PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

ZYDEN GENTEC LIMITED

Registered Office: 143, Deep Shree Building, Kotri Road, Gumanpura, Kota - 324 007, Rajasthan. Tel No.: (0744) 2390 508; Fax No.: (0744) 2390 667; E-mail: info@zydengentec.com

This Public Announcement (PA) is being issued by UTI SECURITIES LIMITED, the Manager to the Offer, on behalf of Sharda Advisory Services Private Limited (hereinafter referred to as 'Acquirer' or 'SASPL') pursuant to Regulation 11(1) in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereto [SEBI (SAST) Regulations].

1. The Offer

1.1 The Board of Directors of Zyden Gentec Limited **("the Target Company" or "ZGL")** in their meeting held on 23rd July 2004 had pursuant to a Special Resolution passed u/s. 81(1A) of the Companies Act, 1956 by the members of the Company in their Extra-Ordinary General Meeting held on 09th July 2004, allotted 10,00,000 equity shares (23.71% of post preferential issue paid up share capital) of Rs.10/- each at the price of Rs.10/- per share on a preferential basis including 5,00,000 shares (11.855% of post preferential issue paid up share capital) **("the Acquisition")** to Sharda Advisory Services Private Limited **("the Acquirer")** and balance 5,00,000 to Individuals/Company classified in Public category. The price of Rs. 10/- per share was arrived at in terms of the SEBI DIP Guidelines for preferential Allotment. The company has complied with all the relevant provisions of DIP Guidelines with regard to the preferential allotment.

1.2 For the purpose of this offer, Dr. R K Dhar, Dr. Rajendra Nath Dhar and Mrs. Prarina Dhar are persons acting in concert (PACs) with the Acquirer. PACs do not intend to acquire any shares in this offer.

1.3 Sharda Advisory Services Private Limited (SASPL) is an associate concern of Mr. R K Dhar, one of the Promoter Director of ZGL. Dr. Rajendra Nath Dhar and Mrs. Prarina Dhar are Promoters of SASPL and are related to Dr. R K Dhar as father and spouse respectively.

1.4 The listing of 10,00,000 equity shares allotted on preferential allotment basis is pending before the Bombay Stock Exchange Limited (BSE) since July 2004 due to non fulfillment of the SEBI (SAST) Regulations pursuant to the preferential allotment as per BSE letter dated April 12, 2005. The BSE has asked the acquirers vide their letter no. List/sdm/rk/sum/2005 dated April 12, 2005 to make an open offer pursuant to allotment of shares to the acquirer on preferential allotment basis.

1.5 In view of the above, the Acquirers along with PACs are now making an open offer under Regulation 11(1) of the SEBI SAST Regulations to the public shareholders of ZGL to acquire up to 8,43,480 fully paid-up equity shares ('Shares') of Rs. 10/- each representing 20% of the post preferential issue equity share capital of ZGL, at a price of Rs. 10/- (Rupees Ten only) per Share **("the Offer Price")** payable in cash **("the Offer")** taking 23rd July 2004 as the reference date for purposes of calculation of the Offer Price, along with interest of Rs. 0.87 (Actual interest shall be calculated at the time of dispatch of payment consideration to the shareholders) calculated in accordance at the rate of 10% p.a. from 27th October 2004 till 31st August 2005 (will change according o the schedule) i.e. the scheduled date of despatch of payment consideration to the shareholders amounting to Rs. 10.87 per share subject to the terms and conditions mentioned hereinafter.

1.6 The total consideration per share will be Rs. 10.87 (comprising of Offer Price of Rs. 10/- and interest of Rs. 0.87). The total consideration of Rs. 10.87 per share shall be subject to deduction of taxes at source as applicable and will be paid accordingly. This amount is subject to change depending upon the actual date of dispatch of payment to the shareholders. According to the decision of the Honorable Supreme Court in Clariant International Limited and another v/s SEBI (25th August 2004), the above amount of Rs. 0.87 per share, being the interest, is payable only to those shareholders of ZGL as on July 23, 2004 and who continued to be shareholders of ZGL on the date of closing of the Offer. All other shareholders whose shares are accepted in the Offer will be paid at the Offer Price of Rs. 10/- per share.

