

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder(s) of Blue Circle Services Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER

By

YASH SHELTERS LIMITED (YSL)

A/5, Jaymangal House, Opp. Gandhigram Railway Station, Near Nehru Bridge Corner, Ashram Road, Ahmedabad- 380 009; Tel No. 079-26584080

To the Shareholders of

BLUE CIRCLE SERVICES LIMITED (BCSL)

The Nest, 6th Road, Santacruz (East), Mumbai-400 055; Tel No. 022-26106617; Fax No.: 022-26106618;

to acquire up to 1,49,400 equity shares of Rs. 10/- each at a price of Rs. 13.25 (including interest of Re. 0.75) per share representing 20% of its voting capital. These shares will be acquired in cash, in accordance with Regulation 20 (2)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as 'Regulations').

This Offer is being made to all the eligible persons for the Offer in compliance with regulation 10 & 12 and other provisions of Chapter III and in compliance with the Regulations.

The Offer along with any obligation relating to payment for and purchase of the shares tendered is subject to the receipt of necessary approval(s), if any, from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 ("FEMA"). There are no other statutory approvals required to acquire shares that are tendered pursuant to this Offer.

Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of Closure of the Offer i.e. on or before August 31, 2007.

Acquirer has the option to revise the Offer Price upward any time up to seven working days prior to the date of Closure of the Offer i.e. on or before August 27, 2007.

The upward revision/ withdrawal if any, of the Offer would be informed by way of Public Announcement in respect of such changes in all the newspapers in which the original Public Announcement was made. Such revised Offer Price would be payable by the Acquirer for all the shares tendered any time during the Offer.

There was no Competitive Bid.

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 the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.

The Public Announcement, Corrigendum to Public Announcement and this Letter of Offer including the Form of Acceptance cum Acknowledgement and Form of Withdrawal would also be available on SEBI's website at www.sebi.gov.in.

MANAGER TO THE OFFER:

ASHIKA CAPITAL LIMITED
1008, 10th Floor, Raheja Centre,
214, Nariman Point, Mumbai-400021.
Tel:+91-22-66111700 Fax:+91-22-66111710
E-Mail: mbd@ashikagroup.com
Contact Person: Mr. Narendra Kumar Gamini



REGISTRAR TO THE OFFER:

PURVA SHAREGISTRY INDIA PVT LTD
33, Printing House, 28-D, Police Court Lane,
Behind Old Handloom House,
Fort, Mumbai-400 001.
Tel:-022-56348073 Fax:-022-22626407
E-mail:-busicomp@vsnl.com
Contact Person:- Mr. V. B. Shah

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Original Date & Day	Revised Date & Day
Public Announcement	November 17, 2006 (Friday)	November 17, 2006 (Friday)
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	November 24, 2006 (Friday)	November 24, 2006 (Friday)
Last Date for a Competitive Bid, if any	December 8, 2006 (Friday)	December 8, 2006 (Friday)
Corrigendum to the Public Announcement	August 8, 2007 (Wednesday)	August 8, 2007 (Wednesday)
Date by which the Letter Of Offer to be Despatched to shareholders	December 29, 2006 (Friday)	August 11, 2007 (Saturday)
Date of Opening of the Offer	January 4, 2007 (Thursday)	August 17, 2007 (Friday)
Last date for revising the Offer Price/ Number of Shares	January 12, 2007 (Friday)	August 27, 2007 (Monday)
Last date for Withdrawal of Acceptance by Shareholders	January 18, 2007 (Thursday)	August 31, 2007 (Friday)
Date of Closing of the Offer	January 23, 2007 (Tuesday)	September 5, 2007 (Wednesday)
Date by which communicating rejection/acceptance and despatch of Cheques/Demand Drafts towards payment of consideration to be completed	February 7, 2007 (Wednesday)	September 20, 2007 (Thursday)

RISK FACTORS:

Relating to the Transaction:

1. The Share Purchase Agreement (Agreement) contains a clause that it is subject to the provisions of SEBI (SAST) Regulations (Regulations and in case of non-compliance with any of the provisions of the Regulations, the Agreement for such sale shall not be acted upon by the Sellers or the Acquirer.

Relating to the Offer:

2. The Offer involves an offer to acquire upto 1,49,400 equity shares of Rs. 10/- each representing 20% of voting capital of BCSL from its shareholders. In case of oversubscription in the Offer, as per the Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
3. The shares tendered in physical form will lie with the Registrar to the Offer, till the completion of the Offer formalities. The Acquirer disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.

Relating to the Acquirer:

4. The Acquirer makes no assurance with respect to the future financial performance of the Target Company or with respect to their investment/divestment relating to their proposed shareholding in the Target Company.

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ABBREVIATIONS / DEFINITIONS

Acquirer	Yash Shelters Limited
Eligible Persons for the Offer	All owners of equity shares including Promoters other than parties to the Agreement, registered or unregistered of BCSL other than Acquirer and the Sellers, who own equity shares at any time prior to the closure of the Offer
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance	Form of Acceptance cum Acknowledgement
Form of Withdrawal	Form of Withdrawal cum Acknowledgement
LOO or Letter of Offer	Offer Document
Manager to the Offer	Ashika Capital Limited
Negotiated Price	Rs. 1.13 (Rupee One & Thirteen Paise only) per fully paid-up equity share of face value of Rs.10/- each
Offer	Cash Offer being made by the Acquirer to acquire upto 1,49,400 equity shares of Rs. 10/- each representing 20% of the voting capital
Offer Price	Rs. 13.25/- (including interest of Re. 0.75) per equity share
PA / Public Announcement	Announcement of the Offer made by Acquirer on November 17, 2006 and August 8, 2007
RBI	Reserve Bank of India
Registrar to the Offer / Registrar	Purva Sharegistry India Private Limited
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations or 'Regulations'	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent amendments thereof
Sellers	Amrutlal Bholidas Patel, Shantaben Amrutlal Patel, Arvindbhai Amrutlal Patel, Silvaben V. Patel, Virendrabhai Amrutlal Patel, Shanti Estate & Investments Pvt. Ltd., Shitvan Estate & Investments Pvt. Ltd. Shayadri Estate & Investments Pvt. Ltd. Virendra Estate & Investment Pvt. Ltd. who are part of the Promoter Group duly represented by Mr. Virendra Patel
BCSL / Target Company	Blue Circle Services Limited

