PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

WELLWORTH SECURITIES LIMITED

(Regd.Office: 5, Jatindra Mohan Avenue, Kolkata- 700 006)

This Public Announcement ("PA") is being issued by Ashika Capital Limited, Manager to the Offer, on behalf of Smt. Rajul S. Jhaveri pursuant to Regulation 10 & 12 and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "Regulations").

1. THE OFFER:

a) The Offer is being made by Smt. Rajul S. Jhaveri, residing at Plot No-21, Nutan Laxmi Society, Crest Building, 6th Floor, JVPD Scheme, S.N.Road, Vile Parle, Mumbai- 400 049 to the Equity Shareholders of Wellworth Securities Limited (hereinafter referred to as "Target Company" or "WSL").

b) The Acquirer has entered into Share Purchase Agreements dated 23/05/2005 ("SPA or Agreement") to acquire 4,00,000 fully paid-up equity shares of Rs.10/- each representing 12.90% of the issued, subscribed and paid-up equity share capital and 13.01% of the voting equity share capital of WSL from A.V. (India) Pvt. Ltd. (Promoter shareholder) and 17,21,000 fully paid-up equity shares of Rs.10/- each representing 55.52% of the issued, subscribed and paid-up equity share capital and 55.97% of the voting equity share capital of WSL from a group of shareholders (not belonging to the promoter/promoter group) (hereinafter collectively referred to as "Sellers") at a fixed price of Rs.2/- per share ("Negotiated Price") payable in cash ("The Acquisition"). As per the terms of the Agreement between the Acquirer and the Sellers, the Acquirer will have an option to purchase from the Sellers only such number of fully paid up Equity shares (after taking into account the equity shares of the target company purchased by the Acquirer pursuant to the Offer) so as to enable the target company to maintain the level of minimum public shareholding required to be maintained by the target company as a condition for continued listing.

c) The Acquirer is now making this Open Offer ("Offer") to the shareholders of WSL (other than the parties to the Agreement) to acquire from them upto 6,20,000 fully paid-up Equity Shares of Rs.10/- each, representing 20% of its paid up equity share capital and 20.16% of its voting equity capital at a price of Rs.5/- per share ("Offer Price") payable in cash subject to terms and conditions mentioned hereinafter. As per the Annual Report for the year ended 31st March, 2004, WSL has 25,000 partly paid up equity shares and the total amount of calls in arrear is Rs.1,86,750/- only. The Offer is made to the fully paid up equity shareholders of WSL only.

d) The shares of WSL are listed on The Calcutta Stock Exchange Association Limited (CSE), The Gauhati Stock Exchange Association Limited (GSE) and The Stock Exchange, Ahmedabad (ASE). The equity shares of WSL are infrequently traded in terms of explanation (i) to Regulation 20(5) of the Regulations and therefore the Offer Price has been determined taking into account the following parameters: -

i. The Negotiated price under the Agreement is Rs.2/- per share.
ii. The Acquirer have not acquired any equity shares of WSL during the 26 weeks prior to the date of PA including by way of allotment in a public, rights or preferential issue.
iii. Other parameters as per unaudited certified results for the year ended 31.03.2005 such as the Earning per share and return on networth are negative. The book value per equity share as on 31.03.2005 is Rs.9.92.
iv. The P/E multiple of the WSL considering the Offer Price of Rs.5/- per share works out to be infinite. The average industry P/E for the sector in which WSL operates is 13.5 (Source: Capital Market Journal Vol.XX/05 May 09-22, 2005, Industry-Finance-Investments)

The last traded price of the equity shares on CSE was on 25.10.2000 at Rs.2.30 per share. (Source: CSE Official Quotation).

Mr. Daulal H. Bhatter, proprietor of Bhatter & Co. (Membership No.16937) Chartered Accountants, having office at 307, Tulsiani Chambers, Nariman Point, Mumbai- 400 021 Ph: (022) 22853039/30208868, Fax: (022) 56301318 have undertaken a valuation exercise to determine the value of the equity shares of WSL and furnished a report in this regard. The relevant extracts of the report dated 23/05/2005 is stated as under: -

- Net Asset Value: The Net Asset Value is Rs.9.94 per share as per the audited annual accounts for the year ended 31.03.2004.
- Profit Earning Capacity Value (PECV): The average profit after tax for last 3 financial years ending on 31/03/2004 as per audited annual accounts are Rs.0.15 Lacs. Therefore, PECV of the company is Rs.0.05 per share based on 10% capitalization rate.
- Market based value: Average of the weekly high & low of the closing prices of the shares of WSL as quoted on CSE, ASE and GSE where the shares of the Company are infrequently traded during the last 26 weeks is Rs. Nil.