1.7 After the successful completion of the offer, there will not be any change in the composition of the Board of Directors of the Target Company unless required by business considerations and regulatory requirements.

1.8 The Offer is not conditional on any minimum level of acceptances.

1.9 The Acquirer or PACs does not hold any equity shares in ZGL as on the date of this Public Announcement except the shares acquired in above referred Preferential Issue. Further, the Acquirer or PACs has not acquired either directly or through any other person, any shares of ZGL during the 12 months period preceding the date of this Public Announcement.

1.10 UTI Securities Limited, Manager to the Offer, do not hold any shares as on the date of this Public Announcement.

1.11 This is not a competitive bid.

2. The Offer Price

2.1 The shares of ZGL are listed on the Bombay Stock Exchange Limited (BSE) and Jaipur Stock Exchange (JSE) (collectively referred as "Stock Exchanges").

2.2 The "Reference date" for the purpose of calculation of offer price is July 23, 2004, being the date of allotment of shares issued on preferential basis.

2.3 The annualized trading turnover based on the trading volume in the shares of ZGL on each of the above mentioned stock exchanges during January 2004 to June 2004 (6 calendar months preceding the month of reference date) is as under:

Name of Stock Exchange(s)	Total no. of shares traded during the 6 calendar months prior to the month of reference date	Total No. of listed Shares	Annualized Trading turnover (as a % to total listed shares)
BSE	1,29,554	32,17,400	8.05
JSE	–	32,17,400	–

The Equity shares of ZGL are frequently traded on BSE and infrequently traded on JSE within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations.

2.4 The Offer Price of Rs. 10/- (Rupees Ten only) per Share is justified in terms of Regulations 20 (4) and 20 (5) of the SEBI (SAST) Regulations in view of the following:-

a.	The Negotiated Price	Not Applicable
b.	Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential issue during the 26 weeks prior to the reference date i.e. July 23, 2004	Rs. 10 per share
c.	The average of the weekly High and Low of the closing prices of the shares of ZGL on during 26 weeks period preceding the reference date i.e. July 23, 2004	Rs. 5.72 per share
d.	The average of the daily High and Low of the prices of the shares of ZGL during 2 weeks period preceding the reference date i.e. July 23, 2004	Rs. 8.29 per share

e.	Other Financial Parameters	31st March 2005
	Return on Net Worth (%)	3.22
	Book Value per share (Rs.)	9.67
	Earning per share (Re.)	0.34
	Price Earning multiple (with reference to Offer price of Rs.10/- per share)	29.41
	Industry (Pharma – Indian – Bulk Drug) Average Price Earning Multiple **	24.90

** (Source*: Capital Market Vol. XX/11, August 1 - 14*)

M/s. P Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082. Tel No: (040) 2332 6666 Fax No: (040) 2339 2474, have vide their report dated 20th August 2005 certified that the Fair Value per share of ZGL, based on the valuation methodology as laid down by the Honourable Supreme Court of India in the case of Hindustan Lever Employees Union v/s Hindustan Lever Limited, 1995 (83 com case 30), would be Rs. 5.31 (Rupees five and paisa thirty one only).

3. INFORMATION ON THE ACQUIRER AND PERSONS ACTING IN CONCERT

3.1 Sharda Advisory Services Pvt. Ltd. (SASPL) ("the Acquirer")

a. Sharda Advisory Services Private Limited is a Company incorporated on July 20, 2004 under the Companies Act, 1956. SASPL has its registered office at 12-13-577, Soumya Nilayam, Street No.1, Kimtee Colony, Tarnaka, Secunderabad – 500 017. Tel No: (040) 5564 7855; Fax No: (040) 2717 7298.

b. The promoters of the Company are Dr. Rajendra Nath Dhar and Mrs. Prarina Dhar.

c. SASPL is engaged in the activities related to financial services such as arranging financial assistance for car loans, housing loans, consumer loans, personal loans and acting as franchisees, agents, direct sales associates, and direct marketing associates in this regard.