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to "Rs." are to Indian Rupees. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF BLUE CIRCLE SERVICES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER ASHIKA CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 30, 2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. BACKGROUND OF THE OFFER

- (a) This offer is being made in compliance with Regulation 10 & 12 of the SEBI (SAST) Regulations, 1997.
- (b) The Acquirer has entered into a Share Purchase Agreement ("Agreement") on November 13, 2006 with a group of shareholders [Amrutlal Bholidas Patel-1,20,000 (16.06%), Virendrabhai Amrutlal Patel-1,20,000 (16.06%), Shantaben Amrutlal Patel-1,08,300 (14.49%), Silvaben V. Patel-71,100 (9.52%), Arvindbhai Amrutlal Patel-17,100 (2.29%), Shanti Estate & Investments Pvt. Ltd.-12,000 (1.61%), Shitvan Estate & Investments Pvt. Ltd.-12,000 (1.61%), Shayadri Estate & Investments Pvt. Ltd.- 12,000 (1.61%), Virendra Estate & Investment Pvt. Ltd.- 12,000 (1.61%) who are part of the Promoter Group (hereinafter collectively referred to as 'Sellers') duly represented by Mr. Virendra Patel for acquisition of 4,84,500 fully paid up equity Shares of Rs 10/- each, representing 64.86% of voting capital of the Target Company at a price of Rs. 1.13 per share, aggregating to Rs.5,47,485/- (Rupees Five Lakhs Forty Seven Thousand Four Hundred Eighty Five only).
- (c) Some of the main features of the Agreement is mentioned below:
 - i. The Sellers have offered to sell 4,84,500 fully paid-up Equity Shares of Rs.10/- each of Blue Circle Services Limited to the Acquirer and the Acquirer had agreed to purchase the said shares from the Sellers at a price of Rs. 1.13.
 - ii. The Sellers hereby indemnify the Acquirer for all the liabilities and litigations relating to the Target Company up to 31.03.2005 and such liabilities and litigations arisen upto the date of transfer relating to the company that may arise after completion of the Takeover as per SEBI (SAST) Regulations, 1997.
 - iii. The Sellers have absolute right and complete authority to enter into the present transaction and the Sellers are not in any way prevented and there is no legal impediment from entering into the present transaction.
 - iv. This Agreement is subject to the compliance of the provisions of the SEBI (SAST) Regulations and the Share Purchase Agreement shall not be acted upon by either of the parties incase of non-compliance of any provisions of the SEBI (SAST) Regulations, 1997.
 - v. The Acquirer undertake that if the public shareholding in YSL fall below the limit specified in the Listing Agreement with Stock Exchange for the purpose of listing on continuous basis, pursuant to the Agreement(s) and Open Offer. the Acquirer will acquire only such number of Equity Shares under Share Purchase Agreement so as to maintain the minimum specified public shareholding in the Company.

- (d) The proposed change in control is consequent to the Agreement whose salient features are described in 3.1 (c) above.
- (e) The Acquirer, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- (f) For the purpose of this Offer, there is no Person Acting in Concert as per the provisions of the Regulation 2(1)(e) of the Regulations.
- (g) The Acquirer does not hold any Equity Shares of BCSL as on date of Public Announcement. The Acquirer has not acquired either directly or through any other person any Shares of BCSL during the 12 months preceding the date of Public Announcement.
- (h) Apart from the Sellers mentioned in point 3.1.b above Artiben Patel (78,000 Shares-10.44%) is the major Shareholder of the company. The Sellers and other Promoters have complied with the applicable Provisions of the Regulations.
- (i) The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement with the Sellers.
- (j) After completion of all formalities relating to the acquisition and after complying with formalities required by the Regulations, the Board of Directors might be reconstituted to include nominee(s) of Acquirer viz. Mr. Biren Shah, Mr. Darshan Bhagat & Mr. Chandresh Choksi.
- (k) The promoters who are parties to the agreement (Mr. Arvind Patel-1,02,900 shares) and promoters other than parties to the agreement (Mr. Mahipal Patel-300 shares, Ms. Madhuben Patel-300 shares, Mr. Raman Patel-300 shares, Ms. Arti Patel-78000 shares), undertakes that they will not exercise control over the Target company on or after compliance with Takeover formalities.

3.2. DETAILS OF THE PROPOSED OFFER

- (a) The Acquirer made a Public Announcement of the Offer, which was published in all Editions of **Business Standard** (English), **Pratahkal** (Hindi) and **Lakshadeep** (Marathi) on November 17, 2006 in compliance with Regulation 15 (1) of the Regulations. A Corrigendum to PA was also published in the same Newspapers on August 8, 2007. The Public Announcement as well as Corrigendum to PA is also available on SEBI's website at www.sebi.gov.in.
- (b) The Acquirer propose to acquire upto 1,49,400 equity shares of Rs.10/- each, from all the eligible persons for the Offer, at a price of Rs. 13.25 (including interest of Re 0.75) per share representing 20% of the voting capital.
- (c) The offer is not subject to any minimum level of acceptance. The Acquirer will acquire all Equity Shares of BCSL that are tendered in terms of this Offer up to a maximum of 1,49,4000 equity shares.
- (d) The Acquirer has not acquired any shares after the date of the Public Announcement and up to the date of Letter of Offer.

3.3. OBJECT OF THE OFFER

- (a) The Offer has been made pursuant to regulation 10 & 12 and other provisions of Chapter III and in compliance with the Regulations.
- (b) The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change of control and management of the company.
- (c) The Acquirer is engaged in areas of Hospitality business as it is operating hostel at Sanand for students of College of Fire Technology, Sanand. It is planning to expand its horizon of hostel to

satisfy the needs of growing strength of college. Through this acquisition, the Acquirer intends to diversify into management and industrial consultancy services and its related activities with the help of professionals and also derive the benefits of a Listed Company.