Considering the Supreme Court decision in the Hindustan Lever Employees Union vs. Hindustan Lever Limited, 1995 (83 Com. Case 30), wherein the Honorable Court had opined that the fair value of a listed company could be assessed based on the following weightages: Net Asset Value:1; Earnings Based Value: 2; Market Based Value:2

Given the NAV of Rs.9.94, PECV of Rs.0.10 as assessed above and the average market price for the last 26 weeks Rs.Nil, if one were to apply this approach, the share price based on the weighted average would be Rs.2.01 per share.

Therefore, based on the fair value of Rs.2.01 per share as calculated above, the negotiated price under Agreement of Rs.2/- per share and loss made by the company year during the financial year 2004-05, in the opinion of the Manager to the Offer and the Acquirer, the Offer price of Rs.5/- per share is justified in terms of Regulation 20(11).

e) As on the date of this PA, the Acquirer does not hold any equity shares of WSL. The Acquirer has not acquired any shares of the Target Company during the twelve months preceding this Public Announcement.

f) As on the date of PA the Merchant Banker to the offer does not hold any equity share in the target company.

g) For the purpose of this Offer, there are no persons acting in concert as per the provisions of Regulations 2(1)(e) of the Regulations.

h) The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.

i) This is not a competitive bid.

j) The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfilment or outcome of the Agreement with the Sellers.

2. INFORMATION ABOUT THE ACQUIRER:

Smt. Rajul S. Jhaveri, aged about 44 years is residing at Plot No-21, Nutan Laxmi Society, Crest Building, 6th Floor, JVPD Scheme, S. N. Road, Vile Parle, Mumbai-400 049. She has more than 10 years of experience in finance and investment related activities. Her networth as on 31/03/2004 as certified by Mr. Daulal H. Bhatter, proprietor of Bhatter & Co. (Membership No.16937) Chartered Accountants, having office at 307, Tulsiani Chambers, Nariman Point, Mumbai- 400 021 Ph: (022) 22853039/30208868, Fax: (022) 56301318 vide their certificate dated 23.05.2005 is Rs.388.54 Lacs.

3. INFORMATION ABOUT THE TARGET COMPANY (WSL):

a) WSL having its registered office at 5, Jatindra Mohan Avenue, Kolkata-700 006, was incorporated under the Companies Act, 1956 on 25/10/1994. The company received certificate of commencement of business pursuant to section 149(3) of the companies Act, 1956 on 8/11/1994.

b) As on the date of this Public Announcement, the Issued, Subscribed & Paid-up Equity Share Capital of WSL is Rs.3,08,13,250/- divided into 30,75,000 equity shares of Rs.10/- each fully paid up, 25,000 equity shares of Rs.10/- each partly paid up (total amount of calls in arrear as on date is Rs.1,86,750/-). The partly paid up equity shares of the company do not carry any voting rights.

c) WSL is presently engaged in the business of investment in shares & securities and of providing loans and advances. WSL is a RBI registered non-banking financial company having Registration No.05.01354 dated 31.03.1998.

d) The Equity Shares of WSL are listed at CSE, ASE and GSE.

e) As per the audited financial results for the year ended 31.03.2004, the total income and net profit of WSL was Rs.2.36 lacs and Rs.0.05 lacs respectively. The networth and book value per share of WSL as on 31.03.2004 are Rs.306.28 Lacs and Rs.9.94 respectively. The Earning per share is negligible and return on networth is 0.01%.

4. REASONS FOR THE OFFER AND FUTURE PLANS ABOUT TARGET COMPANY:

a) This offer has been made pursuant to Regulation 10 and 12 and other provisions of Chapter III and in compliance with the Regulations.

b) The acquisition is for substantial acquisition of shares and voting rights accompanied with change in control / management.

c) WSL is engaged in the business of finance and investment activities. The Acquirer is also well versed in these activities and therefore she proposes to expand its scope of operations. By virtue of this acquisition, the Acquirer will get majority shareholding entitling her to exercise management control over the Target Company.

d) The Acquirer does not have any plans to dispose off or otherwise encumber any assets of WSL in the next two years except in the ordinary course of business of WSL.

e) The Acquirer shall not sell, dispose of or otherwise encumber any substantial assets of WSL except with the prior approval of the shareholders.

5. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER:

a) The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders, if any.

b) As on the date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals and / or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

c) In case of delay in receipt of statutory approvals beyond 10/08/2005, SEBI has power to grant extension of time to Acquirer for payment of consideration to 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 the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the regulations will become applicable.

d) The Acquirer does not require any approval from its bankers / lending Institutions for the aforesaid Offer.

6. DELISTING OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21(3):

The Acquirer would acquire upto such number of Equity shares through the Offer and Agreement so as not to breach the minimum public shareholding requirement as per the listing Agreement with the stock exchanges.

7. FINANCIAL ARRANGEMENTS:

a) The Acquirer has adequate financial resources and has made firm financial arrangement for the implementation of the Offer in full out of her own sources / networth and no borrowings from Banks/ FIs or Foreign sources is envisaged. Mr. Daulal H.Bhatter, proprietor of Bhatter & Co. (Membership No.16937) Chartered Accountants, having office at 307, Tulsiani Chambers, Nariman Point, Mumbai- 400 021, Ph: (022) 22853039/30208868, Fax: (022) 56301318 vide certificate dated 23/05/2005 has certified that sufficient resources are available with the Acquirer for fulfilling the obligations under this “Offer” in full.

b) The total fund requirement for the Offer is Rs.31,00,000/- (Rupees Thirty One Lacs). In accordance with Regulation 28 of the Regulations, the Acquirer has opened an Escrow account in Tamilnad Mercantile Bank Limited, 58D, N. S. Road, Kolkata-700 001 in the form of a fixed deposit of Rs.8,00,000/- being more than 25% of the total consideration payable to shareholders under the Offer.

c) The Manager to the Offer, Ashika Capital Limited has been duly authorised by the Acquirer to operate & realize the value of Escrow Account in terms of the Regulations.

d) The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the offer obligations.

8. OTHER TERMS OF THE OFFER:

a) The Letter of Offer ("LO") together with Form of Acceptance cum Acknowledgement shall be mailed to those equity shareholders of WSL (other than the shareholders who are parties to the agreement) whose names appear on the Register of Members of WSL and to those beneficial owners of the Equity shares of WSL, whose names appear as beneficiaries on the records of the respective Depository Participant ("DP"), at the close of business hours on 25/05/2005 (“Specified Date”). The LO along with Form of Acceptance (“FoA”) and Form of Withdrawal (“FoW”) would also be available at SEBI’s website: www.sebi.gov.in from the date on which Offer opens. Eligible persons to the offer may download these forms for their use.

b) Beneficial owners (holders of shares in dematerialised form) who wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant in favour of the special Depository Account, to the Registrar to the Offer, in accordance with the instructions to be specified in the LO.

c) Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares, will be required to send their (i) duly signed Form of Acceptance, (ii) original share certificate(s), (iii) duly signed and executed transfer deed(s) and other documents to the Registrar to the Offer, in accordance with the instructions specified in the LO.

d) All owners (registered or unregistered) of the shares of WSL (except parties to the Agreement) are eligible to participate in the Offer. Unregistered shareholders / Owner of shares who have sent shares for transfer can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, No. of shares held, No. of shares offered, Distinctive Nos., Folio No., together with Original share certificate(s), valid share transfer deeds and a copy of contract note issued by the broker through whom they have acquired their shares. No indemnity is required from unregistered shareholders.

e) In case of non-receipt of Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating the Name & address of the first holder, Name(s) & address(s) of joint holders(s) if any, Regd. Folio No., Share Certificate No., Distinctive Nos., No of Shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. 27/07/2005 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer on a plain paper stating the Name, Address, No. of shares held, No. of Shares offered, DP Name, DP ID No., Beneficiary account number and a photocopy of the delivery instruction in "Off Market" mode, duly acknowledged by the DP, in favour of special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer i.e. 27/07/2005.

f) The Acquirer has appointed Niche Technologies Pvt Ltd. as the Registrar to the Open Offer ("Registrar"). The Registrar has opened a special depository account with Trans Scan Securities Pvt. Ltd. in National Securities Depository Limited ("NSDL") styled "Niche Technologies Pvt Ltd.-WSL-Open Offer Escrow A/c". The DP ID is IN302496 and Beneficiary Client ID is 10037425. Shareholders having their beneficiary account in Central Depository Services India Limited ("CDSL") have to use inter depository delivery instruction for the purpose of crediting their equity shares in favour of Special Depository Escrow Account with NSDL.

g) Shareholders who have sent their shares for dematerialisation need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the closure of the Offer, else the application would be rejected.