d. **Brief Financials of SASPL** for the year ended 31st March 2005 are as under:

e.	Other Financial Parameters	(Rs.)
	Total Income	10,500
	Profit/(Loss) after Tax	2,583
	*Net Worth	50,97,183
	Earning per share (Rs.)	0.26
	Return on Net Worth (%)	0.05
	Book Value per share (Rs.)	509.72
	Share Capital	1,00,000
	Share Application Money	50,00,000

* As certified by M/s. P Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082. Tel No: (040) 2332 6666 Fax No: (040) 2339 2474, vide their certificate dated 25th June 2005.

f. The shares of SASPL are not listed on any stock exchange.

3.2 Information on Dr. R K Dhar, Dr. Rajendra Nath Dhar and Mrs. Prarina Dhar ("Persons Acting in Concert")

Dr. R K Dhar

a. Dr. R K Dhar is residing at 12-13-577, Soumya Nilayam, Street No.1, Kimtee Colony, Tarnaka, Secunderabad – 500 017. Tel No: (040) 5564 7855; Fax No: (040) 2717 7298.

b. Dr. Rajendra Nath Dhar and Mrs. Prarina Dhar are related to Dr. R K Dhar as father and spouse respectively.

c. He is Ph. D. in Organic Chemistry from Germany and has more than 3 decades experience in Pharmaceutical industry. He is presently CEO and Director of the Target Company and is overall in charge of Hyderabad office and factory.

d. The Net Worth of Dr. R K Dhar as on 31st March 2005 is Rs. 2,00,300/- (Rupees two lacs three hundred only), The same is certified by M/s. P Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082. Tel No: (040) 2332 6666 Fax No: (040) 2339 2474, vide their certificate dated 20th August 2005.

e. Dr. R K Dhar is a Director of Zyden Gentec Limited from 27th January 2005. Apart from this he does not hold any positions on the Board of any listed Company. Further he is not full time director with any Company.

f. Dr. R K Dhar has not acquired any shares of ZGL in the past,except by way of initial allotment and subscription in the public issue, hence SEBI SAST Regulation is not applicable to him.

Dr. Rajendra Nath Dhar

a. Dr. Rajendra Nath Dhar is residing at 12-13-577, Soumya Nilayam, Street No.1, Kimtee Colony, Tarnaka, Secunderabad – 500 017. Tel No: (040) 5564 7855; Fax No: (040) 2717 7298.

b. He has done Ph. D. (Pharm. Chemistry) from London University (Faculty Medicine). He has an overall experience of more than 45 years in Pharmaceutical industry, mainly in Research and Development of Formulations. He has worked with Indian Drugs & Pharmaceuticals Limited, Hyderabad as well as at Gurgaon in Formulations Division for more than 20 years.

c. The Net Worth of Dr. Rajendra Nath Dhar as on 31st March 2005 is Rs. 28,47,250/- (Rupees twenty eight lacs forty seven thousand two hundred fifty only), The same is certified by M/s. P Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082. Tel No: (040) 2332 6666 Fax No: (040) 2339 2474, vide their certificate dated 25th June 2005.

d. Dr. Rajendra Nath Dhar is a Director of Sharda Advisory Services Private Limited. Apart from this he does not hold any positions on the Board of any listed Company, except that as an Independent Director on the Board of Vivimed Labs Limited.

e. Dr. Rajendra Nath Dhar has not acquired any shares of ZGL in the past, except of way of initial allotment and subscription in the public issue hence SEBI SAST Regulation is not applicable to him.

