

## 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 Jaisal Securities 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 Members of Stock Exchange through whom the said sale was effected.

#### OPEN OFFER

By

**Mr. Srikanth Ramanathan ('Acquirer')**

3211 Keller Lane, Naperville, IL 60565, USA, Tel No.:001-6302406298

and

**Shripathee Investments Private Limited (SPIPL) ('Person Acting in Concert' or 'PAC')**

Regd. Off.: Old No.6 (New No.15), Besant Avenue, Adayar, Chennai-600 020; Telefax No.:044-2451 4300

to acquire 17,36,000 equity shares of Rs. 10/- each representing 20% of fully expanded voting capital (including the allotment of shares under the Preferential Issue) at a price of Rs. 50/- (Rupees Fifty only) per share ('Offer Price'), of

#### **JAISAL SECURITIES LIMITED (JSL)**

Regd. Off.: 28, Barnaby Road, Kilpauk, Chennai-600 010; Tel No.:044-28587105; Fax No.:044-42155285

These shares will be acquired in cash, in accordance with regulation 20 (2) (a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as 'Regulations') from the existing shareholders of JSL.

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

The Offer is subject to receiving the necessary approval(s), if any, from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders. In case of acceptances from Non-Resident shareholders, the Acquirer & PAC would after the closure of the Offer, make requisite applications to RBI to obtain approval for transfer of such shares of JSL to themselves. There are no other statutory approvals required to acquire shares that are tendered pursuant to this Offer.

If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of closure of the Offer i.e. December 24, 2008 (Wednesday) or withdrawal of the Offer in terms of the regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable for all the shares tendered at any time during the Offer & accepted under the 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 December 31, 2008 (Wednesday).

The Offer is not conditional and not subject to any minimum level of acceptance from Shareholders.

There was no competitive Bid

As the Offer Price cannot be revised during 7 working days prior to the Closing date of the Offers, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly.

The Public Announcement, Corrigendum to the 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](http://www.sebi.gov.in)

#### **MANAGER TO THE OFFER**

##### **ASHIKA CAPITAL LIMITED**

1008, 10<sup>th</sup> Floor, Raheja Centre,  
214, Nariman Point, Mumbai-400 021.

Tel: 022-66111700; Fax:022-66111710

E-Mail: [mbd@ashikagroup.com](mailto:mbd@ashikagroup.com)

Contact Person: Mr. Niraj Atul Kothari



#### **REGISTRAR TO THE OFFER**

##### **CAMEO CORPORATE SERVICES LIMITED**

Subramanian Building, # 1,  
Club House Road, Chennai-600 002.

Tel: 044-28460390; Fax No: 044-28460129

E-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

Contact Person: Mr. R. D. Ramasamy



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

<b>Activities</b>	<b>Original Date &amp; Day</b>	<b>Revised Date &amp; Day</b>
Public Announcement	September 8, 2008 (Monday)	September 8, 2008 (Monday)
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	October 3, 2008 (Friday)	October 3, 2008 (Friday)
Last Date for a Competitive Bid, if any	September 29, 2008 (Monday)	September 29, 2008 (Monday)
Corrigendum to the Public Announcement	--	December 6, 2008 (Saturday)
Date by which the Letter of Offer to be Despatched to shareholders	October 16, 2008 (Thursday)	December 11, 2008 (Thursday)
Date of Opening of the Offer	October 27, 2008 (Monday)	December 15, 2008 (Monday)
Last date for revising the Offer Price/ Number of Shares	November 5, 2008 (Wednesday)	December 24, 2008 (Wednesday)
Last date for Withdrawal of Acceptance by Shareholders	November 11, 2008 (Tuesday)	December 31, 2008 (Wednesday)
Date of Closing of the Offer	November 15, 2008 (Saturday)	January 3, 2009 (Saturday)
Date by which communicating rejection/acceptance and despatch of Cheques/Demand Drafts towards payment of consideration to be completed	November 29, 2008 (Saturday)	January 17, 2009 (Saturday)

**RISK FACTORS:**

**Relating to the Offer:**

1. The Offer involves an offer to acquire 17,36,000 equity shares of Rs. 10/- each representing 20% of the expanded voting capital of the Target Company (including the allotment of shares under the Preferential Issue) from its shareholders ('except the Acquirer & PAC and Promoter Group '). In case of over-subscription, 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.
2. The shares tendered in the Offer will lie with the Registrar to the Offer, till the completion of the Offer formalities. The Acquirer & PAC makes no assurance with respect to the market price of the shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.

**Relating to the Acquirer & PAC:**

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

## TABLE OF CONTENTS

S. No	Subject	Page No.
1.	Abbreviations / Definitions	3
2.	Disclaimer Clause	4
3.	Details of the Offer	4-6
4.	Background of the Acquirer & PAC	7-10
5.	Option in Terms of regulation 21(2)	10
6.	Background of the Target Company-JSL	10-15
7.	Offer Price and Financial Arrangements	16-19
8.	Terms and Conditions of the Offer	19-20
9.	Procedure for Acceptance and Settlement of the Offer	20-24
10.	Documents for Inspection	24
11.	Declaration by the Acquirer & PAC	24

### 1. ABBREVIATIONS / DEFINITIONS

Acquirer	Mr. Srikanth Ramanathan
AGM	Annual General Meeting
BSE	Bombay Stock Exchange Limited, Mumbai
Eligible Persons for the Offer	All owners of equity shares registered or unregistered of JSL, who own equity shares at any time prior to the closure of the Offer (except the Acquirer & PAC and Promoter Group)
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
MSE	Madras Stock Exchange Limited, Chennai
Manager to the Offer	Ashika Capital Limited
Offer	Cash Offer being made by the Acquirer & PAC to acquire 17,36,000 equity shares of Rs. 10/- each representing 20% of the expanded voting capital of the Target Company (including the allotment of Shares under the Preferential Issue)
Offer Price	Rs. 50/- (Rupees Fifty only) per equity share
PA / Public Announcement	Announcement of the Offer made by Acquirer & PAC on September 8, 2008 and December 6, 2008
PAC/ Person Acting in Concert	Shripathee Investments Private Limited
RBI	Reserve Bank of India
Registrar to the Offer / Registrar	Cameo Corporate Services Limited
JSL/ Target Company	Jaisal Securities Limited
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations or 'Regulations'	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent amendments thereof
Specified Date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of JSL, to whom the Letter of Offer should be sent, i.e. October 3, 2008(Friday)

