Public Announcement under Regulation 15(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as SEBI (SAST) Regulations or Regulations)

Open Offer for Acquisition upto 6,32,500 (Six Lakhs Thirty Two Thousand and Five Hundred Only) fully paid up equity shares from Shareholders of Zodiac Ventures Limited (hereinafter referred to as "Target Company" or "ZVL") by Ramesh V. Shah and Jimit R. Shah (hereinafter collectively referred to as 'Acquirers') along with Pushpa R. Shah, Yesha R. Shah and Sunita J. Shah (hereinafter collectively referred to as 'PACs')

1. **Offer Details**

- **Offer Size**: The Acquirers along with PACs are hereby making a mandatory Open Offer in terms of SEBI (SAST) Regulations, 2011 to the equity shareholders of the Target Company to acquire 6,32,500 (Six Lakhs Thirty Two Thousand and Five Hundred Only) fully paid up equity shares ("Offer Size") bearing a face value of Rs. 10/- each representing 16.75% of the post preferential voting share capital ("Emerging voting share capital") of the Target Company pursuant to Preferential Issue to Promoter/Promoter group and Others.
- **Price/consideration** : An offer price of Rs. 30/- per fully paid up equity share of Rs. 10/- each of the Target Company aggregating to Rs. 1,89,75,000/- (Rupees One Crore Eighty Nine Lakhs and Seventy Five Thousand Only)
- **Mode of payment (cash/ security)**: Cash
- **Type of offer**: This is a Triggered Offer under Regulation 3(1) of SEBI (SAST) Regulations, 2011.

The shareholders of the Target Company have approved for issue and allotment, *vide* its special resolution pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and all other provisions as applicable in its Extra-ordinary General Meeting held on February 22, 2013 ("EOGM"). Pursuant to the special resolution, the total emerging voting share capital of the Target Company would be Rs. 3,77,50,000/- The Promoter/Promoter group would be allotted 19,82,000 equity shares on preferential basis representing 52.50% of the emerging voting share capital of the Target Company whereas Others would be allotted 10,18,000 equity shares on preferential basis representing 26.97% of the emerging voting share capital of the Target Company.

2. **Transaction which has triggered the open offer obligations (Underlying Transaction)**

Details of underlying transaction					
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/	Shares/Voting rights acquired/ Proposed to be acquired	Total Consideration for shares /VRs proposed	Mode of payment (Cash/ securities)	Regulation which has triggered

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	market purchase)			to be acquired (In Rs.)		
		Number	**% vis a vis total emerging voting share capital**			
Direct	Preferential Allotment of Equity shares on preferential basis to the Promoter/Promoter group as approved in the Extra Ordinary General Meeting held on February 22, 2013	19,82,000	52.50%	5,94,60,000	Cash	3(1)

3. <u>Acquirers/PACs</u>

Details	Acquirer 1	Acquirer 2	PAC 1	PAC 2	PAC 3	Total
Name of Acquirers/PACs	**Ramesh V. Shah**	**Jimit R. Shah**	**Pushpa R. Shah**	**Yesha R. Shah**	**Sunita J. Shah**	
Address	8/9-505 Jupiter CHS, Swami Narayan Mandir Road, Vile Parle (E), Mumbai-400 057, Tel No: 022 26135500 and Fax no: 022-42233300					
Name(s) of persons in control/Promoters of Acquirers/PACs where Acquirers/PACs are Companies	N.A.					
Name of the Group, if any, to which the Acquirers/PACs belongs to	N.A.					
Pre Transaction shareholding • Number	46,000	20,000	25,000	13,500	Nil	**1,04,500**

• % of pre preferential voting share capital	5.93%	2.58%	3.23%	1.74%		**13.48%**
Proposed shareholding after the acquisition of shares which triggered the Open Offer • Number • % of emerging voting share capital	11,03,000 29.21%	1,20,000 3.18%	5,25,000 13.91%	1,63,500 4.33%	1,75,000 4.64%	**20,86,500** **55.27%**
Any other interest in the TC	Acquirer 1 is the current Promoter and Whole Time Director of the Target Company.	Acquirer 2 is the current Promoter and Managing Director of the Target Company.	PAC 1 is the current Promoter of the Target Company.	PAC 2 is the current Promoter of the Target Company.	PAC 3 is the current shareholder* and Director of the Target Company.	

*Pursuant to preferential allotment, PAC3 would be classified under Promoter category.

4. **Details of selling shareholders, if applicable**

Not Applicable.

5. **Target Company**

- Zodiac Ventures Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at 404, Dev Plaza, 68, S. V Road, Andheri (W), Mumbai – 400 058, India, Tel no: 022-42233333, Fax no: 022-42233300, email id: info@zodiacventures.in.
- The shares of the Target Company are listed at Bombay Stock Exchange Limited ("BSE") having scrip Code as 503641 & Scrip ID as ZODIACVEN.

6. **Other details**

- A Detailed Public Statement ("DPS") specifying the detailed terms and conditions of this Offer will be published as per Regulation 14(3) of SEBI (SAST) Regulations, 2011 on or before March 01, 2013.

- This offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1)

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- The Acquirers along with PACs hereby undertakes that individually and collectively they are aware of and will comply with his obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.

Issued by Manager to the offer

intensive

Intensive Fiscal Services Private Limited
914, Raheja Chambers,
Nariman Point, Mumbai- 400021
Tel. Nos.:- 022 22870443/44/45
Fax No.:- 022 22870446
E-mail:- rishabh@intensivefiscal.com
Contact Person:- Rishabh Jain/Nikesh Jain
SEBI Registration No.: INM000011112

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For and on behalf of Acquirers and PACs

sd/-
Ramesh V. Shah

sd/-
Pushpa R. Shah

sd/-
Yesha R. Shah

sd/-
Yesha R. Shah

sd/-
Sunita J. Shah

Place: Mumbai
Date: February 22, 2013