Mrs. Prarina Dhar

a. Mrs. Prarina Dhar is residing at 12-13-577, Soumya Nilayam, Street No.1, Kimtee Colony, Tarnaka, Secunderabad – 500 017. Tel. No. (040) 5564 7855; Fax. No. (040) 2717 7298.

b. She is associated with family business for the past two years.

c. The Net Worth of Mrs. Prarina Dhar as on 31st March 2005 is Rs. 21,21,475/- (Rupees twenty one lacs twenty one thousand four hundred seventy five only), The same is certified by M/s. P Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082. Tel No: (040) 2332 6666 Fax No: (040) 2339 2474,vide their certificate dated 25th June 2005.

d. Mrs. Prarina Dhar is a Director of Sharda Advisory Services Private Limited. Apart from this she does not hold any positions on the Board of any listed Company. She is full time director of Sharda Advisory Services Private Limited.

e. Mrs. Prarina Dhar has not acquired any shares of ZGL in the past, hence SEBI SAST Regulation is not applicable to her.

4. Information on ZYDEN GENTEC LIMITED (ZGL) ("the Target Company")

4.1 Zyden Gentec Limited is an existing public limited Company incorporated on April 26, 1994 under the Companies Act, 1956 as Overseas Capital Private Limited. The name of the Company was changed to Overseas Capital Limited on conversion in to public limited Company on 11th November 1994 and to Zyden Gentec Limited on 16th July 2004. ZGL has its registered office at 143, Deep Shree Building, Kotri Road, Gumanpura, Kota – 324 007, Rajasthan., India. Tel. No. (0744) 2390 508; Fax No. (0744) 2390 667.

4.2 The total paid up equity share capital of Target Company, as on the date of this Public Announcement is Rs. 4,21,74,000/-, divided into 42,17,400 fully paid up shares of Rs.10/- each. Out of this, 10,00,000 equity shares issued by way of Preferential allotment referred above is still not listed with Stock Exchanges pending compliance with SEBI SAST Regulations. There are no partly paid-up shares.

4.3 ZGL was earlier engaged in providing financial services. The Company is presently engaged in manufacturing of pharmaceuticals and fine chemicals.

4.4 The shares of ZGL are listed on the Bombay Stock Exchange Limited (BSE) and Jaipur Stock Exchange Limited (JSE).

Financial information of ZGL for the year ended March 31, 2005 (Audited): Total Income was Rs. 42.93 Lacs; Profit after tax was Rs. 13.16 Lacs; As on March 31, 2005 the Paid-up Equity Capital was Rs. 421.74 Lacs and the Net Worth (excluding Revaluation Reserve) was Rs. 408.02 Lacs. For the year ended 31st March, 2005 Return on Net Worth was 3.22%, Book Value per Share was Rs. 9.67 and Earning per share was Rs. 0.34.

5. Reasons for the Acquisition and Offer and Future Plans about the Target Company

5.1 This Offer to acquire 20% of the post preferential issue equity share capital i.e. 8,43,480 shares of ZGL is made in terms of Regulations 11(1) of the SEBI (SAST) Regulations to comply with BSE letter no. List/sdm/rk/sum/2005 dated 12th April 2005 directing SASPL to make an open offer pursuant to allotment of shares by the Company to the acquirer on preferential allotment basis.

5.2 The Acquirer or PACs does not have any plan to dispose of or otherwise encumber any assets of ZGL within two years from the date of closure of the Offer except in the ordinary course of business of ZGL. However re-organization and/or streamlining of various businesses may be considered for commercial reasons and operational efficiencies which may include the restructuring and/or rationalization of assets of ZGL, however, not limited to, merger.

5.3 Further, the Acquirer and PACs undertakes that in the next two years it shall not sell, dispose of or otherwise encumber any substantial asset of ZGL except with the prior approval of the ZGL's shareholders.

6. Statutory Approvals & Conditions of the Offer

6.1 The Offer is subject to receipt of necessary approval(s) by Acquirer from FIPB and/or Reserve Bank of India ("RBI"), under Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations thereunder.

6.2 Non-resident shareholders will be required to submit all the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. **In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares tendered in the offer.**

6.3 The Acquirer will make the requisite application to RBI to obtain permission under FEMA for the acquisition of shares under this Offer.

6.4 There are no other statutory approvals required to acquire the shares tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals that may become applicable prior to completion of the Offer.

6.5 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closing of the offer.

