

PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF

ZENU INFOTEC LIMITED

(Formerly " Preeti Resorts & Holdings Limited")

Regd. Office: 4, Prathamesh Leela, New Link Road, Opp. Don Bosco, Borivali (West), Mumbai 400 092

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This Public Announcement is being issued by Fedex Securities Limited, on behalf of Choice International Limited (hereinafter referred to as "the Acquirer") pursuant to and in compliance with Regulations 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997[hereinafter referred to as "Regulations"] and subsequent amendments thereto.

1. The Offer

- 1.1 This public Announcement and the Offer are in compliance with Reg. 10 & 12 of SEBI (SAST) Regulations 1997 and subsequent amendments thereof (hereinafter referred to as the "Regulations").
- 1.2 Choice International Limited (CIL), a Company incorporated under the Companies Act, 1956 and having its registered office at 202, Chartered House, Dr. C.H. Street, Marine Lines, Mumbai 400 002 (Tel No. (022)2206 8602/03, Fax No. (022) 2206 8600, Email id : international.choice@yahoo.in) (hereinafter referred to as "the Acquirer") is making an Open Offer to the public Shareholders (i.e. Shareholders other than the Acquirer, parties to the Agreement and promoter group Shareholders of ZIL) of Zenu Infotec Limited ("ZIL", "the Target Company") to acquire 10,25,520 Equity Shares of Rs. 10/- each representing 20.00% of paid up & voting Capital of ZIL ("the Offer"), at a price of Rs. 10/50 (Rupees Ten Paise fifty only) ("the Offer Price"), payable in cash, subject to the terms and conditions mentioned hereinafter. There are no partly paid Shares.
- 1.3 There are no Persons acting in Concert (PAC) with the Acquirer.
- 1.4 The Acquirer presently do not hold any Equity Shares of ZIL. The Acquirer has, on September 25, 2009, entered into a Share Purchase Agreement (SPA) with Shri.Padam Chand Dhoot, residing at C-001, 01, Pralmeesh Horizon, New Link Road, Borivali (West), Mumbai-400092 (Tel. No. (022) 6691 0028, Email ID: dhoot_2000@rediffmail.com) representing himself and other promoter group shareholders of ZIL, ,the Target Company, to acquire 15,57,650 Equity Shares of ZIL, constituting 30.38% of the total paid up and voting Capital of the Target Company at a price of Rs.4/- (Rupees Four only) per Equity Share for cash consideration(the Negotiated Price). The Agreement also provides that the Acquirer will also be given control of ZIL. This Agreement has necessitated the Open Offer in terms of Regulation 10 and 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997. The Offer is subject to the provisions of the Companies Act 1956, SEBI (SAST) Regulations as amended and listing agreement of the Target Company with the Stock Exchanges and other applicable Laws and Regulations in force.
- 1.5 The major terms and conditions of the Agreement are (i)The Acquirer, through a Merchant Banker, shall ensure compliance of SEBI Regulations (Defined as "SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 as amended") (ii) Subject to completion of all obligations of the Purchaser under the Takeover Regulations as amended, Delivery instructions to the Depository Participant shall be delivered to the DP for transfer of the Shares in favor of the Acquirer. (iii) Subject to completion of all obligations of the Purchaser under the Takeover Regulations as amended and issuance of Certificate of completion of formalities of SEBI Regulations by the Merchant Banker under Regulation 23(6) of Takeover Regulations, the Directors representing the present promoters shall resign from the Board of Directors of the Target Company and shall facilitate appointment of the nominees of the Acquirer as Directors on the Board of the Target Company. (iv) The parties agree and undertake that transfer the Shares in favor of the Acquirer and change in control in favor of the Acquirer shall be effected only after all obligations of the Purchaser under the Takeover Regulations are complied with (v) The Agreement for purchase of Shares and change in control will be acted upon by the parties only after completion of the Open Offer formalities including dispatch of consideration and shall be subject to issuance of Certificate by Merchant Banker as per Reg. 26(3). (v) The consideration for the Equity Shares will be paid by in two installments, Rs. 2/- per Share on signing the Agreement and balance Rs. 2/- on completion of all compliances and obligations relating to the Open Offer as set out under Takeover Regulations.
- 1.6 The consideration shall be paid in cash.
- 1.7 The Offer is not conditional on any minimum level of acceptance.
- 1.8 This is not a competitive bid.
- 1.9 The Acquirer will comply with the Regulations and complete the offer formalities irrespective of the compliance or fulfillment or outcome of the Share Purchase Agreement or its related conditions.
- 1.10 Fedex Securities Limited, Manager to the Offer does not hold any Equity Shares in the Target Company. They declare and undertake that they shall not deal in the Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of fifteen days from the date of closure of the offer.
- 1.11 There is no agreement by the Acquirer with any other person/entity in connection with the Offer. The entire Shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other person/entity proposes to take part in the acquisition.
- 1.12 The Equity Shares of the Target Company are listed only at Bombay Stock Exchange Ltd, Mumbai (BSE) The Shares are not admitted as permitted Security in any other Stock Exchange.
- 1.13 As on date of this Public Announcement, the Acquirer does not hold any Equity Shares of ZIL.