- (d) The Acquirer does not have any plans to sell, dispose off or otherwise encumber any assets of BCSL in the next two years, except in the ordinary course of business. The Acquirer undertake not to sell, dispose off or otherwise encumber any substantial Assets of BCSL except with the prior approval of the shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

4. BACKGROUND OF THE ACQUIRER

4.1. Information about Acquirer

Yash Shelters Limited (YSL) having registered office at A/5, Jaymangal House, Opp. Gandhigram Railway Station, Near Nehru bridge Corner, Ashram Road, Ahmedabad. Tel No. 079-2658 4080. YSL was originally incorporated in the name & style of 'Redex Leasing and Finance Private Limited' on 13.04.1992 under the Companies Act, 1956 in the State of Gujarat. The name of the company was subsequently changed to 'Redex Leasing and Finance Limited' and a fresh Certificate of Incorporation consequent on Change of Name was obtained from Registrar of Companies, Gujarat, Dadra & Nagar Haveli on 29.02.1996. The name of the company was further changed to 'Redex Shelters Limited' on 02.04.1996 and finally to 'Yash Shelters Limited' on 21.07.2005.

YSL was promoted by Mr. Rajendra D. Bhagat and Mr. Vikram Bhagat. YSL is presently engaged in Hospitality Business and prior to this it carried on the business of financial services. The shares of YSL are not listed on any of the Stock Exchange(s). YSL has not promoted any company.

The Authorised Share Capital of YSL is Rs. 30.00 Lakhs comprising of 3,00,000 Equity Shares of Rs.10/-each. The Issued, Subscribed and Paid up Equity Share Capital is Rs. 29.09 Lakhs comprising of 2,90,900 fully paid up equity shares of Rs.10/- each.

The shareholding pattern of the company is as under:

Shareholder's Category	No. of Shares	%
Promoter and their associates	2,90,900	100.00
TOTAL	2,90,900	100.00

The Names and Addresses of the Board of Directors of YSL are as follows: -

S. No.	Name	Address	Qualification	Experience	Date of Appointment
1.	Mrs. Angana G. Bhagat	401, Shaligram Apartments, Opp. AMA, IIM Road, Vastrapur, Ahmedabad.	B. Com	7 years in Administration	19.02.2002
2.	Mr. Biren B. Shah	201, Sujay Apartments, Near Atithi Restaurant, Bodekdev, Ahmedabad.	B. Com	10 years in the areas of Trading and Construction	19.02.2002
3.	Mr. Darshan A. Bhagat	A/7, Flowerkunj Society, Opp. St. Xavier Ladies Hostel, Nr. Swastik Cross Roads, Navrangpura, Ahmedabad.	B. Com	5 years in the areas of Accounts and Tax	19.02.2002

None of the above Directors are on the Board of Target Company.

Brief audited financials of the company for the last 3 Years and but certified results for the period ended 30.09.2006 are as follows:

Profit and Loss Statement

(Rs. in Lakhs)

For the Year/Period ended	30.09.2006	31.03.2006	31.03.2005	31.03.2004
Income:				
Direct Income	11.91	58.00	31.07	18.05
Other Income	-	0.01	0.02	0.07
Total Income	11.91	58.01	31.09	18.12
Total Expenditure	9.51	42.77	25.25	13.83
Profit before Interest, Depreciation & Tax	2.40	15.24	5.84	4.29
Depreciation	--	8.44	5.17	3.99
Profit/(Loss) before Tax	2.40	6.80	0.67	0.30
Provision for Tax	--	2.42	0.05	--
Provision for Differed Tax Liability	--	0.20	(0.05)	0.15
Profit/(Loss) after Tax	2.40	4.18	0.67	0.15

Balance Sheet Statement

(Rs. in Lakhs)

As at	30.09.2006	31.03.2006	31.03.2005	31.03.2004
Sources of funds:				
Paid-up Share Capital	29.09	29.09	29.09	29.09
Reserves & Surplus/(P&L	5.21	2.51	--	--
Profit & Loss Account (Debit Balance)	--	--	1.66	2.33
Networth	34.30	31.60	27.43	26.76
Secured Loans	--	--	--	--
Unsecured Loans	45.20	53.44	12.02	5.10
Deffered Tax Liabilities	--	0.30	0.10	0.15
TOTAL	79.50	85.34	39.55	32.01
Application of funds:				
Net Fixed Assets	75.89	67.75	56.64	35.76
Investments	0.57	0.57	0.57	0.57
Net Current Assets	3.04	17.02	(17.66)	(4.32)
TTAL	79.50	85.34	39.55	32.01

Other Financial Data

Particulars	30.09.2006	31.03.2006	31.03.2005	31.03.2004
Dividend (%)	Nil	Nil	Nil	Nil
EPS (Rs.)	0.82	1.44	0.23	0.05
Return on Networth (%)	6.99	13.33	2.44	0.56
Book Value per Share (Rs.)	11.79	10.86	9.45	9.20

Notes:

EPS = Profit after tax / number of outstanding equity shares at the close of the year/period.

Return on Net Worth = Profit after Tax /Net Worth

Book Value per Share = Net Worth / No. of equity shares

EPS and Return on Net Worth have been annualized as appropriate.

Note:

The income of the company was steadily rising in the last three years on account of increase in the number of students staying in the hostel and increase in the staying charges. However, the income during the period ended 30.09.2006 has marginally declined on account of decline in number of students.