6.6 The Acquirer reserves the right to withdraw the Offer, in terms of Regulation 27 of the SEBI (SAST) Regulations, in the event the requisite statutory approvals are refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original PA is being made.

6.7 In case of delay, due to non-receipt of statutory approvals, as per Regulation 22(12) of SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of the approvals was not due to willful default or negligence, grant an extension for the purpose of completion of the offer provided the Acquirer agrees to pay interest to the shareholders for delay beyond 15 days from the date of closing of the offer.

6.8 If the Acquirer fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be forfeited in the manner provided in Regulation 28(12)(e) of SEBI (SAST) Regulations.

7. Delisting Option to the Acquirer in terms of Regulation 21(3)

The acquisition under the Preferential Issue and acquisition by the Acquirer of Shares validly tendered in the Offer, assuming full tender, will not result in the public shareholding being reduced to a level below 20% of the voting share capital of the Target Company, being level required to meet continuous listing requirement.

8. Financial Arrangements

8.1 The total fund requirement for the acquisition of 8,43,480 equity shares, being 20% of the post preferential issue paid up equity capital of ZGL, at Rs 10.87 per share is Rs. 91,68,627.60 (Rupees ninety one lacs sixty eight thousand six hundred twenty seven and paise sixty only).

8.2 In accordance with Regulation 28 of the SEBI (SAST) Regulations, Acquirer has created and deposited into an Escrow Account (A/c No. 3039) a sum of Rs. 26,00,000/- (Rupees twenty six lacs only) being in excess of 25% of the total consideration, with Indian Overseas Bank, Rashtrapathi Road Branch, 1st Floor, Kasuva Complex, R.P. Road, Secunderabad – 500 003; Tel No: (040) 2771 1225; Fax No: (040) 2771 4851; Email: rproadbr@hyddrc01.iobnet.in. A certificate no. IOB/RPR/3152005-06 dated 04th July 2005 to that effect has been issued by Indian Overseas Bank. Another certificate dated 26th August 2005 issued by Indian Overseas bank confirms lien on the amount deposited in the said account favoring UTI Securities Limited.

8.3 In case of a revision in the Offer price, the Acquirer would raise the amount in the escrow account to ensure compliance with Regulation 28 of SEBI (SAST) Regulations.

8.4 The Acquirer & PACs have adequate resources to meet the financial requirements of the Offer. The same is certified by the auditors of the acquirers, M/s. P Murali & Co., Chartered Accountants (Membership No. 23412), Address: 6-3-655/2/3, Somajiguda, Hyderabad – 500 082. Tel No: (040) 2332 6666 Fax No: (040) 2339 2474,vide their certificate dated 23rd August 2005.

8.5 On the basis of the above, the Manager to the Offer is satisfied about the ability of Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Offer will be implemented by Internal Accruals and/or borrowings by the Acquirer.

9. Other Terms of the Offer

9.1 The Letter of Offer together with Form of Acceptance cum Acknowledgement (FOA), the Form of Withdrawal (FOW) and Transfer Deed (TD) (for shareholders holding shares in physical form) will be mailed to all the shareholders of ZGL, except the Acquirer, Seller and parties to the Agreement, whose names appear on the Register of Members of ZGL and the beneficial owners of the shares whose names appear as beneficiaries on the records of the respective share depositories, at the close of business hours on 31st August 2005 (specified date).

9.2 Accidental omission to dispatch Letter of Offer to any member entitled to this open offer or non-receipt of the Letter of Offer by any member entitled to this open offer shall not invalidate the open offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of ZGL as on the specified date.

9.3 All the shareholders, except the Acquirer, Seller and parties to the Agreement, who own the shares of ZGL anytime before the closure of the Offer, are eligible to participate in the Offer anytime before date of closing of the offer.