2. Justification of Offer Price

- 2.1 The Acquirer has not been allotted any Equity Shares of ZIL by way of allotment in a Public or Rights issue or preferential allotment in the 26 weeks preceding this Public announcement. In the 26 weeks preceding this Public Announcement, the Acquirer has not acquired any Equity Shares of ZIL in any manner. The Equity Shares of ZIL are not infrequently traded in terms of Explanation (i) to Regulation 20 (5) of SEBI (SAST) Regulations 1997 during the 6 months preceding the month in which this Public Announcement is made (i.e. during the months March 2009 to August 2009) at The Bombay Stock Exchange Ltd(BSE) as the traded volume is 8,92,143 Equity Shares, constituting 34.80%(annualized)of the listed Capital. The Offer Price has been determined taking into account the parameters as set out under Regulations 20 (4) and the Offer price of Rs. 10/50 (Rupees Ten Paise Fifty only) is higher than the average of the weekly high and low of the closing prices of ZIL in the preceding 26 weeks from the date of this Public Announcement and is also higher than the average of the daily high and low of the traded prices during the 2 weeks preceding this Public Announcement at BSE.
- 2.2 In the opinion of the Acquirer and Manager to the Offer, the Offer price of Rs. 10/50 per fully paid Equity Share is justified.
- 2.3 There is no agreement for payment of non-compete fee to any person.
- 2.4 The Offer price is justified in terms of Regulation 20 (11) of the Regulations.
- 2.5 In the event of any further acquisition of Equity Shares by the Acquirer upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirer shall not be acquiring any Equity Shares of ZIL during the period of 7 working days, prior to the date of closure of the Offer.

3. Information about the Acquirer

- 3.1 The Acquirer is a Company
- 3.2 CIL was originally incorporated on 12th March 1993, at Mumbai, Maharashtra State, under the Companies Act, 1956 in the name and style "Choice Financial Services Ltd." The name of the Company was changed to "Choice International Limited" consequent to a Special Resolution adopted by members on October 15, 1997 and fresh certificate to this effect was issued by the Registrar of Companies, Maharashtra on November 12, 1997. CIL made its maiden public issue in Oct-November 1995 and got its Equity Shares listed at the Stock Exchange, Mumbai (BSE) and Ahmedabad Stock Exchange (ASE). The Shares were subsequently delisted from ASE w.e.f from January 28, 2005. The Registered Office of CIL is at 202, Chartered House, Dr. C.H. Street, Marine Lines, Mumbai 400 002 (Tel No. (022)2206 8602/03, Fax No. (022) 2206 8600, Email id : international.choice@yahoo.in). CIL does not have any other Office.
- 3.3 CIL has, as its main objects, "to carry on the business as manufacturers, producers, developers, processors, dealers, traders, importers, exporters, etc. Of software, information technology, multimedia, data processing etc. To plan, develop, improve, market or otherwise distribute, sell, import, host etc. in hosting web portals of all types, web programming, web designing , setting up Internet Service Centres, virtual private networks etc. To analyze, design , develop, install, market etc. of telecommunication and satellite networks , To manufacture and impart computer education, to carry on India and abroad the production and distribution of motion pictures, television programming etc. To carry on business of campaign managers., business relating to registrars and share transfer agents. To carry on the business of providing financial services, investment management, public issue, bill discounting, etc.
- 3.4 CIL was originally promoted by Shailendra Jindal and his family members. Tenet Bio-Pharma Limited, entered into a Share Purchase Agreement on 3rd October 2006 with the then promoter group Shareholders and acquired 14,87,895 Equity Shares, each fully paid up, representing 38.84 % of the then voting capital of the Target Company and also management control, after making an Open Offer in compliance with the SEBI(SAST) Regulations. Subsequently, Shri. Sunil Kumar Patodia and Smt. Vinita Patodia entered into an Agreement for Purchase of Shares on May 21, 2008 with Tenet Bio-Pharma Private Ltd to acquire 12,00,000 Equity Shares, each fully paid up, representing 29.964 % of then voting capital and also made an Open Offer in terms of Regulation 10 and 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 and took management control. Shri. Sunil Kumar Patodia and Smt. Vinita Patodia are presently in control of CIL.
- 3.5 CIL does not belong to any group.
- 3.6 The Equity Shares of CIL are listed at The Bombay Stock Exchange Ltd (BSE). The Equity Shares are not admitted as a permitted security in any other Stock Exchange.