## 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 SHAREHOLDERS OF JAISAL SECURITIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER AND PAC 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 AND PAC 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 AND PAC 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 SEPTEMBER 17, 2008 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 AND PAC 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 Open Offer ('Offer') is being made by Mr. Srikanth Ramanathan (hereinafter referred to as 'Acquirer') and Shripathee Investments Private Limited (hereinafter referred to as 'Person Acting in Concert' or 'PAC'), pursuant to regulation 10 & 12 and other provisions of Chapter III and in compliance with the Regulations consequent to the Preferential Issue of equity shares to the Acquirer & PAC for substantial acquisition of equity shares.
- (b) The Board of Directors of the Target Company, in its meeting held on September 1, 2008 ('Board Meeting Date'), has agreed and passed a resolution for issue and allotment of 56,80,000 (Fifty Six Lakhs Eighty Thousand only) fully paid up equity shares of Rs. 10/- each per share ('Subscription Shares') for cash at a price of Rs. 50/- per share, including a premium of Rs. 40/- on a preferential basis ('Preferential Issue'), in accordance with Section 81(1A) of the Companies Act, 1956 and the applicable provisions of Guidelines for Preferential Issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto ('Guidelines') and in accordance with the relevant regulatory approvals, as applicable, for the Preferential Issue.
- (c) In the Annual General Meeting ('AGM') held on September 30, 2008, the shareholders of the Target Company have approved the above mentioned Preferential Issue by passing a Special Resolution under Section 81(1A) of the Companies Act, 1956 and other applicable provisions. The shareholders of the Target Company have authorized the Board of Directors of the Target Company to issue and allot the above mentioned Subscription Instruments to the Acquirer & PAC in compliance with the requirements of the Companies Act, 1956 and other applicable provisions of the Guidelines/Regulations.
- (d) The Target Company has received in-principle approval for allotment / issuance of Subscription shares from Bombay Stock Exchange Limited, Mumbai ('BSE') vide its letter no. DCS/PREF/SR/PRE/1584/08-09 dated November 20, 2008. Accordingly, the Board of Directors of the Target Company in its meeting held on December 5, 2008 has allotted 56,80,000 Subscription Shares to Acquirer & PAC and Others. The said Subscription Shares will be subject to 'lock-in' as per the Guidelines. The Target Company is in the process of making listing application for listing of the Subscription Shares.

- (e) The Issued & Subscribed Share Capital of the Target Company prior to the Preferential Issue is Rs. 300.00 Lakhs consisting of 30,00,000 fully paid-up equity shares of Rs. 10/- each. Post Preferential Issue, the Issued & Subscribed Share Capital of the Target Company is Rs. 868.00 Lakhs consisting of 86,80,000 fully paid-up equity shares of Rs. 10/- each.
- (f) Simultaneously the Acquirer has also entered into Share Purchase Agreement ('Agreement') on September 1, 2008 with the Promoter Group of the Target Company [Mr. Mahesh Chandak-1,800 shares (0.06%), Mr. Dwaraka Das Chandak-61,000 shares (2.03%), Mrs Savita Chandak-1,46,000 shares (4.87%), Ms. Meena Kumari-20,300 shares (0.68%), Prithvi Finsec Limited-16,700 shares (0.56%) (hereinafter referred to as 'Sellers') to acquire in aggregate 2,45,800 fully paid-up equity shares of Rs. 10/- each, representing 8.19% of the present voting capital and 2.83% of the expanded capital of the Target Company, at a price of Rs. 50/- per share ('Negotiated Price'), payable in cash.
- (g) As on date, Shripathee Investments Private Limited holds 2,80,000 (9.33%) Equity Shares in the Target Company. The Acquirer and PAC holds 25,55,800 equity shares after the above Preferential Allotment and Share Purchase Agreement constituting 29.45% of the expanded voting capital (including the shares under the Preferential Issue) of the Target Company. The voting rights before and after Preferential Issue (on a expanded voting capital) is given below:

Particulars	No. of Shares & Voting Capital (%) before SPA & Preferential Issue		No. of Shares & Voting Capital (%) after SPA & Preferential issue	
	No. of Shares	Voting Capital (%)	No. of Shares	Voting Capital (%)
Promoter Group	2,46,800	8.23	1,000	0.01
Non-Promoters/ Others	24,73,200	82.44	61,23,200	70.54
Acquirer & PAC	2,80,000	9.33	25,55,800	29.45
<b>TOTAL</b>	<b>30,00,000</b>	<b>100.00</b>	<b>86,80,000</b>	<b>100.00</b>

- (h) As a result of the allotment under Preferential Issue and acquisition through SPA, the Acquirer & PAC's shareholding in the Target Company has exceeded 15% of the voting capital of the Target Company and hence this offer is being made pursuant to and in terms of the Regulations.
- (i) The Acquirer, Target Company and its Promoters / Directors have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act or under any of the Regulations made under the SEBI Act. However, Mr. M. V. S. Ananthkrishnan one of the Promoter/Director of SPIPL has been issued show cause notice by SEBI vide their letter no. IVD/ID3/PKB/AA/WIL/134677/2008 dated August 11, 2008 restraining him from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, read with regulation 11 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) and subsequent amendments thereto or any other Regulations made under the SEBI Act. Mr. M. V. S. Ananthkrishnan has filed application with SEBI on September 16, 2008 for the consent schemes made available vide SEBI circular no. EFD/ED/Cir-1/2007 dated April 20, 2007.
- (j) After completion of all formalities relating to acquisition and after complying with formalities required by the Regulations, the Board of Directors might be reconstituted to include nominee(s) of Acquirer & PAC who is/are yet to be identified.
- (k) The shares acquired under the offer shall be free from lien, charges and encumbrances of any kind whatsoever.
- (l) The offer is unconditional and not subject to any minimum level of acceptance.
- (m) This is not a competitive bid.

- (n) The names of the allottees along with number of shares allotted in the Preferential Issue are mentioned in the table given below:

Sl.No	Name of the Allottees	No. of Shares
01	Mr. Srikanth Ramanathan	30,000
02	M/s Shripathee Investments Private Ltd	20,00,000
03	Mr. G. Mohan Sundar	1,00,000
04	Lotus Global Investments Ltd	7,83,333
05	Mavi InvestmentsFund Ltd	7,83,333
06	Cresta Fund Ltd	7,83,334
07	Rollmar Ltd	3,00,000
08	BMFI Ltd	3,00,000
09	Zenotech Pte Ltd	2,00,000
10	India Max Investments Fund Ltd	4,00,000
	<b>TOTAL</b>	<b>56,80,000</b>

### 3.2. DETAILS OF THE PROPOSED OFFER

- (a) The Acquirer & PAC made a Public Announcement of the Offer, which was published in all editions of **Financial Express** (English), **Janasatta** (Hindi), **Navshakthi** (Marathi) and **Thina Murasu** (Tamil) on September 8, 2008. A Corrigendum to PA was also published in the same Newspapers on December 6, 2008. The Public Announcement as well as Corrigendum to PA is also available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).
- (b) The Acquirer & PAC proposes to acquire 17,36,000 equity shares of Rs.10/- each from the existing shareholders of JSL at a price of Rs. 50/- (Rupees Fifty only) per share representing 20% of the expanded voting capital of the Target Company (including the allotment of Shares under the Preferential Issue).
- (c) The Acquirer & PAC will acquire all the shares of JSL that are tendered in terms of this Offer up to a maximum of 17,36,000 equity shares.
- (d) Other than shares issued to the Acquirer & PAC pursuant to the Preferential issue and shares proposed to be acquired pursuant to Share Purchase Agreement, the Acquirer & PAC has not acquired any shares after the date of the Public Announcement and up to the date of the Letter of Offer.