9.4 The Acquirer has appointed Aarthi Consultants Private Limited as Registrar to the Offer. Registrars have set up the following centers to collect the acceptances being tendered in this offer:

LOCATION	CONTACT DETAILS OF THE REGISTRAR TO THE OFFER
Hyderabad	**Mr. G. Bhaskar** **Aarthi Consultants Private Limited** 1-2-285, Domalguda, Hyderabad – 500 029. Tel No. (040) 2764 2217, 276 34445; Fax: (040) 2763 2184 Email: aarcons@hd2.dot.net.in

The documents should be sent either by Hand delivery or by Registered Post, so as to reach before the closure of the offer. The documents can be tendered at the above centre between 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday. The centre will be closed on Sundays and Public holidays.

9.5 All registered shareholders who wish to tender their shares will be required to send duly completed FOA filled and signed in accordance with the instructions specified in the Letter of Offer and FOA, to the Registrar to the Offer at the centers mentioned above before the closure of the Offer, i.e. 08th November 2005.

9.6 The Registrar to the Offer has opened a special depository account with UTI Securities Limited (Depository – NSDL) styled "Aarthi – ZGL Open Offer Escrow A/c". The DP ID is IN300360 and Beneficiary/Client ID is 10251709.

9.7 The beneficial owners (holders of shares in Dematerialized form) who wish to tender their shares will be required to send the FOA along with the counterfoil/photocopy of the delivery instructions in "Off-Market" mode in favour of the special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar to the Offer either by Hand Delivery or by Registered Post on or before the date of closing of the Offer. In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, it will be deemed that the shareholder has tendered acceptance of the Offer.

For shareholders of ZGL holding physical shares and who wish to accept the Offer and tender their shares will be required to send the FOA together with the share certificate(s) and transfer deed(s) to the Registrars.

9.8 The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the closure of the Offer i.e. 08th November 2005. FOA, in respect of dematerialized equity shares not credited to the above special depository account before the date of closing of offer, is liable to be rejected.

9.9 Shareholders having their beneficiary account with Central Depository Services Limited (CDSL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity shares in favour of the above mentioned Special Depository Account with NSDL.

9.10 In case of non-receipt of the Letter of Offer/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrars to the offer at any of the collection centers clearly marking the envelope **"ZGL Open Offer"** or make an application on plain paper duly signed and stating their name, address, No. of Shares held, no. of shares offered, DP name, DP ID, Client ID and the counterfoil/photocopy of the delivery instruction in "Off-Market" mode in favour of the special depository account, duly acknowledged by the DP, to the Registrar to the Offer, before the closure of the Offer.

Unregistered owners holding shares in physical form may send their application in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s) and valid transfer deed(s) as received from the Broker **(columns meant for transferee / buyer should be kept blank)** to the Registrar to the Offer. Unregistered owners will also be required to submit documents to prove their title to the shares in respect of which they are accepting the Offer such as original broker's contract note and transfer deed(s) executed by the registered holder of the shares. No indemnity is required from the unregistered owners.

9.11 In case any person has lodged shares of ZGL for transfer and the transfer has not yet been effected, the concerned person may apply in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s), valid transfer deed(s) duly signed **(columns meant for transferee / buyer should be kept blank)** and the acknowledgement of the lodgement of shares for transfer. Such person should also instruct ZGL and its Registrars & Transfer Agents to send the transferred share certificate(s) directly to the collection centers of Registrars to the offer as mentioned above before the date of closing of the offer.

Shareholders who have sent their physical shares for Dematerialization and the dematerialization has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by shareholder's DP. The shareholder should ensure that process of getting shares dematerialized is completed well in time so that the credit in the special depository account should be received before closure of the Offer i.e. 08th November 2005, else the application will be rejected.

9.12 Equity shares tendered by the shareholders of ZGL in the offer shall be free from lien, charges and encumbrances of any kind whatsoever.

Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of ZGL may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered in the offer prior to the date of closing of the offer.

9.13 In case the shares tendered in the Offer by the shareholders, are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provisions of Regulation 21 (6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 1 (one) share.

9.14 While tendering shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. **In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares.** While tendering shares under the Offer, NRI / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

9.15 The consideration received by the shareholders for shares accepted in the offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on shares accepted in this offer.