h) In case the shares tendered in the Offer by the shareholders of WSL are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of Regulation 21(6) of the Regulations on a proportionate basis. The marketable lot for both physical and demat shares is 1(One).

i) The Registrar will hold in trust the share certificates, shares lying to the credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of WSL who have accepted the Offer, till the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

j) The consideration for the shares accepted by the Acquirer will be paid by crossed account payee cheques/ demand drafts. Such payments and documents in case of unaccepted shares will be returned by registered post / speed post at the shareholders / unregistered owners' sole risk. Shares held in dematerialised form to the extent not accepted will be credited back to the account of beneficial owner specified in the acceptance form. Communication of acceptance / rejection and the payment of consideration for the accepted shares will be made by the Acquirer in cash through cheque/ demand draft to the shareholders of accepted shares within 30 days from the date of the closure of the Offer.

k) In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered upto three working days prior to the date of closure of the Offer by submitting the documents as specified below, so as to reach the Registrar to the Offer. The withdrawal can be exercised by submitting Form of Withdrawal enclosed with Letter of Offer. In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making plain paper application alongwith the following details:

- In case of physical shares: Name, address, distinctive numbers, folio nos., number of shares tendered / withdrawn.
- In case of dematerialised shares: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in “off market” mode or counterfoil of the delivery instruction in “off market” mode, duly acknowledged by the DP in favour of the Depository Escrow Account.

l) The shares withdrawn by the shareholders, if any would be returned by registered post, in case of physical shares.

m) The Acquirer undertakes to pay interest pursuant to Regulation 22(12) to the shareholders for the delay, if any, in payment of consideration.

n) A schedule of some of the major activities in respect of the Offer is given below:

Activity	**Date**	**Day**
Specified date (for the purpose of determining the names of shareholders to whom the Letter of Offer will be sent)	25/05/2005	Wednesday
Date by which the Letter of Offer will be despatched to shareholders	02/07/2005	Saturday
Date of Opening of the Offer	08/07/2005	Friday
Date of Closing of the Offer	27/07/2005	Wednesday
Last Date for a Competitive Bid	15/06/2005	Wednesday
Last date for revising the Offer Price / No. of Shares	18/07/2005	Monday
Last Date for withdrawal of acceptance by shareholders who have accepted the Offer	22/07/2005	Friday
Date of communicating rejection / acceptance and payment of consideration for applications accepted.	10/08/2005	Wednesday

9. GENERAL:

a) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto 22/07/2005 i.e. three working days prior to the date of Closure of the Offer.

b) If there is any upward revision in the Offer Price upto seven working days prior to the closure of the Offer i.e. 27/07/2005 or withdrawal of the Offer, the same would be informed by way of PA in the same newspapers where this PA appears and the revised Price would be payable to all the shareholders who have tendered their shares any time during the Offer.

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

d) If there is a competitive bid:

- **The Open Offers under all the subsisting bids shall close on the same day.**

- **As the Offer price can not be revised during 7 working days prior to the closing date of the Offers / bids, it would therefore be in the interest of shareholders to wait till the commencement of that period to know the final Offer price of each bid and tender their acceptance accordingly.**

e) There is no non-compete agreement.

f) Pursuant to Regulation 13 of the Regulations, the Acquirer has appointed Ashika Capital Limited, Kolkata, as the Manager to the Offer.

g) Niche Technologies Pvt Ltd. of 71, B. R. B.B. Road, D-511, Bagree Market, Kolkata – 700 001 Ph: (033) 2235-7271 Fax: (033) 2215-6823, Email: nichetechpl@nichetechpl.com, Registrar to the Offer. The contact person is Mr. S. Abbas.

h) The Acquirer accepts full responsibility for the information contained in this Public Announcement and also for her obligations as laid down in the Regulations.

i) This PA will be available on SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the LO along with Form of Acceptance and Form of Withdrawal which will also be available on the SEBI's website from the Offer opening date i.e.08/07/2005 and apply in the same.

j) For further details, please refer to the LO & Acceptance Form.

Issued by Manager to the Offer on behalf of the Acquirer:

Your trust is our strength

Manager to the Offer:
ASHIKA CAPITAL LIMITED
(Contact Person: Ms. Astha Singhania)
'Trinity', 7th Floor, 226/1, A. J. C. Bose Road,
Kolkata – 700 020
Phone No: (033) 22839952, Fax: (033) 2289-1555
E-mail: astha@ashikagroup.com

Place: Kolkata
Date: 25.05.2005