### 3.3. OBJECT OF THE OFFER

- (a) This Open Offer is being made pursuant to regulation 10 &12 and other provisions of Chapter III and in compliance with the Regulations consequent to the Preferential Issue of equity shares to the Acquirer & PAC, acquiring shares through Share Purchase Agreement as explained in point no. 3.1 above and for substantial acquisition of equity shares from others.

- (b) The Acquirer is having experience and expertise in Information Technology & Consulting Services. The Acquirer intends to use his experience and skill in the Software for growth prospects of the Company. The existing Object Clause of Memorandum of Association empower the Target Company to undertake the activities relating to IT Solutions and Consulting. For this, the Acquirer & PAC may acquire companies doing software development. The Acquirer also plans to increase the revenue generation of the Target Company by venturing into the IT Solutions & IT Consulting like logistics, supply chain, product solutions, ERP solutions, etc.
- (c) The funds raised by the Target Company, by way of issue and allotment of Subscription Shares under the Preferential Issue, will be utilised to augment the long term financial applications, corporate actions of the company like Working Capital, capital expenditure and general corporate purposes.
- (d) The Acquirer & PAC does not have any plans to sell, dispose off or otherwise encumber any assets of JSL in the next two years, except in the ordinary course of business. The Acquirer & PAC undertake not to sell, dispose off or otherwise encumber any substantial Assets of JSL 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 & PAC

##### 4.1. Information about Acquirer

- a) Mr. Srikanth Ramanathan, son of Shri Pattabiraman Ramanathan, aged about 38 years, is residing at 3211 Keller Lane, Naperville, IL 60565, USA. He has completed Masters in Business Administration from Annamalai University in the year 1992. He is having around 15 years of diverse experience in the areas of Sales & Marketing, Business Development and Operations, Information & Technology Consulting Services and Administration. The network of Mr. Srikanth Ramanathan as on 31.08.2008, as certified by Shri V. Anantharaman (Membership No. 21700) Proprietor of M/s. V. Anantharaman, Chartered Accountant, having office at Lakshmi Nivas New No. 5, Nachiappan Street, Mahalingapuram, Chennai-600 034; Tel No.: 044-28173142, vide certificate dated 02.09.2008, is Rs. 295.36 Lakhs.

##### 4.2 Information about Person Acting in Concert (PAC)

- a) Shripathee Investments Private Limited (SPIPL), having registered office at Old No.6 (New No.1 5), Besant Avenue, Adayar, Chennai-600 020 was incorporated on 9.06.1995 under the Companies Act, 1956 in the State of Tamil Nadu.
- b) SPIPL was promoted by Mr. M. V. S. Ananthkrishnan and Mrs. V. P. Prabha.
- c) SPIPL is presently engaged in the business of Investment, purchase & sale of shares, stocks, securities, etc. The shares of SPIPL are not listed on any of the Stock Exchange(s).
- d) The Authorized Share Capital is Rs. 10.00 Lakhs comprising 1,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed & Paid up Share Capital is Rs. 10.00 Lakhs comprising of 1,00,000 equity shares of Rs.10/-each. Apart from this, there is a Share Application Money pending allotment of Rs. 171.00 Lakhs.
- e) The shareholding pattern of SPIPL is as under:

Shareholder's Category	No. of Shares	%
Promoters and their associates	1,00,000	100.00
<b>TOTAL</b>	<b>1,00,000</b>	<b>100.00</b>

- f) There was delay of 13 days in compliance with regulation 7(1) by SPIPL to the Target Company and Stock Exchange(s) on exceeding 5% holding limit. The Target Company has complied on 16.07.2008 with regulation 7(3) on receipt of intimation from SPIPL. Suitable action may be initiated by SEBI against SPIPL for the delay in compliance under regulation 7(1) of SEBI (SAST) Regulation 1997. The Acquirer & PAC have complied with regulation 7(1) & 7(2) of SEBI (SAST) Regulation 1997 for the shares acquired through Preferential Issue.

- g) Mr. M. V. S. Ananthkrishnan one of the Promoter/Director of SPIPL has been issued show cause notice by SEBI vide their letter no. IVD/ID3/PKB/AA/WIL/134677/2008 dated August 11, 2008 restraining him from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, read with regulation 11 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) and subsequent amendments thereto or any other Regulations made under the SEBI Act. Mr. M. V. S. Ananthkrishnan has filed necessary application to SEBI on September 16, 2008 under the consent scheme made available vide SEBI circular no. EFD/ED/Cir-1/2007 dated April 20, 2007.
- h) The Networth of the company as on 04.09.2008 is Rs. 1941.00 Lakhs as certified by Mr. Ramesh V. Sharma (Membership No.22791), Partner of M/s.Ramesh and Ramachandran, Chartered Accountants, having Office at 29/3, Viswanathapuram Main Road, Kodambakkam, Chennai-600 024; Tel No.:044-24843668; Fax No.: 044-24843639; E-mail: arrarr@airtelbroadband.in vide their certificate dated 05.09.2008.

i) The Names and Addresses of the Board of Directors of SPIPL as on date of PA are as follows:

S. No.	Name(s)	Residential Address(es)	Qualification	Experience	Date of Appointment
1.	Mr. M. V. S. Ananthkrishnan	Sri Venkata Nivas, 3/429-A, Laxmi Vadana Nagar, kottivakkam, Chennai-600041	B.Sc	More than two decades in the areas of financial services	On Incorporation
2.	Ms. V. P. Prabha	Sri Venkata Nivas, 3/429-A, Laxmi Vadana Nagar, kottivakkam, Chennai-600041.	B.Sc	More than two decades in the areas of financial services	On Incorporation

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

j) Brief audited financials of SPIPL for the last 3 Years are as follows:

#### Profit and Loss Statement

(Rs. in Lakhs)

For the Year ended	31.03.2008	31.03.2007	31.03.2006
<b>Income:</b>			
Direct Income	19.96	10.32	147.08
<b>Total Income</b>	<b>19.96</b>	<b>10.32</b>	<b>147.08</b>
Total Expenditure	2.16	10.26	1.27
Profit before Interest, Depreciation & Tax	17.80	0.06	145.81
Depreciation	5.37	4.76	4.59
Profit Before Tax	12.43	(4.70)	141.22
Provision for Tax	1.28	--	0.25
Provision for Tax Earlier Years	--	75.17	--
Deferred Tax Asset	--	0.51	
Deferred Tax Liability	0.30	--	(0.41)
<b>Profit/(Loss) after Tax</b>	<b>10.85</b>	<b>(80.38)</b>	<b>141.38</b>

#### Balance Sheet Statement

(Rs. in Lakhs)

As at	31.03.2008	31.03.2007	31.03.2006
<b>Sources of funds:</b>			
Paid-up Equity Share Capital	10.00	10.00	10.00
Reserves & Surplus	1,091.09	1,080.24	1,160.62
<b>Networth</b>	<b>1,101.09</b>	<b>1,090.24</b>	<b>1,170.62</b>