- 3.7 The Directors of CIL are Shri. Kamal Poddar (Managing Director), Shri. Satish Chandra Kulhari(Non Executive, Independent), Smt. Sujata Chattopadhyay (Non Executive, Independent), Shri. Mukesh Agarwal (Non Executive, Independent) and Shri. Govind Ram Patodia
- 3.8 CIL is a Non Deposit taking Non Banking Finance Company(NBFC) registered with Reserve Bank of India and the Registration Number is 13.00128.
- 3.9 CIL is a Non Banking Finance Company (NBFC) and is engaged in financing, investments, bill discounting etc. CIL was also extending services in software but the activity is not carried out at present.
- 3.10 CIL has one Subsidiary Company, Choice Insurance Brokers Pvt. Ltd, incorporated on 26-12-2007, which is proposing to commence the business of Insurance Broking. As of now the Company has not commenced any activity. As per audited results as on 31.3.2009, the Company has a Paid up Capital of Rs. 1.00 Lac and net of misc. exp and accumulated losses, the Net Worth is Rs.0.86 Lacs. In the year 2008-09, the Company had an income of Rs. Nil and Expenditure of Rs.0.04 Lacs. The Net Loss for the year was Rs. 0.04 Lacs.
- 3.11 CIL has no overdue liabilities to Banks/Fls /Deposit holders. There was no default in the past.
- 3.12 As on 31.03.2009 date of last audit, CIL had a paid up Equity Share Capital of Rs. 400.48 Lacs, divided into 40,04,800 Equity Shares of Rs 10 each, out of which 13,28,297 Equity Shares constituting 33.18% is held by the promoter group and balance by public. The Reserves and Surplus as on 31.03.2009 is Rs. 21.75 Lacs. In the year 2008-09, on a stand alone basis, the total Income was Rs. 188.49 Lacs, the total expenditure was Rs. 163.74 Lacs, Depreciation charges were Rs. 4.50 Lacs and Interest and finance charges Rs. NIL. The Net Profit after tax was Rs. 14.41 Lacs. The EPS (fully diluted) was Rs. 0.36 and Return on Net Worth 3.41 %. The Net worth (Net of Misc. exp. not written off) as on 31.03.2009 was Rs. 422.23 Lacs giving the Equity Shares, a Book Value of Rs. 10.54.
- 3.13 There is no person acting in concert with the Acquirer.
- 3.14 The other Companies/Ventures promoted by the promoters of the Acquirer are Manbhari Bio Fuels Private Ltd and S K Pabodia Advisory Services Pvt. Ltd.
- 3.15 There is no person on the Board of the Target Company, representing the Acquirer.
- 3.16 There are no pending litigations against the Acquirer or its promoters/Directors.
- 3.17 The Acquirer/Companies or ventures promoted by the Acquirer/promoters of the Acquirer or in which they have substantial interest are not registered with SEBI as a market intermediary.
- 3.16 No action has been taken by SEBI or Stock Exchanges against the Acquirer or ventures promoted by the Acquirer/its promoters.