Details of Unsecured Loan are as follows:

Name of the Parties	(Rs. In Lakhs)	
	30.09.2006	31.03.2006
Shiv Ganga Associates	--	10.20
Yash System	--	5.01
G. R. Bhagat	2.24	2.24
Prefect Weavers Ltd	--	2.60
V. D. Bhagat	1.52	1.52
Nitul Patel	--	8.00
Redex Protech Limited	38.84	21.03
College of Fire Technology	--	2.84
Sequel Routers	2.60	--
Total	45.20	53.44

Significant Accounting Policies

1. **Method of Accounting:** Accrual Basis.
2. **Fixed Assets:** Fixed assets are stated at acquisition cost.
3. **Depreciation:** During the year company has provided depreciation on WDV basis at higher rates than the rates provided in schedule -XIV of Companies Act, 1956. It is provided at the rates prescribed in the Income Tax Act.
4. **Retirement benefit:** Provident Fund- Not Applicable.
Gratuity-Not Applicable.
5. **Investments:** There are no investments.
6. Provision of MAT is applicable as the company has book profit in the books of accounts.
- 4.2. The Acquirer has entered into an ICD Agreement with Yash Organiser Private Limited for borrowing an amount upto Rs. 20.00 Lakhs (Rupees Twenty Lakhs only) against the security of its Fixed Assets to meet the obligations under the Offer and Share Purchase Agreement. The said ICD is for a maximum period of 180 days and on an interest of 9% per annum. The Lender is an associate of the Acquirer and not forming part of the company under same management.
- 4.2. The compliances under Chapter II of SEBI (SAST) Regulations, 1997 is not applicable to the Acquirer since it does not hold any shares of BCSL except those agreed to be acquired in terms of Share Purchase Agreement.
- 4.3. **Disclosures in terms of Regulations 16(ix) of the Regulations:**
 - (a) The Offer has been made pursuant to regulation 10 & 12 and other provisions of Chapter III and in compliance with the Regulations.
 - (b) The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change of control and management of the company.
 - (c) The Acquirer is engaged in areas of Hospitality business and through this acquisition, the Acquirer intends to diversify into management and industrial consultancy services and its related activities with the help of professionals and also derive the benefits of a Listed Company.

- (d) The Acquirer does not have any plans to sell, dispose off or otherwise encumber any assets of BCSL in the next two years, except in the ordinary course of business. The Acquirer undertake not to sell, dispose off or otherwise encumber any substantial Assets of BCSL except with the prior approval of the shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

5. DISCLOSURE IN TERMS OF REGULATION 21 (3)

Pursuant to the Agreement and this Offer or otherwise, if the public shareholding in YSL fall below the limit specified in the Listing Agreement with Stock Exchange for the purpose of listing on continuous basis, the Acquirer undertake to acquire only such number of Equity Shares under Share Purchase Agreement so as to maintain the minimum specified public shareholding in the Company.

6. BACKGROUND OF THE TARGET COMPANY-BCSL

6.1. Brief History and Main Areas of Operations:

a. Blue Circle Services Limited (BCSL) was originally incorporated in the name & style of 'Blue Circle Industrial Services Limited' on 22.02.1983 under the Companies Act, 1956 in the State of Maharashtra and a Certificate of Commencement of Business was obtained from Registrar of Companies, Maharashtra State on 19.03.1983. The name of the company was subsequently changed to 'Blue Circle Services Limited' and a fresh Certificate of Incorporation consequent upon Change of Name was obtained from Registrar of Companies, Maharashtra on 17.06.1996. The Registered Office of the Company is situated at The Nest, 6th Road, Santacruz (East), Mumbai-400 055. Tel No.:022-26106617.

b. The Authorised Share Capital of the company is Rs. 100.00 Lakhs comprising of 10,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of the company is Rs. 74.70 Lakhs comprising of 7,47,000 fully paid-up Equity Shares of Rs. 10/- each. There are no partly paid-up Equity Shares.

c. Since incorporation, BCSL was mainly engaged in Industrial consultancy services. BCSL is presently not carrying on any business activity except earning income on its investments.

d. The Equity Shares of BCSL are listed on BSE and ASE. The equity shares of the company are infrequently traded on BSE & ASE in terms of explanation (i) to regulation 20(5). The trading in equity shares of the company have been suspended on BSE on account of non-compliance with the clauses of Listing Agreement.

e. The Company came out with its maiden Public Issue during January 1984 to meet the requirement of working capital.

6.2. Share Capital Structure of BCSL:

Paid-up Equity Shares	No. of Shares/Voting Rights	% Shares/Voting Rights
Fully Paid-up Equity shares	7,47,000 / 7,47,000	100% / 100%
Partly Paid-up Equity shares	Nil / Nil	Nil / Nil
Total paid-up Equity shares	7,47,000 / 7,47,000	100% / 100%

6.3. Current Capital Structure of the Company:

Date of Allotment	No and % of Shares issued		Cumulative Paid-Up Capital (Rs.)	Mode of Allotment	Identity of Allottees	Status of Compliance
	No.	%				
22.02.0983	70	0.01	3000	Subscribers to Memorandum	Promoters	Complied
30.01.1984	98,930	13.24	9,90,000	Further Issue	Promoters & Associates	Complied
09.02.0984	1,50,000	20.08	24,90,000	Public Issue	Public	Complied
02.07.1996	4,98,000	66.67	74,70,000	Bonus Issue	Shareholders	Complied
TOTAL	7,47,000	100.00				

- 6.4. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date.
- 6.5. The Company has paid up to date Listing Fees to Bombay Stock Exchange Limited, Mumbai (BSE) and The Ahmedabad Stock Exchange Limited, Ahmedabad (ASE). The trading in equity shares of the company have been suspended on BSE on account of non-compliance with the clauses of Listing Agreement. Trading in shares of Blue Circle Services Limited was suspended from 18.02.2002 on account of non-compliance of Clause 41 of Listing Agreement. At present, the company is regular in compliance with the provisions of Listing Agreement. The Company has redressed all investor's complaints and as on date there is no pending complaint.
- 6.6. BSE vide its letter no. DCS/COMP/AS/148/2007 dated March 9, 2007 has confirmed the following non-compliance by the Target company:

S. No	Clauses of Listing Agreement	Description / Status of Compliance
1.	Clause 31	Annual Report not submitted for 2006
2.	Clause 35	Shareholding Pattern not submitted for March, 2004 & March, 2006
3.	Clause 40B	Not submitted disclosure u/r 6(4) 6(2) as on 20/2/1997 of SEBI (SAST) Regulations, 1997
4.	Clause 41	Not submitted quarterly un-audited financial results for December, 2005
5.	Clause 47	Copy of MOU not given /RTA / Common Agency not appointed.
6.	Secretarial Audit	Not submitted for December, 2006

The company has submitted the requisite information / documents to BSE vide its letters dated 12.03.2007 and 16.03.2007 respectively and is waiting for their clearance.