Share Application Money*	171.00	171.00	171.00
Unsecured Loan	393.06	170.29	138.07
Deferred Tax Liability	3.42	3.12	2.61
<b>TOTAL</b>	<b>1,668.57</b>	<b>1,434.65</b>	<b>1,482.30</b>
<b>Application of funds:</b>			
Net Fixed Assets	435.00	322.48	26.84
Investments	945.46	688.64	399.14
Net Current Assets	288.11	423.53	1,056.32
<b>TOTAL</b>	<b>1,668.57</b>	<b>1,434.65</b>	<b>1,482.30</b>

#### Other Financial Data

Particulars	31.03.2008	31.03.2007	31.03.2006
Dividend (%)	Nil	Nil	Nil
EPS (Rs.)	10.85	Negative	141.38
Return on Networth (%)	0.98	Negative	12.08
Book Value per Share (Rs.)	1,101.09	1,090.24	1,170.62

#### Notes:

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

Return on Net Worth = Profit after Tax / Net Worth

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

\*Details of Share application money is as follows:

Sr.No.	Name and Address of Applicant(s)	Amount (Rs. in Lakhs)
1.	Mr.M.V.S.Ananthkrishnan "Sri Venkata Nivas", 3/429-A, Lakshmi Vadana Nagar Kottivakkam, Chennai - 600 041.	120.00
2.	Mrs.V.P.Prabha "Sri Venkata Nivas", 3/429-A, Lakshmi Vadana Nagar Kottivakkam, Chennai - 600 041.	51.00
	<b>TOTAL</b>	<b>171.00</b>

Shares are yet to be allotted against this application money.

#### k) Significant Accounting Policies:

##### (i) Convention:

The financial statements have been prepared on the historical cost convention and applicable mandatory accounting standards.

##### (ii) Fixed Assets:

Fixed Assets are stated at cost of acquisition. All cost relating to acquisition and installation are capitalized. In respect of assets acquired under Hire purchase, finance charges payable is deferred to the period of hire.

##### (iii) Depreciation:

Depreciation on fixed assets has been provided on written down value method at the rates specified in Schedule XIV of the Companies Act, 1956.

##### (iv) Investments:

Investments are long term in nature. No provision has been made in books for temporary diminution in the value.

##### (v) Revenue Recognition:

All Income and Expenditure are accounted on accrual basis except brokerage income, which is accounted on delivery basis. Dividend income is accounted in the year in which right to receive is established.

##### (vi) Retirement Benefits:

There is no scheme for retirement benefits like gratuity, pension and leave salary encashment.

##### (vii) Taxes on Income:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence, on timing difference, being difference between the taxable income and accounting income.

#### **Reasons for fall / rise in Total Income and PAT:**

- i) During FY ended 31.03.2006 Total Income consisted mainly of Long Term Capital Gains & Short Term Capital Gains and during FY ended 31.03.2007 Total Income consisted mainly of Interest Income. This has led to fall in Total Income. The fall in PAT was due to fall in Total Income and provisioning for earlier year tax.
- ii) During FY ended 31.03.2008 there was increase in Total Income which led to increase in PAT.

4.3 The Acquirer and PAC have not entered into any formal agreement with respect to the acquisition of shares through this Offer and acting together under an informal understanding.

4.4 Mr. Srikanth Ramanathan is neither on the Board of any listed company nor full time director in any company.

4.5 The Acquirer & PAC has not promoted any company. Also the Acquirer & PAC are not registered with SEBI as Stock Broker.

#### **4.6 Disclosures in terms of regulations 16(ix) of the Regulations:**

- (a) As stated in para 'Background to the Offer' above, pursuant to the Preferential Allotment and Share Purchase Agreement, the Acquirer & PAC is acquiring upto a maximum of 25,55,800 (Twenty Five Lakhs Fifty Five Thousand Eight Hundred only) fully paid up equity shares of Rs. 10/- each of the Target Company. As a result, the Acquirer & PAC will be entitled for 29.45% of the fully expanded voting capital and there will be a change in the control of the Company. Hence, this Offer is pursuant to Regulation 10 & 12 and other applicable provisions of the Regulations involving substantial acquisition of shares or voting rights with a change in control or management of the Target Company.
- (b) The Acquirer is having experience and expertise in Information Technology & Consulting Services. The Acquirer intends to use his experience and skill in the Software for growth prospects of the Company. The existing Object Clause of Memorandum of Association empower the Target Company to undertake the activities relating to IT Solutions and Consulting. For this, the Acquirer & PAC may acquire companies doing software development. The Acquirer also plans to increase the revenue generation of the Target Company by venturing into the IT Solutions & IT Consulting like logistics, supply chain, product solutions, ERP solutions, etc.
- (c) The funds raised by the Target Company, by way of issue and allotment of Subscription Shares under the Preferential Issue, will be utilised to augment the long term financial applications, corporate actions of the company like Working Capital, capital expenditure and general corporate purposes.
- (d) The Acquirer & PAC does not have any plans to sell, dispose off or otherwise encumber any assets of JSL in the next two years, except in the ordinary course of business. The Acquirer & PAC undertake not to sell, dispose off or otherwise encumber any substantial Assets of JSL 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(2)**

Pursuant to the Open Offer (assuming full acceptance), the public shareholding in Target Company would not result in public shareholding falling below the limit specified in the listing agreement for the purpose of listing on a continuous basis. As per the listing agreement, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

#### **6. BACKGROUND OF THE TARGET COMPANY-JSL**

##### **6.1. Brief History and Main Areas of Operations:**

- (a) JSL was originally incorporated on 04.03.1994 in the name & style of 'Jaisal Securities Private Limited' and its name was changed to 'Jaisal Securities Limited' and received the Fresh Certificate of Incorporation consequent to change of name from Registrar of Companies, Tamil Nadu on 29.12.1994. The Registered Office of the company is situated at 28, Barnaby Road, Kilpauk, Chennai-600 010; Tel No.: 044-28587105; Fax No.: 044-42155285.

- (b) The Target Company is carrying on business of Investments & Financial Services. JSL is also registered with the Reserve Bank of India as Non-Deposit Accepting-Non-Banking Financial Company (NBFC) vide the RBI Certificate of registration bearing No 07.00095 dated March 6, 1998. The Target Company is not registered with SEBI as Stock Broker.
- (c) The equity shares of JSL are listed on Bombay Stock Exchange Limited, Mumbai (BSE) and The Madras Stock Exchange Limited, Chennai (MSE).
- (d) As on date of PA, the Authorised Share Capital of the company is Rs. 400.00 Lakhs comprising of 40,00,000 equity shares of Rs. 10/- each and the Issued, Subscribed & Paid up Share Capital is Rs. 300.00 Lakhs comprising of 30,00,000 fully paid up equity shares of Rs. 10/- each.
- (e) There are no outstanding instruments in the nature of warrants/fully convertible debentures /partly convertible debentures etc. which are convertible into shares at any later date. There are no shares under lock-in period.
- (f) The Company came out with its maiden Public Issue during the year 1995 through prospectus, for expanding the operations of the company and to meet working capital requirement.
- (g) The Board of Directors of JSL in its meeting held on September 1, 2008 ('Board Meeting Date'), has considered and passed a resolution for increase in Authorised Share Capital from Rs. 400.00 Lakhs comprising of 40,00,000 equity shares of Rs. 10/- each to Rs. 1000.00 Lakhs comprising of 1,00,00,000 equity shares of Rs. 10/- each and issue of Shares on Preferential basis, subject to approval of the shareholders of the company in the general meeting to be held on September 30, 2008. Accordingly, the Shareholders in their meeting held on September 30, 2008 had approved the increase in Authorised Share Capital and issue of Shares on Preferential basis.