4. Information about the Target Company

- 4.1 ZIL was originally incorporated on 21st December 1992 at Mumbai, Maharashtra State under the Companies Act, 1956, as a private limited Company in the name and style "Priti Water and Minerals Pvt. Ltd". The Company was converted to a public limited Company and name was changed to " Priti Resorts & Holdings Ltd and consequently obtained fresh certificate of incorporation on 1st March 1995. ZIL made its maiden public issue in November 1995 and got its Equity Shares listed at the Mumbai Stock Exchange Ltd, Mumbai (BSE), Hyderabad and Ahmedabad Stock Exchanges. At present the Equity Shares are listed only at BSE. The name of the Company was further changed to "Zenu Infotec Limited" vide Special Resolution adopted by members in General Meeting and fresh certificate was issued by Registrar of Companies, Maharashtra, Mumbai on 27th March 2000. The Registered Office is at present situated at 4, Prathamesh Leela, New Link Road, Opp. Don Bosco , Borivali (West), Mumbai 400 092 (Tel: (022) 6697 0244, Telefax: (022) 6697 0245, Website : www.zenu.co.in). ZIL does not have any other offices.
- 4.2 ZIL is promoted by Shri. Jawahar Srinivasan. N, Shri. Padmachand Dhoot and their family members.
- 4.3 The Fixed Assets held by ZIL are Furniture and Fixtures & Computers.
- 4.4 The Directors of ZIL are Shri. Padmachand Dhoot (Chairman & Managing Director), Shri. Pankaj Dhoot (Non Executive), Shri. Ramavtar Shekhawat (Non Executive, Independent) & Shri. Rameshwar Modi (Non Executive, Independent)
- 4.5 None of the Directors of ZIL represent the Acquirer.
- 4.6 The Authorized Capital is Rs.600 Lacs, divided into 60,00,000 Equity Shares of Rs 10/- each. The issued, subscribed, paid up and voting Equity Share Capital is 51,27,600 Equity Shares of Rs. 10/- each, aggregating to Rs. 512.76 Lacs. All the outstanding Equity Shares are fully paid up, listed and admitted for trading at BSE.
- 4.7 There are no warrants or options or convertible instruments, convertible into Equity Shares at a later stage.
- 4.8 As on date of this Public Announcement, the promoters/person in control hold 15,57,600 Equity Shares, constituting 30.38 % of the subscribed, paid up & voting Capital.
- 4.9 ZIL has entered into agreement with Central Depository Services (India) Ltd (CDSL) and National Securities Depository Ltd (NSDL) for offering Equity Shares in dematerialized form. The ISIN Number is INE 005E01013.
- 4.10 ZIL has, as its main objects, (1) activities relating to manufacture, refining, production, distribution etc. of mineral and industrial water (2) To carry on the business of developing, maintaining, improving , designing, evaluating, setting up, selling, marketing, exporting, importing of all kinds of Computer and Hardware, software packages, programmes, advertisement films, telefilms, videofilms etc. (3) Data processing, word processing cyberspace related applications systems analysis and audit etc.
- 4.11 ZIL is at present engaged in Software Sales & Consultancy Services.
- 4.12 ZIL has no Subsidiaries.
- 4.13 ZIL is not a Sick Company. ZIL does not have any overdue liabilities to Banks/Fls.
- 4.14 There has not been any merger or demerger or spin-off of activity in the preceding 3 years.
- 4.15 There are no pending litigations against ZIL.
- 4.16 The Equity Shares of ZIL are at present listed at only at BSE. The Equity Shares were originally listed at Ahmedabad and Hyderabad Stock Exchanges, reportedly delisted from these SEEs but details of delisting are not available with the Target Company. The Equity Shares are not admitted as a permitted security at any other Stock Exchange. All the outstanding issued Equity Shares of ZIL are listed and admitted for trading. There are no partly paid Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No Shares are subject to lock in.
- 4.17 ZIL has no arrears of listing fee to BSE. ZIL has faced action of suspension of trading by BSE in the past.
- 4.18 The provisions of Clause 49 of the Listing Agreement is being complied with by ZIL.
- 4.19 The filing under Regulation 8(3) has been done by ZIL for the years 2007 to 2009 in time. For any violation of the provisions under Chapter II of the Regulations for the years 1997 to 2006, SEBI may initiate suitable action against ZIL.
- 4.20 As per the Audited results as on 31.03.2009, ZIL had Gross Income of Rs. 33.53 Lacs, comprising of income from sales and services & interest Rs. 27.54 Lacs and Profit on sale of Assets Rs. 5.99 Lacs. The total expenditure was Rs. 24.41 Lacs, comprising of Employee cost Rs. 9.70 Lacs, Admin. & selling Expenses Rs. 8.84 Lacs, Depreciation Rs. 2.43 Lacs and audit Interest and Finance Charges Rs. 3.43 Lacs. The Net Profit after tax for the year was Rs. 8.62 Lacs. The EPS for the year is Rs.0.17. The Reserves and surpluses as on 31.3.2009 is Rs. 47.88 Lacs. The Net Worth as on 31.03.2009 is Rs. 560.64 Lacs giving the equity Shares a Book value of Rs. 10.93. The Return on Net Worth for the year ended 31st March, 2009 is 1.54%.
- 4.21 Except for what is stated in 4.18 & 4.19 above, no action has been taken by the Stock Exchanges, SEBI or any other authority against ZIL, its promoters or Directors.
- 4.22 The Market lot for the purpose of this Offer shall be 1(one) only.
- 4.23 The Compliance Officer of ZIL is Shri. Padam Chand Dhoot, Chairman & Managing Director who will be available at the Registered Office address of ZIL and shall attend to all investor grievances.