6.7. Present Composition of the Board of Directors of BCSL:

As on the date of Public Announcement i.e. November 17, 2006, the Directors representing the Board of BCSL were:

Sl. No.	Name & Designation	Address	Qualification	Experience	Date of Appointment
1.	Mr.Virendra Patel, Director	10,Unique Park, Satellite Road, Ahmedabad-15	Diploma in Engineering	15 years in the areas of real estate development	01.04.1997
2.	Mrs. Slivaben.V.Patel Director	10,Unique Park, Satellite Road, Ahmedabad-15	B. Sc. (Biotech)	10 years in the areas of real estate development	05.03.1997
3.	Mr. Raman. M. Patel Director	A/7,Nandishwar Society, Drive-in Road, Ahmedabad	Under Graduate	5 years in the years of administration	05.03.1997

None of the above directors are representing the Acquirer.

- 6.8. There was no trading of the shares of BCSL on November 17, 2006 i.e. the date of Public Announcement.
- 6.9. There has been no merger / de-merger or spin off involving BCSL since the Company's listing.
- 6.10. Target Company, Promoters/Sellers have complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997.
- 6.11. Financial Information:**

Brief audited financials of the company for the last 3 Years and certified results for the period ended 30.09.2006 are as follows:

Profit & Loss Statements

(Rs. In Lakhs)

For the Year ended	30.09.2006 (Certified)	31.03.2006 (Audited)	31.03.2005 (Audited)	31.03.2004 (Audited)
Income:				
Consultancy Income	2.985	--	--	--
Other Income	Nil	0.037	0.002	0.006
Total Income	2.985	0.037	0.002	0.006
Total Expenditure	1.238	0.642	0.262	0.429
Profit/(Loss) Before Depreciation Interest and Tax	1.747	0.605	0.260	0.423
Depreciation	--	0.020	0.027	0.143
Interest & Bank Charges	--	0.003	0.001	0.003
Profit/ (Loss) Before Tax	1.747	(0.628)	(0.288)	(0.569)
Provision for Tax	--	--	--	--
Profit/ (Loss) After Tax	1.747	(0.628)	(0.288)	(0.569)

Balance Sheet Statement

(Rs. in Lakhs)

As on	30.09.2006 (Certified)	31.03.2006 (Audited)	31.03.2005 (Audited)	31.03.2004 (Audited)
Sources of Funds:				
Paid up Share Capital	74.700	74.700	74.700	74.700
Reserves & Surplus (Profit & Loss Account)	19.015	17.268	17.897	18.186
TOTAL (NETWORTH)	93.715	91.968	92.597	92.886
Application of funds:				
Net Fixed Assets	0.079	0.078	0.099	0.127
Investments	33.907	33.907	33.907	33.907
Net Current Assets	59.729	57.983	58.591	58.852
TOTAL	93.715	91.968	92.597	92.886

Other Financial Data

For year ended	30.09.2006 (Certified)	31.03.2006 (Audited)	31.03.2005 (Audited)	31.03.2004 (Audited)
Dividend (%)	Nil	Nil	Nil	Nil
EPS (Rs.)	0.232	(0.084)	(0.038)	(0.076)
Return on Networth	1.86	Negative	Negative	Negligible
Book Value per share (Rs.)	12.544	12.311	12.394	12.433

Notes:

EPS = Profit after tax / number of outstanding equity shares at the close of the year/period.

Return on Net Worth = Profit after Tax /Net Worth

Book Value per Share = Net Worth / No. of equity shares

EPS and Return on Net Worth have been annualized as appropriate.

Notes:

- Blue Circle Services Limited has earned income from industrial consultancy during 2006-07 which is on account of good industrial growth in the State of Gujarat.

b. The details of Other Income is as under:

Particulars	30.09.2006	31.03.2006	31.03.2005	31.03.2004
Dividend & Discount Received	--	0.037	0.002	0.006
Total	Nil	0.037	0.002	0.006

c. The company could not earn Income during the period 2003-06 as there were no operations.

6.12. Pre and Post-Offer Shareholding Pattern of BCSL based on Voting Capital

Shareholders' Category	Shareholding prior to the Agreement/ Acquisition and Offer		Shares agreed to be Acquired which triggered off the Regulations		Shares to be Acquired in Open Offer (Assuming full acceptances)		Shareholding after the Acquisition and Offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
1. Promoter Group								
a. Parties to Agreement	5,87,400	78.64	(4,84,500+)	(64.86+)	Nil	Nil	*	*
b. Promoters other than (a) above	78,900	10.56	Nil	Nil	Nil	Nil	*	*
Total (a+b)	5,88,300	89.20	(4,84,500+)	(64.86+)	Nil	Nil	Nil	Nil
2. Acquirer								
Yash Shelters Limited	Nil	Nil	4,84,500	64.86	1,49,400	20.00	6,33,900	84.86
3. Parties to Agreement other than (1) (a) & (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4. Public (other than parties to Agreement, Acquirer)								
a. FIs/MFs/FIIs/Banks, SFIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b. Others	80,700	10.80	Nil	Nil	(1,49,400)	(20.00)	1,13,100*	15.14*
Total (a+b)	80,700	10.80	Nil	Nil	Nil	Nil	1,13,100*	15.14*
RAND TOTAL (1+2+3+4)	7,47,000	100.00	Nil	Nil	Nil	Nil	7,47,000	100.00

+The Shares to be acquired through Agreement will be reduced to such extent so as to maintain over all Promoters' shareholding to 75% of the total equity capital of the Company. In such case, the residual holding of the Promoters who are parties to the Agreement will be included under public category.

*The Promoters other than parties to the agreement shall become part of Public and therefore their shareholdings have been included under public category. They are not participating in this open offer.

6.13. There are 122 equity shareholders in the company under Public category.

6.14. The Corporate Governance norms are not applicable to the company since the paid-up capital of the company is below Rs. 3.00 Crores.

6.15. Name and Contact details of the Compliance Officer:
Mr. Virendra Patel, The Nest, 6th Road, Santacruz (E), Mumbai-400 055.
Tel No. 022-26106617; Fax No.: 022-26106618.

