquisition of Equity Shares; and
   e. any other relevant documents.

5. In case of non-receipt of the Letter of Offer, the eligible persons may send their acceptance to this Offer 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 documents as mentioned above so as to reach the Registrar to the Offer on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period, 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 Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, so as to reach the Registrar to the Offer, on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period. In case of physical Equity Shares, original Equity Share certificate(s) and valid transfer deed(s), duly completed and signed, will also have to be submitted. The Shareholders who have lodged their Equity Shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of the Equity Shares. Shareholders who have sent their Equity Shares for dematerialization/re-materialization need to ensure that the process of getting Equity Shares

dematerialized/rematerialized is completed well in time so that the credit in the Depository Escrow Account is received or physical Equity Share certificates are received by the Registrar to the Offer on or before 5:00 pm on Tuesday, June 30, 2015, i.e. Closure of the tendering period, else their application would be rejected.

6. If the Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to accept this Offer. If, the Equity Shares are held under general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under general permission and whether on repatriable or non repatriable basis. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Apart from the above mentioned corporate approvals, as of the date of the Letter of Offer, the Acquirer is not aware of any statutory approvals required by the Acquirer to complete this Offer or for effecting the transactions contemplated under the Share Purchase Agreement.

7. In case of delay in receipt of any statutory approvals, which may be required by the Acquirer at a later date, as per Regulation 18(11) of the Takeover Regulations, SEBI may, if satisfied, that non receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time. Provided where the statutory approvals extend to some but not all the Shareholders, the Acquirer will have the option to pay consideration to such Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

8. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Form of Acceptance cum- Acknowledgment in respect of the Equity Shares that are the subject of litigation, wherein the Shareholders may be prohibited from transferring their 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 in this Offer. The Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

9. The Registrar to the Offer will hold in trust the Equity Shares held in physical form and in credit of the Depository Escrow Account, the Form of Acceptance-cum-Acknowledgement, if any, the transfer form(s) and other documents submitted on behalf of the Shareholders whose Equity Shares have been validly accepted in this Offer, till completion of formalities relating to this Offer. In case of Equity Shares tendered in physical form, where the original Equity Share certificates are required to be split, all the documents will be returned only upon receipt of the Equity Share certificates from the Target Company.

10. If the aggregate valid responses to this Offer by the Shareholders are more than the Equity Shares agreed to be acquired in this Offer, then the offers received from the Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of the 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. The marketable lot of the Target Company is 1 Equity Share. *(Source: BSE website)*

11. Unaccepted Equity Share certificates, transfer deeds and other documents, if any, will be returned by registered / speed post at the Shareholders'/unregistered Shareholders' sole risk to the sole/first Shareholder. The unaccepted Equity Shares held in dematerialized form will be credited back to the same account from which they were tendered. It will be the responsibility of the Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the Registrar to the Offer. The Shareholders holding the Equity Shares in dematerialized form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their

DP account. It is advised that the demat account is maintained till the completion of the formalities relating to this Offer.

12. Payment to those Shareholders whose Equity Shares and other documents are found valid and in order and are approved by the Acquirer, will be by way of a bankers' cheque/ demand draft/ direct credit/ NECS/ NEFT/ RTGS, so as to avoid fraudulent encashment in transit. In case of the Shareholder(s) holding the Equity Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his registered address (at its own risk). For Equity Shares that are tendered in dematerialized form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars and not from any details provided in the Form of Acceptance cum Acknowledgement. The decision regarding the acquisition (in part or full), or rejection of, the Equity Shares tendered in this Offer and (i) any corresponding payment for the acquired Equity Shares; and/or (ii) the Equity Share certificates for any rejected Equity Shares, will be dispatched to the Shareholders by registered / speed post or by ordinary post as the case may be*, at the Shareholder's sole risk. The Equity Shares held in dematerialized form to the extent not acquired will be credited back to the same account from which they were tendered.

[Dispatches involving payment of a value in excess of Rs. 1,500 will be made by registered /speed post at the Shareholder's sole risk. All other dispatches will be made by ordinary post at the Shareholder's sole risk.]*

13. For Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through NECS / NEFT / RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the Shareholder's sole risk.

14. All bankers' cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the Shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the bankers' cheque/demand draft.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6th floor, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificate dated April 01, 2015 issued by Mr. Shiva Kumar Yerrolla, Chartered Accountant with Membership No.226402, certifying the net worth of the Acquirer;
- Certificate dated April 01, 2015 issued by Mr. Shiva Kumar Yerrolla, Chartered Accountant with Membership No.226402, confirming that the Acquirer has adequate financial resources available for meeting her obligations under the Open Offer;
- Certificate dated April 01, 2015 issued by Mr. Shiva Kumar Yerrolla, Chartered Accountant with Membership No.226402, certifying the Fair Value of Equity Shares of the Target Company;
- Annual reports of Target Company for the financial years ending March 31, 2014, March 31, 2013 and March 31, 2012;
- Limited Review Report for the period ended December 31, 2014;
- Letter from Axis Bank Limited dated April 24, 2015 confirming the cash deposit of Rs. 700000/- (Rupees Seven Lacs only) in the Escrow Account with a lien marked in favour of the Manager to the Offer;
- Share Purchase Agreement - between Acquirer and Seller dated April 23, 2015;
- Copy of Escrow Agreement between Mrs. Namburu Vasundhara Mani ("Acquirer"), Saffron Capital Advisors Private Limited (the "Manager to the Offer") and Axis Bank Limited ("Escrow Bank");
- Copy of Client Master List for opening a Special Depository Account for the purpose of the Offer.
- A copy of Public Announcement dated April 23, 2015, published copy of the Detailed Public Statement – dated April 29, 2015;
- Letter of Offer dated December 19, 2005 for open offer made by Savera Construction Private Limited to the erstwhile promoters of the Target Company;
- A copy of the comments letter from SEBI

X. DECLARATION BY THE ACQUIRER

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company and the Seller, the Acquirer has relied on the information provided by the Target Company and/ or the Seller and has not independently verified the accuracy of details of the Target Company and/ or the Seller. Subject to the aforesaid, the Acquirer accepts full responsibility for the information contained in this Draft Letter of Offer and also accept responsibility for the obligations of the Acquirer as laid down in the Takeover Regulations. The Acquirer shall be responsible for ensuring compliance with the Takeover Regulations.

NAMBURU VASUNDHARA MANI

Sd/-

Plot No. 30 & 31, Flat No. 504,
Krishna Murthy Residency, Rajeev Nagar,
Hyderabad- 500045, India;
Email: vasundharamani@yahoo.com

Place: Mumbai
Date: May 11, 2015

Encl: 1) Form of Acceptance-cum-Acknowledgement