5. Reasons for the Acquisition and Offer and future plans with respect to the Target Company

- 5.1 The objects of the acquisition are substantial acquisition of Shares of ZIL followed by change in control. The Acquirer is proposing to acquire control from the present promoter.
- 5.2 Barring unforeseen circumstances, the Acquirer is confident of ensuring sustained growth. ZIL is engaged in Information Technology and IT enabled services. The Acquirer Company was extending similar services in the past, albeit in a limited way. The Acquirer proposes to engage experienced hands in the Information Technology business and revamp its operations. The promoters/Directors of Acquirer are confident of utilizing their contacts to garner business in ZIL and ensure sustained growth.
- 5.3 The Offer will result in change in control of ZIL. Subject to satisfaction of the provisions under the Companies Act, 1956 and/or any other Regulation(s), the Acquirer intend to make changes in the management of ZIL. It is proposed to induct new Directors representing the Acquirer on the Board of ZIL but the Acquirer is yet to decide on the name of the persons who will be so inducted to the Board. The likely changes in the management/taking control by the Acquirer shall be subject to successful completion of the Open Offer formalities, including despatch of consideration for the Shares accepted and shall be subject to compliance with Regulation 23(6) of the Regulations.
- 5.4 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of ZIL in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business as may be permissible. They undertake that they

shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders.

- 5.5 There is no potential conflict of interest between the Acquirer/other Companies/ ventures promoted by the Acquirer/its promoters.
6. **Statutory Approvals/ other approvals required for the Offer**
- 6.1 As on the date of this Public Announcement, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
- 6.2 Barring unforeseen circumstances, the Acquirer would endeavor to obtain all approvals within 15 days from the date of closure of the Offer. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders for delay beyond 15 days from the date of closure of Offer. In case the Acquirer fails to obtain requisite statutory approvals in time, on account of any willful default or neglect or inaction or no-action, then action in terms of Regulation 22(13) will be initiated by SEBI.
- 6.3 No approval is required to be obtained from Banks/Financial Institutions for the Offer.