6.16. There were no changes in the holdings of the Promoter Group since 1997. There were no transactions since 1997, which were falling under regulation 3(1) of the Regulations.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. Justification of Offer Price:

1. The shares of BCSL are listed on Bombay Stock Exchange Limited, Mumbai and the Ahmedabad Stock Exchange Limited, Ahmedabad. The shares of the company are not traded on any Stock Exchanges under Permitted Category.
2. The annualized trading turnover during the preceding 6 calendar months prior to the month in which the P.A. is made i.e. May 2006 to October 2006 (both Inclusive) at each Stock Exchange is as under: -

Name of Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month in which PA was made	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
BSE	Nil	7,47,000	Nil
ASE	Nil	7,47,000	Nil

3. As per explanation (i) to Regulation 20(5), the shares are deemed to be infrequently traded. Hence, in terms of Regulation 20(5) of the Regulations, the Offer Price is determined taking into account the following factors:

a)	Negotiated Price under the Agreement	:	Rs. 1.13 per Share
b)	Highest Price paid by the Acquirer for acquisition, including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of PA	:	Not Applicable
c)	Other parameters		Based on Audited Accounts for the year-ended 31.03.06
	Earning per Share (EPS)	:	Negative
	Return on Networth	:	Negative
	Book Value per share	:	Rs. 12.31
	Price Earning	:	-

4. Thus, in the opinion of the Manager to the Offer and Acquirer, the Offer Price of Rs. 13.25 (including interest of Re.0.75) per share is justified.
5. If the Acquirer acquire Shares after PA and up to seven working days prior to closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all acceptances received under this Offer as per Regulation 20(4) of the SEBI (SAST) Regulations, 1997. Any revision in the Offer Price shall be notified by advertisement in the same newspapers in which the Public Announcement dated November 17, 2006 appeared.
6. There is no non-compete agreement.

7.2. Details of Firm Financial arrangements:

1. Assuming full acceptance, the total Financing Resources required to fulfill the Offer is Rs. 19,79,550/- (Rupees Nineteen Lakhs Seventy Nine Thousand Five Hundred Fifty Only).
2. The Acquirer, in terms of Regulation 28 (2) has created an Escrow Account by way of deposit of cash in **HDFC Bank Limited** and the details are given below.

1.	Name of the Bank	HDFC Bank Limited
2.	Address	Maneckji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai-400001
3.	Amount	Rs. 5,90,000/-
4.	Account Number	0600350031293

3. The Manager to the Offer, Ashika Capital Limited has been empowered by Acquirer to Operate the said Escrow Account solely and accordingly **HDFC Bank Limited** have issued a Letter dated 16.11.2006 and August 6, 2007 in favour of Manager to the Offer confirming the same.
4. In accordance with Regulation 22(11) of the Regulations, the Acquirer has made firm financial arrangements for fulfilling the obligations under the Public Offer
5. The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full by entering into an ICD Agreement with Yash Organiser Private Limited for an amount upto Rs. 20.00 Lakhs (Rupees Twenty Lakhs Only) for a maximum period of 180 days and on an interest of 9% per annum and no borrowings from any bank and/or Financial Institutions are envisaged. Mr. Dharmesh Hariyani (Membership No. 40531) Partner of M/s. D. Hariyani & Co., Chartered Accountants, having Office at C-5, Vishram Flats, Nr. Havmor Rest, Navrangpura, Ahmedabad. Tel. No. 079-26460403; Fax No: 079-26463508 has certified vide letter dated November 15, 2006 that sufficient resources are available with the Acquirer for fulfilling the obligations under this 'Offer' in full.
6. The Manager to the Offer, Ashika Capital Limited confirms that the firm arrangements for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8. TERMS AND CONDITIONS OF THE OFFER

1. The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of BCSL (other than the parties to the Agreement) whose names appear on the Register of Members of BCSL at the close of business hours on November 24, 2006 (the "Specified Date").
2. None of the shares of BCSL are under lock-in.
3. Shareholders who wish to accept the offer and tender their shares will be required to send their duly signed Form of Acceptance cum Acknowledgement, Original Share Certificate (s) and duly signed and executed Transfer Deed (s) to the Registrar to the Offer, either by hand delivery on weekdays between (10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.) or by Registered Post so as to reach on or before the Closing of the Offer, i.e. September 5, 2007, in accordance with the instructions specified in the Letter of Offer and Form of Acceptance cum Acknowledgement.
4. All owners of the shares, Registered or Unregistered (except the parties to the Agreement) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the Original Share Certificate(s), valid Share Transfer Deeds and the original Contract Note(s) issued by the Broker through whom they acquired their shares. No indemnity is required from unregistered owners.
5. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer or Manager to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Registered Folio Number, Share Certificate Numbers, Distinctive Numbers, Number of Shares held, Number of Shares offered, along with documents as mentioned in point '4' above, so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. September 5, 2007.
6. The Registrar to the Offer will hold in trust the Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form(s) on behalf of the shareholders of BCSL who have accepted the Offer, till the Cheques/Drafts for the consideration and/or the unaccepted shares/share certificates are despatched/returned.

7. Share Certificates, Transfer Forms and other documents in respect of shares not accepted under the Offer, if any, will be returned by Registered Post at the Shareholders/Unregistered Owners sole risk to the sole/first shareholder.
 8. In case the number of shares validly tendered in the Offer by the shareholders of BCSL are more than the shares to be acquired under the Offer [i.e. 1,49,400 Fully paid-up Equity shares], 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 rejected Applications / Documents will be sent by Registered Post.
 9. Attention of the shareholders is invited to the fact that the Letter of Offer along with the form of Acceptance would also be available on the SEBI web site at www.sebi.gov.in and eligible persons may download the Form of Acceptance cum Acknowledgement from the website for participating in the offer.
 10. The payment of acquisition of shares will be made by the Acquirer in Cash through a crossed Demand Draft/Pay Order to the equity Share holders of BCSL whose equity share certificates and other documents are found in order accepted, with in 15 Days from the date of Closing of the Offer i.e. September 5, 2007. The Acquirer undertakes to pay interest pursuant to Regulation 22 (12) to the shareholders for the delay, if any, in payment of consideration.
 11. The Acquirer will make the requisite application, if any, to the Reserve Bank of India ("RBI") to obtain permission under the Foreign Exchange Management Act, 1999 ("FEMA") and subsequent amendments thereto, for acquiring shares under the Offer.
 12. To the best of the knowledge of the Acquirer, no other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer.
 13. In case of non-receipt of statutory approvals within time, SEBI has a power to grant extension of time to Acquirer for payment of consideration to the shareholders, who have accepted the Offer, subject to Acquirer agreeing to pay interest as directed by SEBI under Regulation 22(12) of the Regulations.
 14. Accidental omission to despatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.
 15. The form of Acceptance along with Share Certificate (s) and other documents delivered as per the requirements mentioned above, shall become acceptance on your part, but will become a fully valid and binding contract between you and the Acquirer only upon the fulfillment of all the conditions mentioned herein.
- 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER**
1. The Shareholder(s) of BCSL who qualify and who wish to avail this Offer are free to offer their shareholding in full or in part. They should send their shares to the Registrars to the Offer as mentioned in the Form of Acceptance at the following address: -
Purva Sharegistry India Private Limited
33,Printing House,28-D,Police Court Lane,
Behind Old Handloom House, Fort , Mumbai-400 001.