#### 6.2. Share Capital Structure of JSL:

Paid-up Shares	No. of Shares/Voting Rights	% Shares/Voting Rights
Fully Paid-up Equity Share	86,80,000/86,800,000	100%/100%
Partly Paid-up Equity Share	Nil/Nil	Nil/Nil
Total Paid-up Equity Share	86,80,000/86,80,000	100%/100%

#### 6.3. Current Capital Structure of the Target Company / JSL:

Date of Allotment	No & % of Shares issued		Cumulative paid up Capital (Rs)	Mode of Allotment	Identification of the allottees	Status of Compliance
	No	%				
23.09.1994	16,000	0.18	1,60,000	Cash	Subscribers to Memorandum	Complied
25.11.1994	25,200	0.29	4,12,000	Cash	Promoters	Complied
31.12.1994	2,08,800	2.41	25,00,000	Cash	Promoters	Complied
10.02.1995	4,45,000	5.13	69,50,000	Cash	Promoters	Complied
06.07.1995	23,05,000	26.56	3,00,00,000	Cash	Promoters / Public	Complied
05.12.2008	56,80,000	65.43	8,68,00,000	Cash	Acquirer, PAC & Others	Complied
<b>TOTAL</b>	<b>86,80,000</b>	<b>100.00</b>				

- 6.4. The Company has been complying with the provisions of the listing agreement entered into with Stock exchange(s). No punitive action has been taken against the company by Stock Exchange(s). The company has paid upto date Listing Fees to Stock Exchange(s) and the Company has addressed all investor's complaints as and when received and there is no pending complaint as on date.

**6.5. Present Composition of the Board of Directors of JSL:**

As on the date of Public Announcement i.e. September 8, 2008, the Directors representing the Board of JSL were:

S. No.	Name	Address	Qualification	Experience	Date of Appointment
1.	Mahesh Chandak	Radhakunj , G-10-A, Shamathi St, Brindavan Nagar, Koyambedu, Chennai-600092	B.Com, FCA	15 years of Experience in Stock Broking	04.03.1994
2.	Dwarkadas Chandak	No.28,Bombay Road, Kilpauk,Chennai-600011	ACA	17 years of Experience in Share Broking	04.03.1994
3.	Deepak Bhattad	AA 70,2 <sup>nd</sup> Street,3 <sup>rd</sup> Main Road, Anna Nagar, Chennai-600040	B.Com, ACA	More than 5 years of Experience in Finance and Accounts	30.09.2006
4.	V.M. Veeraraghavan	G-C-6 <sup>th</sup> Block, Shanthy Towers, 88, Arcot Road, Vadapalani, Chennai-600026	MA(Econ), CAIIB	10 years of Experience in Forex Management and Human Resource	30.09.2006
5.	N.C. Rangarajan	Flat No.3, 3 <sup>rd</sup> Floor, Tulasi Apartments,64 IV Trust Cross Road, Mandaveli, Chennai- 28	B.Com, CAIIB	9 years Experience in Banking Industry and Administration	30.09.2006
6.	A.Balasubramanian	N.No-31,Old No:13, Muzaffar Jung Bahadur Street, Triplicane,Chennai-600005	BA(Corp.Sec.), MBA(Finance)	Around 8 years Experience in Finance, Secretarial Aspects and Administration	01.09.2008

None of the above directors are representing the Acquirer & PAC

6.6. The equity shares of JSL were traded on BSE on September 8, 2008 i.e. the date of PA.

6.7. There has been no merger / de-merger or spin off involving JSL during the past three years.

6.8. The Promoters / sellers have not complied with regulations 6(1), 6(3) for the year 1997, 8(1) & 8(2) for the year 1998 to 2003 & 2005. There was delay of 1582 days for year 2004, 852 days for the year 2006 and 487 days for the year 2007 & 122 days for the year 2008 in compliance with regulation 8(1) & 8(2) by the Promoters. The Target Company has not complied with regulation 6(2) & 6(4) for the year 1997 and regulation 8(3) for the year 1998 to 2003 & 2005 due to non-receipt of information from the Promoters of the Company. There was delay of 1573 days for the year 2004, 843 days for the year 2006, 478 days for the year 2007 and 113 days for the year 2008 in compliance with regulation 8(3). There were delays in compliance with regulation 7(1A) by the Promoters for the sales effected by them. There were delays of 11 days & 6 days in filing u/r 7(3) of the Regulations by the Target Company. Suitable action may be initiated by SEBI against the Target Company / Promoters for the delay in complying with Chapter II of the Regulations. The Target Company has complied with regulation 7(3) of SEBI (SAST) Regulations, 1997 on allotment of shares under present Preferential Issue.

## 6.9. Financial Information:

Brief audited financials of the Target Company for the last 3 Years are as follows:

### Profit & Loss Statements

(Rs. in Lakhs)

For the period/year ended	31.03.2008	31.03.2007	31.03.2006
<b>Income:</b>			
Income from Operations	110.22	105.79	29.58
<b>Total Income</b>	<b>110.22</b>	<b>105.79</b>	<b>29.58</b>
Total Expenditure	5.94	12.70	16.54
Profit/(Loss) Before Depreciation, Interest and Tax	104.27	93.08	13.04
Depreciation	.01	0.10	0.28
Profit/ (Loss) Before Tax	104.13	92.98	12.76
Current Tax	11.77	10.45	3.45
Previous Year Tax	0.43	0.13	--
Fringe Benefit Tax	0.03	0.08	0.10
Deferred Tax Asset	0.01	(0.10)	(0.06)
MAT Credit Entitlement	(0.48)	(5.70)	
<b>Profit/ (Loss) After Tax</b>	<b>92.35</b>	<b>88.12</b>	<b>9.27</b>
Less: Transfer to Statutory reserve	18.47	17.62	1.85
<b>Balance Carried Forward</b>	<b>73.88</b>	<b>70.50</b>	<b>7.42</b>

### Balance Sheet Statement

(Rs. in Lakhs)