7. Option to the Acquirer in terms of Regulation 21(2)/Compliance with Clause 40A of the Listing Agreement

- 7.1 The acquisition of 20 % of the voting capital of ZIL under this Offer and the Shares being acquired through the Share Purchase Agreement will not result in public Shareholding falling below the level required for continued Listing. Assuming full acceptance under this Offer, the post offer holding of the Public shall be 49.62% of the paid up and voting Capital. If consequent to the Shares being acquired through the Share Purchase Agreement, this offer and any further acquisitions by the Acquirer till 7 days prior to closure of the Offer, the public holding falls below the level required for continued listing, then the Acquirer/Target Company will comply with the relevant provisions of Clause 40A of the listing agreement in this regard, within the time limits stipulated therein. The Acquirer undertakes and declares that they do not have any intention to delist the Equity Shares of Target Company after this Open Offer.
8. **Financial Arrangements**
- 8.1 The Acquirer has adequate resources to meet the financial requirements of the Offer. The funds requirements will be met from own sources/Net Worth and no borrowings from Banks/Fls or Foreign sources such as NRIs is envisaged
- 8.2 Assuming full acceptance, the total funds requirements to meet this Offer is Rs. 1,07,67,960/- (Rupees One Crore Seven Lacs Sixty Seven thousand nine hundred and sixty only). In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has created an Escrow Account in the form of Fixed Deposit for Rs.27 Lacs (Rupees Twenty Seven Lacs only), which is more than 25 % of the total consideration payable under the Offer, with The Federal Bank Ltd., Branch Manikpur, Vasai (West), 401 202 on September 29, 2009 and lien has been marked on the said account in favor of Fedex Securities Ltd., Manager to the Offer.
- 8.3 The Acquirer has authorized Fedex Securities Ltd., Managers to the Offer to realize the value of the Escrow Account in terms of the Regulations.
- 8.4 As per Certificate dated 15-09-2009 from Shri. Shyamsunder Gupta (Membership No. 38484), Gupta Shyam & Co, Chartered Accountants, 11, Sukhsagar, Akurli X, Rd No. 1, Kandvali (E), Mumbai 400 101 (Telefax. (022) 2887 0669, Email ID: kapildhara@mtnl.net.in), Statutory Auditors of the Acquirer, the Net worth of CIL as on 30th June 2009 is Rs. 814.38 Lacs.
- 8.5 Shri. Shyamsunder Gupta (Membership No. 38484), Gupta Shyam & Co, Chartered Accountants, 11, Sukhsagar, Akurli X, Rd No. 1, Kandvali (E), Mumbai 400 101 (Telefax. (022) 2887 0669, Email ID: kapildhara@mtnl.net.in), Statutory Auditors of the Acquirer, has, vide his Certificate dated 15-09-2009, certified that the Acquirer has liquid resources of Rs. 212.14 Lacs as on 30th June 2009. This will be adequate to meet the funds requirements of the Offer. The liquid resources are Sundry Debtors Rs. 104.72 Lacs, cash & bank balance Rs. 25.41 Lacs , liquid advances Rs. 150 Lacs reduced by Current liabilities Rs. 67.99 Lacs
- 8.6 Fedex Securities Limited, Manager to the Offer certify and confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9. Other terms of the Offer

- 9.1 This is not a conditional Offer and there is no stipulation as to the minimum level of acceptance.
- 9.2 The Letter of Offer shall be mailed to all shareholders/ beneficial owners holding Shares in dematerialized form (except the promoter group Shareholders of ZIL and parties to the Agreement) whose name appear in the Register of Target Company as on Friday, October 23, 2009, the Specified Date.
- 9.3 All shareholders/ beneficial owners holding Shares in dematerialized form (except the Acquirer & parties to the Agreement) who own Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.
- 9.4 Shareholders holding Shares in physical form and wishing to tender their Equity Shares will be required to send their form of acceptance, original Share certificates and transfer deeds to the Registrar to the Offer: M/s. Sharex Dynamic (India) Pvt. Ltd., 17/B, Dena Bank Building, 2nd Floor, Hormiman Circle, Fort, Mumbai 400 001 (Tel. Nos. (022) 22702485 / 22641376, Fax. No. (022) 22641349, Email: sharexindia@vsnl.com) (Contact person: Shri. B S Baliga) either by hand delivery or by Registered Post, to reach them on or before the closure of the Offer, i.e. Wednesday, December 9, 2009 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance. In case the Share Certificate(s) and Transfer Deeds are lodged with ZIL/its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by ZIL/its transfer agents for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent.
- 9.5 Beneficial owners (holders of shares in Dematerialized 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 or counterfoil of the delivery instruction in "Off -market" mode, duly acknowledged by the Depository Participant (DP) in favor of a Special Depository account to be opened by the Registrar to the Offer, in accordance with instructions to be specified in the Letter of Offer and in the Form of Acceptance-cum-acknowledgement.
- 9.6 Accidental omission to despatch the Letter of Offer to any person will not invalidate the Offer in any way. In case of non-receipt of the letter of Offer, the eligible person(s), holding Equity Shares of ZIL in physical form, may send his/her/their consent on plain paper stating the name, address, number of Shares held, distinctive numbers, certificate numbers and the number of Equity Shares Offered along with the Share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer before the closure of the Offer.
- 9.7 In case of non receipt of the Letter of Offer, beneficial owners holding Equity Shares in dematerialized form, may send their applications in writing to The Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and photocopy of the delivery instruction in "Off-market", or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer on or before the closure of the Offer.
- 9.8 Persons who hold Equity Shares of ZIL on the Specified Date but who are not registered as Shareholders/beneficial owners, on the Specified Date are also eligible to participate in the Offer. All such persons should send their applications in writing to the Registrar to the Offer along with necessary proof of ownership and other documents as specified in (f) or (g) above. All eligible Shareholders, including unregistered Shareholders have the option of applying in plain paper and they shall furnish the details listed above.
- 9.9 The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer: M/s. Sharex Dynamic (India) Pvt. Ltd., 17/B, Dena Bank Building, 2nd Floor, Hormiman Circle, Fort, Mumbai 400 001 (Tel. Nos. (022) 22702485 / 22641376, Fax. No. (022) 22641349, Email: sharexindia@vsnl.com) (Contact person: Shri. B S Baliga) between 10 a.m. to 4 p.m. on working days and between 10. a.m. to 2 p.m. on Saturdays, during the period, the Offer is open.
- 9.10 The Public Announcement, Letter of Offer, the Form of Acceptance and Form of Withdrawal 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 or Form of Withdrawal from the SEBI website for applying in the Offer or to withdraw from the Offer.
- 9.11 Unregistered owners and those who hold Shares in Street Name can send their application in writing to the Registrar to the Offer on a plain paper stating the name, address, number of shares held, number of shares offered, distinctive numbers, folio numbers together with the original share certificate(s) valid transfer deeds and the original contract notes issued by the SEBI Registered Broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