Acceptances may be sent by Registered Post or by hand so as to reach the Registrars/Manager to the Offer on or before September 5, 2007 (Wednesday).

Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday-Friday	10.00 a.m. to 1.00 p.m. and 2.00p.m. to 4.00 p.m.	Hand Delivery
Saturday	10.00 a.m. up to 2.00 p.m.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

2. Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other relevant documents are complete in all respects; otherwise the same is liable to be rejected.

3. Shareholder should enclose the following: -

Registered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificates.
- Original Share Certificate(s)
- Valid Share Transfer form(s) duly signed as Sellers by all the registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with BCSL and duly witnessed at the appropriate place. A blank Share Transfer Form is enclosed along with this Letter of Offer.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) differs from the Specimen signature(s) recorded with BCSL or are not in the same order, such shares are liable to be rejected under the open offer even if the offer has been accepted by bonafide owner of such shares.

Unregistered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, or application on plain paper.
- Original Share Certificate(s)
- Original Broker Contract Note.
- Valid Share Transfer form(s) as received from the market.

No indemnity is required from unregistered shareholders. **Unregistered shareholders should not sign the transfer deed.** The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as the Acquirer upon verification of the Form of Acceptance and the same being will fill buyer found valid. All other requirements for valid transfer will be preconditions for valid acceptance

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

- i. Duly attested death certificate and succession certificate (in case of single shareholders) if the original shareholder is deceased, in case succession certificate has not been obtained, the legal heir may approach the registrar.
- ii. Duly attested power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).
- iii. In case of Companies, the necessary corporate authorization (including Board Resolution) and specimen signatures of authorized signatories.

5. The share certificate(s), share transfer form(s) and the Form of Acceptance along with the relevant documents should be sent to the Registrar to the Offer/Manager to the Offer and not to the Acquirer or BCSL.

6. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer or Manager to the Offer, on a plain paper stating their Name, Address, No. of equity shares held, No. of equity shares offered, Distinctive Nos., Folio No., along with documents as mentioned above, so as to reach the Registrar to the Offer or Manager to the Offer on or before the Closure of the Offer, i.e. September 5, 2007 (Wednesday).

The eligible persons can write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer or Manager to the Offer, on or before the Closure of the Offer i.e. September 5, 2007 (Wednesday).

Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer.

Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI's website www.sebi.gov.in from the date of opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI's website and apply in the same.

7. The equity shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so upto three working days prior to the date of the Closure of the Offer i.e. on or before August 31, 2007. The withdrawal option can be exercised by submitting the 'Form of Withdrawal' (separately enclosed with Letter of Offer) to the Registrar to the Offer, Venture Capital and Corporate Investments Limited so as to reach them on or before August 31, 2007. In case of non-receipt of 'Form of Withdrawal', the withdrawal option can be exercised by making an application on plain paper along with the details of Name, Address, distinctive numbers, folio nos., number of shares tendered/withdrawn. Shares withdrawn by the shareholders would be returned by the Registered post.

The form of Withdrawal can also be downloaded from SEBI's website www.sebi.gov.in or obtained from the Manager/ Registrar to the Offer.

8. Unaccepted Share Certificate(s), 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.
9. The Registrar to the Offer will hold in trust the Shares / Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Offer, **Ashika Capital Limited**, 1008, Raheja Centre 10th Floor, 214, Nariman Point, Mumbai-400 021 on any working day between 10.00 A. M. to 2.00 P. M. during the period the Offer is open i.e., from August 17, 2007 to September 5, 2007:

- i) Copy of the Share Purchase Agreement between Acquirer & Sellers dated November 13, 2006 which triggered off the Offer.
- ii) Memorandum & Articles of Association of BCSL along with Certificate of Incorporation.
- iii) Copy of Prospectus of BCSL.
- iv) Audited Annual Reports of BCSL for the Financial Years ended 31.03.2004, 31.03.2005, 31.03.2006 and un-audited results for the period ended 30.09.2006.
- v) Memorandum & Articles of Association along with Certificate of Incorporation of YSL.
- vi) Audited Annual Reports for the Financial Year ended 31.03.2004, 31.03.2005 & 31.03.2006 and un-audited results for the period ended 30.09.2006.
- vii) Chartered Accountant's Certificate dated 15.11.2006 certifying the adequacy of financial resources with Acquirer to fulfill the Open Offer obligations.

- viii) A Letter dated 16.11.2006 and 06.08.2007 of HDFC Bank Limited for the amount kept in the Escrow Account and empowering solely the Manager to the Offer to operate it.
- ix) Published copies of the Public Announcement made on November 17, 2006 and corrigendum made on August 8, 2007.
- x) A copy of the Letter no. CFD/DCR/TO/AK/100013/2007 dated July 30, 2007 received of SEBI in terms of Provisions of Regulation 18(2).
- xi) Other relevant documents such as;
 - a. Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer dated November 14, 2006.
 - b. Copy of the letter from Acquirer dated November 15, 2006 appointing Purva Share Registry as Registrar to the Offer.
 - c. Copies of undertakings from Target Company and Acquirer.