As on	31.03.2008	31.03.2007	31.03.2006
<b>Sources of Funds:</b>			
Paid up Share Capital	300.00	300.00	300.00
Reserves & Surplus	189.44	97.08	8.97
<b>NETWORTH</b>	<b>489.44</b>	<b>397.08</b>	<b>308.97</b>
Secured Loan	Nil	Nil	Nil
Unsecured Loans	Nil	Nil	Nil
Deferred Tax Liability(Net)			0.01
<b>TOTAL</b>	<b>489.44</b>	<b>397.08</b>	<b>308.98</b>
<b>Application of funds:</b>			
Net Fixed Assets	0.62	0.49	0.72
Investments	122.29	69.14	75.68
Deferred Tax Asset	0.07	0.09	Nil
Net Current Assets	366.46	327.36	232.58
<b>TOTAL</b>	<b>489.37</b>	<b>397.08</b>	<b>308.98</b>

### Other Financial Data

For year ended	31.03.2008	31.03.2007	31.03.2006
Dividend (%)	Nil	Nil	Nil
EPS (Rs.)	3.08	2.94	0.31
Return on Networth (%)	18.87	22.20	3.0
Book Value per share (Rs.)	16.31	13.24	10.30

(Source: Annual report)

#### 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

#### Reasons for rise/fall in Total Income & PAT

- The increase in Total Income for FY ended 31.03.2007 over 31.03.2006 was due to increase in business operations and activities of the company and this has led to increase in PAT
- There was marginal increase in Total Income and rise in PAT for FY ended 31.03.2008.

6.10. Pre and Post-Offer Shareholding Pattern of JSL (based on Expanded Voting Capital)

Shareholders' Category	Shareholding prior to the SPA, Preferential Issue and Offer		Shares Acquired through SPA & Preferential Issue#		Shareholding after the SPA, Preferential Issue and prior to Offer		Shares to be Acquired in Open Offer (Assuming full acceptances)		Shareholding after the SPA, Preferential Issue and Offer	
	(A)		(B)		(C) = (A+B)		(D)		(E) = (C+D)	
	No.	%	No.	%	No.	%	No.	%	No.	%
<b>1. Promoter Group:</b>										
a) Parties to Agreement, if any	2,45,800	8.19	(2,45,800)	(8.19)	-	-	-	-	-	-
b) Promoters other than (a) above	1,000	0.04	-	-	1,000	0.01	Nil	Nil	1,000	0.01
<b>Total (a+b)</b>	<b>2,46,800</b>	<b>8.23</b>	<b>(2,45,800)</b>	<b>(8.19)</b>	<b>1,000</b>	<b>0.01</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil*</b>	<b>Nil*</b>
<b>2. Acquirer &amp; PAC:</b>										
Srikanth Ramanathan	-	-	2,75,800	8.72	2,75,800	3.18	} 17,36,000	} 20.00	} 42,91,800	} 49.45
Shripathee Investments Private Limited (PAC)	2,80,000	9.33	20,00,000	35.21	22,80,000	26.27				
<b>Total (1+2)</b>	<b>5,26,800</b>	<b>17.56</b>	<b>20,30,000</b>	<b>35.74</b>	<b>25,55,800</b>	<b>29.45</b>	<b>17,36,000</b>	<b>20.00</b>	<b>42,91,800</b>	<b>49.45</b>
<b>3. Parties to Agreement other than (1) (a) &amp; 2 above</b>	-	-	-	-	-	-	-	-	-	-
<b>4. Public:</b> (Other than Promoters & Acquirer & PAC)										
a) Fls/MFs/FIIs/Banks, SFIs	-	-	-	-	-	-	} (17,36,000)	} (20.00)	} 43,88,200	} 50.54
b) Others	24,73,200	82.44	36,50,000	64.26	61,23,200	70.54				
<b>Total (a+b)</b>	<b>24,73,200</b>	<b>82.44</b>	<b>36,50,000</b>	<b>64.26</b>	<b>61,23,200</b>	<b>70.54</b>	<b>(17,36,000)</b>	<b>(20.00)</b>	<b>43,88,200</b>	<b>50.54</b>
<b>GRAND TOTAL (1+2+3+4)</b>	<b>30,00,000</b>	<b>100.00</b>	<b>56,80,000</b>	<b>100.00</b>	<b>86,80,000</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>	<b>86,80,000</b>	<b>100.00</b>

\*The holding of the erstwhile Promoter Group has been included in Public after completion of Offer formalities

# The Board of Directors of the Target Company in its meeting held on December 5, 2008 has allotted 56,80,000 Subscription Shares to the Acquirer & PAC and Others.

6.11. There are 464 equity shareholders under Public category as on 30.06.2008.

6.12. The Company is complying with Clause 49 of the Listing Agreement on Corporate Governance.

6.13. Name and Contact details of the Compliance Officer:

**Mr.K.Dhanapal,**  
28 Barnaby Road, Kilpauk, Chennai 600 010  
Telephone: 044-2626 5703

6.14 The changes in the holdings of the Promoters Group is as under:

Date	Opening Balance - Promoter Group	Opening Capital	Opening % holding - Promoter Group	Name of the Promoter	No of shares acquired	No of shares sold	Mode of Purchase/Sale (Memorandum/IPO/FPO/Market Purchases/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Capital	Closing holding - Promoter Group	Closing % holding - Promoter Group	Increase / Decrease in percentage holding - promoter group	Compliance Status
Opening Balance as on 1997	970000	3000000	32.33%				Opening Balance	3000000	970000	32.33%	0.00%	Not Required
23/04/1998	970000	3000000	32.33%	Mahesh Chandak		41900	Market Sale	3000000	928100	30.94%	-1.40%	Not Required
02/01/2004	928100	3000000	30.94%	Prithivi Financ. Sec. Ltd	16700		Market Purchase	3000000	944800	31.49%	0.56%	Not Required
12/1/2006	944800	3000000	31.49%	Mahesh Chandak		50000	Market Sale	3000000	894800	29.83%	-1.67%	Not Required
24/01/2007	894800	3000000	29.83%	Savita Chandak		45000	Market Sale	3000000	849800	28.33%	-1.50%	Not Required
11/01/2007	849800	3000000	28.33%	Mahesh Chandak		45000	Market Sale	3000000	804800	26.83%	-1.50%	Complied u/r 7(1A)
02/02/2007	804800	3000000	26.83%	Mahesh Chandak		50000	Market Sale	3000000	754800	25.16%	-1.67%	Not Required
07/02/2007	754800	3000000	25.16%	Mahesh Chandak		40000	Market Sale	3000000	714800	23.83%	-1.33%	Complied u/r 7(1A)
19/04/2007	714800	3000000	23.83%	Bhagwandas Chandak		41000	Market Sale	3000000	673800	22.46%	-1.37%	Not Required
25/04/2007	673800	3000000	22.46%	Bhagwandas Chandak		55000	Market Sale	3000000	618800	20.63%	-1.83%	Complied u/r 7(1A)
23/05/2007	618800	3000000	20.63%	Bhagwandas Chandak		50000	Market Sale	3000000	568800	18.96%	-1.67%	Not Required
24/05/2007	568800	3000000	18.96%	Bhagwandas Chandak		50000	Market Sale	3000000	518800	17.29%	-1.67%	Complied u/r 7(1A)
25/05/2007	518800	3000000	17.29%	Mahesh Chandak		75000	Market Sale	3000000	443800	14.79%	-2.50%	Complied u/r 7(1A)
25/05/2007	443800	3000000	14.79%	Meenakumari Chandak		125000	Market Sale	3000000	318800	10.63%	-4.17%	Complied u/r 7(1A)
29/05/2007	318800	3000000	10.63%	Bhagwandas Chandak		45000	Market Sale	3000000	273800	9.13%	-1.50%	Not Required
29/05/2007	273800	3000000	9.13%	Mahesh Chandak		7000	Market Sale	3000000	266800	8.89%	-0.23%	Not Required
12/06/2007	266800	3000000	8.89%	Meenakumari Chandak		20000	Market Sale	3000000	246800	8.23%	-0.67%	Not Required
25/06/2007	246800	3000000	8.23%	Hawadevi Chandak		135000	Transfer by Transmission	3000000	111800	3.73%	-4.50%	--
25/06/2007	111800	3000000	3.73%	Savita Chandak	135000		Transfer by Transmission	3000000	246800	8.23%	4.50%	Complied u/r 7(1A)