- 9.12 The Shares to be acquired should be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto.
- 9.13 The acceptance of this Offer by the Shareholders of ZIL 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.
- 9.14 The Acquirer shall accept all valid Shares tendered (except those, which are withdrawn, within the date specified for withdrawal). If the number of Equity Shares Offered by the Shareholders is more than the Offer size, then the acquisition from each Shareholder will be as per Regulation 21 (6) of the SEBI (SAST) Regulations, on proportionate basis.
- 9.15 In case of acceptance on proportionate basis, the unaccepted Share Certificates, Transfer deeds and other documents, if any, will be returned by Registered Post at the Share holder's / unregistered holder's sole risk as per the details furnished in the form of acceptance-cum-acknowledgement. Shares held in demat form to the extent not accepted will be returned to the beneficial owner to the credit of the beneficial owner's DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.
- 9.16 Consideration for Equity Shares accepted will be paid as given hereinafter: Acceptors of this Offer, having their Bank accounts at any of the Centres where Clearing Houses are managed by the Reserve Bank of India (RBI) will get payment of consideration through Electronic Credit Service (ECS), except where the acceptor is otherwise eligible to get payments through direct credit or Real Time Gross Settlement (RTGS). In case of other applicants, the consideration of value up to Rs. 1,500/- will be despatched "Under Certificate of Posting" and those of Rs. 1,500 and above by Registered Post or Speed Post, by Demand Drafts/Banker's Pay Order. Acceptors to whom payments are made through ECS/RTGS will be sent a letter (Payment advice) "Under Certificate of Posting" intimating them about the mode of credit/payment within 15 days from the date of closure of the Offer. The Registrars to the Offer shall ensure despatch of Consideration/payment advice, if any, "Under Certificate of Posting" or Registered Post or Speed Post or Electronic Clearing Service or Direct Credit or RTGS, only in the name of the Sole or First shareholder and all communication will be addressed to the person whose name appears on Acceptance Form within 15 days of the date of Closure of the Offer and adequate funds for making payments as per the mode(s) disclosed above shall be made available to the Registrar by the Acquirer. Tax at applicable rate(s) will be deducted, in those cases where Tax Deduction at Source (TDS) is applicable.
- 9.17 The Equity Shares Certificate(s) and the transfer form(s) or Shares transferred to the Special Depository Account together with the Acceptance Form submitted by the acceptors of the Offer, will be held by the Registrars in trust for the acceptors of the Offer until the Acquirers pay the Offer Price.
- 9.18 Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so upto three working days prior to the date of closure of the Offer, in terms of Regulation 22(5A). The Withdrawal option can be exercised by submitting the Form of Withdrawal attached to the Letter of Offer duly filled in, with relevant particulars, so as to reach the Registrar to the Offer on or before Friday, December 4, 2009
- 9.19 The Withdrawal option can be exercised by making an application on plain paper along with the following details:
 - a. Name, Address, Distinctive numbers, Folio nos., No. of Shares tendered/ withdrawn, if held in physical form
 - b. Name, Address, DP Name, DP ID, Client ID No. of the Account from where Shares were tendered and number of Shares tendered/withdrawn, if held in electronic form (dematerialized form)
- 9.20 The Shares withdrawn by Shareholders, which are in physical form will be returned by Registered Post. Shares tendered in dematerialized form and withdrawn will be returned by credit to the beneficial owner's DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.
- 9.21 The schedule of the activities pertaining to the Offer are given below: -