9.16 The Registrar to the Offer will hold in Trust the Shares / Share certificates, FOA, if any, and the transfer form/s on behalf of the shareholders of ZGL who have accepted the Offer, till the Acquirer completes the offer obligations in accordance with the Regulations.

9.17 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the FOA.

9.18 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 the shareholders to whom the Letter of Offer would be sent	31-08-2005	Wednesday
Last date for a competitive bid, if any	20-09-2005	Tuesday
Date by which Letter of Offer will be posted to shareholders	10-10-2005	Monday
Date of opening of the Offer	20-10-2005	Thursday
Last date for Revising the Offer Price / Number of Shares	25-10-2005	Tuesday
Last date for Withdrawing acceptances tendered by shareholders	31-10-2005	Monday
Date of closing of the Offer	08-11-2005	Thursday
Date of communicating acceptance/ rejection and payment of consideration for accepted shares / dispatch of the share certificate in case of rejection.	22-11-2005	Tuesday

10. Procedure for Withdrawal of Application

10.1 In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations 1997, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date i.e. up to 31st October 2005.

10.2 Shareholders who wish to withdraw their shares from the Offer will be required to send the FOW duly completed & signed along with the requisite documents.

10.3 In case of non receipt of Form of Withdrawal, the withdrawal can be exercised by making an application on plain paper along with following details :-

- **In case of physical shares**: by stating Name, Address, Distinctive numbers, Folio number, Number of shares tendered and to be withdrawn.
- **In case of dematerialized shares**: by stating Name, Address, Number of shares tendered and to be withdrawn, DP Name, DP ID, Beneficiary account number, Counterfoil/ Photocopy of the delivery instruction in "Off Market" mode duly acknowledged by the DP in favour of the special depository account.
- **In either case:** a copy of the acknowledgement received from the Manager to the Offer upon tendering of the Shares,

so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before 31st October 2005.

SHAREHOLDERS WHO HAVE ACCEPTED THE OFFER BY TENDERING THE REQUISITE DOCUMENTS, IN TERMS OF THE PUBLIC ANNOUNCEMENT / LETTER OF OFFER CANNOT WITHDRAW THE SAME.

11. General

11.1 If there is any upward revision in the Offer Price till the last date of revision in terms of Regulation 26 i.e. 25th October 2005 or Withdrawal of the Offer, the same would be informed by way of a Public Announcement in the same newspapers in which this original Public Announcement is being made. In case of an upward revision in the offer price, the revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and have been accepted under the Offer.

11.2 "If there is competitive bid :

i. The public Offers under all the subsisting bids shall close on the same date.

ii. 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."

11.3 Neither Acquirer nor Seller or the Target Company have been prohibited by SEBI from dealing in securities, in terms of directions issued u/s 11B of SEBI Act.

11.4 The Acquirer has not acquired any shares of ZGL in the last twelve months nor do they hold any shares in ZGL as on the date of this Public Announcement except those mentioned herein above in para 1.1.

11.5 Pursuant to Regulation 13 of SEBI (SAST) Regulations, Acquirer has appointed UTI Securities Limited, as Manager to the Offer.

11.6 The Acquirer accepts full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

This Public Announcement will also be available on SEBI's website at **www.sebi.gov.in**. Eligible persons to the Offer may also download a copy of Form of Acceptance-cum-Acknowledgement which will be available on SEBI's website at **www.sebi.gov.in** from the Offer opening date 20th October 2005 and apply in the same.

Issued by: Manager to the Offer

UTI Securities
we make Investing easier

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Bandra East, Mumbai - 400 051.
Tel No: (022) 5551 5999; Fax No: (022) 5502 3194
e-mail: vs.narayanan@utisel.com

Contact Person: Mr. V.S. Narayanan

On behalf of the Acquirer
Sharda Advisory Services Private Limited
12-13-577, Soumya Nilayam, Street No.1,
Kimtee Colony, Tarnaka, Secunderabad – 500 017.

and Persons Acting in Concert
Dr. R K Dhar, Dr. Rajendra Nath Dhar and Mrs. Prarina Dhar

Place : Hyderabad

Date : 30th August 2005.