## 7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 7.1. Justification of Offer Price:

- The shares of JSL are presently listed on Bombay Stock Exchange Limited, Mumbai (BSE) and The Madras Stock Exchange Limited, Chennai (MSE). The shares of the company are not traded on any other Stock Exchanges under Permitted Category.
- The annualized trading turnover during the preceding 6 calendar months prior to the month in which Board Meeting was held i.e. March 2008 to August 2008 (both Inclusive) at the Stock Exchange(s) is as under: -

Name of Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month in which Board Meeting was held	Total No. of Listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
BSE	7,37,363	30,00,000	49.16
MSE	Nil	30,00,000	Nil

- Based on the above, the Shares of the Target Company, within the meaning of explanation (i) to Regulation 20(5) of the Regulations, are frequently traded on BSE and infrequently traded on MSE. Hence, the Offer Price has been determined taking into account the following parameters:

a)	Negotiated Price under the Agreement	Rs.50/- per share
b)	Highest Price paid by the Acquirer & PAC for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA	Rs. 50/- per share
c)	The average of the weekly high and low of closing prices of the shares during 26 weeks period preceding the date of PA (September 8, 2008)	Rs. 43.63
d)	The average of the daily high and low of the prices of the shares during two weeks period preceding the date of PA (September 8, 2008)	Rs. 43.54
e)	The average of the weekly high and low of closing prices of the shares during 26 weeks period preceding the Board Meeting Date (September 1, 2008)	Rs. 43.31
f)	The average of the daily high and low of the prices of the shares during two weeks period preceding the Board Meeting Date (September 1, 2008)	Rs. 42.93
g)	<b>Other Parameters</b>	<b>Based on the audited accounts for the year ended 31.03.2008</b>
	Earnings Per Equity Share (Rs.)	3.08
	Book Value per Equity Share (Rs.)	16.31
	Return on Net worth (%)	18.87
	Price Earning Multiple (with reference to the Offer price of Rs. 50/- per share)	16.23
	The average industry P/E in which JSL operates (Source: Capital Market Journal, edition August 25, 2008 to September 7, 2008; Industry-Finance & Investments)	20.30

Further Mr. M.B. Srinivasan, (Membership No. 27630), Partner of M/s Sri & Co., Chartered Accountants, Phone No.044-2814 1131 and having Office at 27 Ramakrishnan Street, T.Nagar, Chennai-600 017 have vide their report dated 01.09.2008 have stated that based on the decision of Hon'ble Supreme Court of India in the case of Hindustan Lever Employee Union vs. HLL, 1995 (83 Com Cases, 30), the fair value per share works out to Rs. 17.70.



Calculation of Average of the weekly high and low of the closing prices of the shares of JSL during the 26 weeks period preceding the date of PA:

Week No.	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Shares)
1	March 14, 2008	56.50	55.40	55.95	2000
2	March 28, 2008	54.30	53.25	53.78	15000
3	April 11, 2008	52.20	51.20	51.70	5100
4	May 2, 2008	50.20	50.20	50.20	1000
5	May 16, 2008	51.20	51.20	51.20	100
6	May 23, 2008	50.20	50.20	50.20	10
7	May 30, 2008	49.20	45.50	47.35	10671
8	June 6 2008	44.60	42.90	43.75	40
9	June 13, 2008	42.05	40.45	41.25	45
10	June 20, 2008	39.65	37.45	38.55	700
11	June 27, 2008	37.50	37.00	37.25	71731
12	July 4, 2008	37.25	35.70	36.48	143568
13	July 11, 2008	36.70	36.00	36.35	90635
14	July 18, 2008	36.50	35.00	35.75	70300
15	July 25, 2008	36.75	36.00	36.38	70950
16	August 1, 2008	37.50	36.25	36.88	119050
17	August 8, 2008	38.60	36.50	37.55	108160
18	August 14, 2008	41.70	39.35	40.53	21600
19	August 22, 2008	44.00	42.30	43.15	3453
20	August 29, 2008	42.30	41.50	41.90	3250
21	September 5, 2008	45.65	43.10	44.38	703
<b>26 Weeks Average</b>				<b>43.36</b>	

Calculation of Average of the daily high and low of the equity shares of JSL during the 2 weeks preceding the date of PA:

Week No.	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Shares)
1	August 25, 2008	43.10	42.30	42.70	1400
2	August 28, 2008	43.10	41.50	42.30	1350
3	August 29, 2008	42.30	42.30	42.30	500
4	September 1, 2008	43.10	43.10	43.10	300
5	September 2, 2008	43.95	43.95	43.95	200
6	September 4, 2008	44.80	44.80	44.80	2
7	September 5, 2008	45.65	45.65	45.65	201
<b>2 Weeks Average</b>				<b>43.54</b>	

Calculation of Average of the weekly high and low of the closing prices of the shares of JSL during the 26 weeks period preceding the Board Meeting date i.e. September 1, 2008:

Week No.	Week ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Shares)
1	March 14, 2008	56.50	55.40	55.95	2000
2	March 28, 2008	54.30	53.25	53.78	15000
3	April 11, 2008	52.20	51.20	51.70	5100
4	May 2, 2008	50.20	50.20	50.20	1000
5	May 16, 2008	51.20	51.20	51.20	100
6	May 23, 2008	50.20	50.20	50.20	10
7	May 30, 2008	49.20	45.50	47.35	10671

8	June 6 2008	44.60	42.90	43.75	40
9	June 13, 2008	42.05	40.45	41.25	45
10	June 20, 2008	39.65	37.45	38.55	700
11	June 27, 2008	37.50	37.00	37.25	71731
12	July 4, 2008	37.25	35.70	36.48	143568
13	July 11, 2008	36.70	36.00	36.35	90635
14	July 18, 2008	36.50	35.00	35.75	70300
15	July 25, 2008	36.75	36.00	36.38	70950
16	August 1, 2008	37.50	36.25	36.88	119050
17	August 8, 2008	38.60	36.50	37.55	108160
18	August 14, 2008	41.70	39.35	40.53	21600
19	August 22, 2008	44.00	42.30	43.15	3453
20	August 29, 2008	42.30	41.50	41.90	3250
26 Weeks Average				43.31	