Activity	Date
Public Announcement (PA)	Wednesday, September 30, 2009
Specified date	Friday, October 23, 2009
Last date for a competitive bid	Wednesday, October 21, 2009
Letter of Offer to be posted to shareholders	Friday, November 13, 2009
Date of opening of the Offer	Friday, November 20, 2009
Last date for withdrawing acceptance from the Offer	Friday, December 04, 2009
Date of closing of the Offer	Wednesday, December 09, 2009
Last date for revising the Offer price/ number of shares.	Monday, November 30, 2009
Last date of communicating rejection/ acceptance and payment of consideration for applications accepted	Thursday, December 24, 2009

Specified date is only for the purpose of determining the names of the Shareholders as on such date, to whom the Letter of Offer would be sent and all owners (registered or unregistered) of Shares of Zenu Infotec Limited anytime before the closure of the Offer, are eligible to participate in the Offer

10. General

- 10.1 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 3 working days prior to the date of closure of the Offer i.e. on or before Friday, December 4, 2009
- 10.2 The Acquirer can revise the number of Shares and price offered under this Offer upto 7 working days prior to closure of the Offer and revision, if any, in the number of Shares or Offer price would appear in the same newspapers where this Public Announcement appeared and the same price would be paid to all shareholders who tender their shares in the Offer, during the Offer period. The last date for such revision is Monday, November 30, 2009.
- 10.3 If there is competitive bid, the public Offers under all the subsisting bids shall close on the same date.
- 10.4 As the Offer price cannot 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.
- 10.5 Pursuant to Regulation 13 of the Takeover Regulations, the Acquirer has appointed Fedex Securities Ltd., 3rd Floor, Jay Chambers, Service Road, Adj. Western Express Highway Vile Parle (East), Mumbai 400 057 as Manager to the Offer. The contact person at the office of the Manager to the Offer is Mr. R. Ramakrishnan. (Telephone Nos. (022) 26136460/61, Fax No. (022) 2618 6966, E mail id : fedex@vsnl.com)
- 10.6 The Acquirer has appointed M/s Sharex Dynamic (India) Pvt. Ltd., 17/B, Dena Bank Building, 2nd Floor, Hormiman Circle, Fort, Mumbai 400 001 as Registrar to the Offer.
- 10.7 The Acquirer, the Target Company, its promoters and/or Directors have not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulations made under the SEBI Act.
- 10.8 Choice International Limited, the Acquirer, and each of its Directors, jointly and severally accepts full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer, laid down in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereto.

ISSUED BY THE MANAGER TO THE OFFER	
FEDEX SECURITIES LIMITED	FEDEX SECURITIES LIMITED
	SEBI Regn. No. INM 000010163
	3 rd Floor, Jay Chambers, Service Road, Adj. Western Express Highway Vile Parle (East), Mumbai 400 057
	Tel. Nos. (022) 26136460/61, Fax No. (022) 2618 6966, E Mail ID: fedex@vsnl.com
	Contact Person: Mr. R. Ramakrishnan

On behalf of the Acquirer

CHOICE INTERNATIONAL LIMITED

Registered Office: 202, Chartered House, Dr. C.H. Street,

Marine Lines, Mumbai 400 002

Tel No. (022)2206 8602/03, Fax No. (022)2206 8600

Email id : international.choice@yahoo.in

Place : Mumbai

Date : September 29, 2009