10. DECLARATION BY THE ACQUIRER

The Acquirer and its Directors accepts full responsibility severally and jointly for the information contained in this Public Announcement and also for the obligations of Acquirer laid down in SEBI (SAST) Regulations 1997 and subsequent amendments thereof.

The Manager to the Offer hereby states that the person signing this Letter of Offer is Acquirer.

For Yash Shelters Limited

Director

Place:

Date: August 9, 2007

Attached: Form of Acceptance cum Acknowledgement and Withdrawal

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Date:

From:

Tel No. Fax No.: E-mail:

To
Purva Sharegistry India Pvt Ltd
33, Printing House, 28-D, Police Court Lane,
Behind Old Handloom House, Fort, Mumbai-400 001.

Dear Sir,

Sub: Open Offer to acquire upto 1,49,400 equity shares of Rs. 10/- each at a price of Rs. 13.25 (including interest of Re. 0.75) per share, representing 20% of the Voting Capital by Yash Shelters Limited (Acquirer).

I/We, refer to the Letter of Offer dated August 9, 2007 for acquiring the Equity Share(s) held by me/us in **Blue Circle Services Limited**.

I/We, the undersigned have read the Letter of Offer and understood the contents including the terms and conditions as mentioned therein.

I/We, hereby irrevocably & unconditionally accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our shares as detailed below:

S. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		Number of Equity Shares
			From	To	
Total No. of Shares					

(In case the space provided is inadequate, please attach a separate sheet with the details)

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We confirm that the shares of **Blue Circle Services Limited** which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

Non resident shareholders should enclose No objection Certificate / Tax Clearance Certificate from the income tax authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration otherwise tax will be deducted at the maximum marginal rate as may be applicable to the category of shareholder on the consideration payable by the Acquirer.

I/We authorise the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the Draft/Cheque, in full and final settlement of the amount due to me/us, to return to me/us, share certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and delivered:

	FULL NAME (S)	SIGNATURE (S)
First/sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder: _____

Place: _____ Date: _____

Note: In case of joint holding, all must sign. A Company must affix the common seal and furnish its corporate authorizations.

So as to avoid fraudulent encashment in transit, the shareholder(s) may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank: _____ Branch: _____

Account Number: _____ Savings/Current/Others(please specify) _____

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S. No. **Purva Share Registry India Private Limited** **(Acknowledgement Slip)**
33, Printing House, 28-D, Police Court Lane, Behind Old Handloom House, Fort, Mumbai-400 001
Tel: 022-56348073, Fax: 022-22626407

Received from Mr./Ms/Mrs: _____

Address: _____

Signature of the Official Date of receipt	Stamp of Registrar to the Offer

Folio Number _____

Number of Share Certificates Enclosed _____

Certificate Numbers _____

Total Number of Shares Enclosed _____

Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the address mentioned above.

PLEASE USE THIS FORM ONLY IF YOU HAVE TENDERED THE SHARES AND WISH TO WITHDRAW YOUR APPLICATION

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to the offer any time upto three working days prior to the date of closure of offer i.e. on or before August 31, 2007 (Friday). In case you wish to withdraw your acceptance please use this form.	OFFER SCHEDULE	
	Offer Opens on	: August 17, 2007 (Friday)
	Last Date of withdrawal	: August 31, 2007 (Friday)
	Offer Closes on	: September 5, 2007 (Wednesday)

Please read the Instructions in Letter of Offer before filling-in this Form of Withdrawal

From:

Tel No. Fax No.: E-mail:

To
Purva Sharegistry India Pvt Ltd
 33, Printing House, 28-D, Police Court Lane,
 Behind Old Handloom House, Fort, Mumbai-400 001.

Dear Sir,

Sub: Open Offer to acquire upto 1,49,400 equity shares of Rs. 10/- each at a price of Rs. 13.25 (including interest of Re.0.75) per share, representing 20% of the Voting Capital by Yash Shelters Limited (Acquirer).

I/We refer to the Letter of Offer dated August 9, 2007 for acquiring the equity shares held by me/us in **Blue Circle Services Limited**.

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We wish to withdraw our acceptance tendered in response to the said Offer. We had deposited/sent our 'Form of Acceptance' to you on _____ 2007 along with original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

S. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		Number of Equity Shares
			From	To	
Total No. of Shares					

(In case the space provided is inadequate, please attach a separate sheet with the details)

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed and authorize you not to remit the consideration as mentioned in the Letter of Offer.

I/We authorise the Acquirer to reject the shares so offered which it may decide in consultation with Manager to the Offer and in terms of the Letter of Offer.

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

	FULL NAME (S)	SIGNATURE (S)
First/sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder: _____

Note: In case of joint holding, all must sign. A Company must affix the common seal and furnish its corporate authorizations.

Place: _____ Date: _____

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 17.00 hours upto the last date of withdrawal i.e. August 31, 2007 (Friday).
2. Shareholders should enclose the following:-
Registered Shareholders should enclose:
 - Duly signed and completed Form of Withdrawal.
 - Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
 - In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip
- The withdrawal of Shares will be available only for the Share certificates that have been received by the Registrar to the Offer/ Manager to the Offer.
- The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
- The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
- In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from SCIL. The facility of partial withdrawal is available only on to Registered shareholders.

-----TEAR HERE-----

S. No. **Purva Share Registry India Private Limited** **(Acknowledgement Slip)**
33, Printing House, 28-D, Police Court Lane, Behind Old Handloom House, Fort, Mumbai-400 001
Tel: 022-56348073, Fax: 022-22626407

Received Form of Withdrawal from Mr./ Ms/ Mrs...: _____

Address: _____

Signature of the Official Date of receipt	Stamp of Registrar to the Offer

Folio Number _____

Number of Shares tendered _____

Number of Shares withdrawn _____

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PRINTED MATTER

BOOK POST

To

If undelivered, please return to:
PURVA SHAREGISTRY INDIA PRIVATE LIMITED
33, Printing House, 28-D, Police Court Lane,
Behind Old Handloom House,
Fort, Mumbai-400001; Tel: 022-23016761;
E-mail: busicomp@vsnl.com