Calculation of Average of the daily high and low of the equity shares of JSL during the 2 weeks preceding the Board Meeting date i.e. September 1, 2008:

Day No.	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Shares)
1	August 18, 2008	42.50	42.50	42.50	300
2	August 19, 2008	43.35	43.35	43.35	1450
3	August 20, 2008	44.10	42.50	43.30	900
4	August 21, 2008	44.85	43.15	44.00	704
5	August 22, 2008	43.75	42.30	43.02	99
6	August 25, 2008	43.10	42.30	42.7	1400
7	August 28, 2008	43.10	41.50	42.30	1350
8	August 29, 2008	42.30	42.30	42.30	500
2 Weeks Average				42.93	

(Source: [www.bseindia.com](http://www.bseindia.com))

4. In view of the above, the Offer Price of Rs. 50/- (Rupees Fifty only) per share is justified in terms of regulation 20 of the Regulations.
5. If the Acquirer & PAC 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 Regulations. Any revision in the Offer Price shall be notified by advertisement in the same newspapers in which the Public Announcement dated September 8, 2008 (Monday) appeared.
6. There is no non-compete agreement between the Acquirer & PAC and the Target Company or any other entity as envisaged under regulation 20(8) of the Regulations. No additional payment is being made by the Acquirer & PAC as non-compete fee.

#### 7.2. Details of Firm Financial arrangements:

1. The maximum fund requirement for the Offer assuming full acceptance of the Offer would be Rs. 8,68,00,000/- (Rupees Eight Crores Sixty Eight Lakhs only) (i.e. 17,36,000 fully paid-up equity shares of Rs. 10/- each at a price of Rs. 50/- per share).
2. In accordance with the provisions of regulation 28 of the Regulations, the Acquirer & PAC have created an escrow in the form of cash deposit of Rs. 2,20,00,000/- (Rupees Two Crores Twenty Lakhs only) in Account Number 0600350061462 opened with HDFC Bank Limited, Maneckji Wadia Building, Ground Floor, Nanik Motwane Marg, Fort, Mumbai - 400 023 Tel No.: 022-66573535; Fax: 022-22705520 (Escrow Account). The amount placed in the Escrow Account is more than 25% of the maximum

consideration payable under the Offer. The Manager to the Offer is authorised to operate and realise the value of the Escrow Account in terms of the Regulations and accordingly HDFC Bank Limited have issued a Letter dated September 4, 2008 in favour of Manager to the Offer confirming the same.

3. The Acquirer & PAC has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their Networth and no borrowings from any Bank and/or Financial Institutions is envisaged. Mr. Ramesh V. Sharma (Membership No.22791), Partner of M/s.Ramesh and Ramachandran, Chartered Accountants, having Office at 29/3, Viswanathapuram Main Road, Kodambakkam, Chennai-600 024; Tel No.:044-24843668; Fax No.: 044-24843639; E-mail: arrarr@airtelbroadband.in vide their certificate dated 05.09.2008 have confirmed that sufficient resources are available with the Acquirer & PAC for fulfilling the obligations under this 'Offer' in full.

4. Total Obligation details are as follows:

Particular	Amount (Rs. In Lacs)
Share Purchase Agreement (2,45,800 Shares*Rs.50)	61.45*
Preferential Allotment (20,30,000 Shares*Rs.50)	1015.00
Open Offer (17,36,000 Shares*Rs.50)	868.00
<b>TOTAL</b>	<b>1944.45</b>

\*50 % of the SPA Obligation has been paid.

5. The combined networth of the Acquirer & PAC is as under:

Particulars	Amount (Rs.in Lacs)
Mr. Srikanth Ramanathan ( 'Acquirer ' )	295.36
M/S. Shripathee Investments Private Limited (SPIPL) ('Person Acting in Concert' or 'PAC')	1941.00
<b>TOTAL</b>	<b>2236.36</b>

6. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer & PAC to implement the offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money, for payment through verifiable means are in place to fulfill the Offer obligations.

## 8. TERMS AND CONDITIONS OF THE OFFER

- This Offer is being made to all the shareholders of JSL (except the Acquirer, PAC and other Promoters) whose names appear on the Register of Members of JSL or on the beneficial record of the respective depositories, at the close of business hours on October 3, 2008 (Friday) ['Specified date'] and to also those persons, who own the shares at any time prior to closure of the Offer, but are not registered shareholders.
- The Letter of Offer, specifying the detailed terms and conditions, together with the Form of Acceptance-cum-Acknowledgement ('Form of Acceptance'), Form of Withdrawal and Transfer Deed (for shareholders holding shares in the physical form only) is being mailed to those shareholders of JSL whose names appear on the Register of Members of JSL and to the Beneficial Owners of the shares of JSL whose names appear as beneficiaries on the record of the respective Depositories, at the close of business hours on October 3, 2008 (Friday) ['Specified Date']. Owners of equity shares at any time prior to the closure of the Offer but not registered as shareholder(s) are also eligible to participate in the Offer. No Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed to the Acquirer & PAC and other Promoters.

3. All owners of equity shares registered or unregistered of JSL, who own equity shares at any time prior to the closure of the Offer ('except the Acquirer & PAC and other Promoters') are eligible to participate in the Offer anytime before closure of the Offer.
4. 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. A copy of the letter of offer (including Form of Acceptance) is expected to be available on SEBI's Website (<http://www.sebi.gov.in>) during the period the offer is open and may also be downloaded from the website for participating in the Offer.
5. None of the shares of JSL as on date are under lock-in. However, shares to be allotted on preferential basis to the Acquirer, PAC & others will be under lock-in for one year.
6. The Offer is subject to the receipt of necessary approval(s), if any, from Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments there to for acquiring equity shares tendered by Non Resident Shareholders, if any.
7. As on date, no other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer.
8. In case of delay in receipt of any approval, SEBI has the power to grant an extension of the time required for payment under the Offer provided that the Acquirer & PAC agree to pay interest in accordance with regulation 22(12) of the Regulations. Further, if delay occurs on account of willful default by the Acquirer & PAC in obtaining the requisite approvals, regulations 22(13) of the Regulations will also become applicable.
9. In case the number of shares validly tendered in the Offer by the shareholders of JSL are more than the shares to be acquired under the Offer (i.e.17,36,000 equity shares) then 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 subject to a minimum of 100 shares or the entire holding if less than 100 shares, in case of physical mode, from each shareholder accepting this Offer, as per the provisions of the Regulations. In case, the shares of JSL are surrendered in dematerialized mode, minimum marketable lot is one (1) share only. The rejected applications/ documents will be sent by Registered Post.
10. The consideration to those shareholders whose Shares or share certificates and /or other documents are found complete, valid and in order and accepted by Acquirer & PAC in part or in full will be made within two weeks from the date of closing of the Offer. The Acquirer & PAC undertake to pay interest pursuant to regulation 22(12) to the shareholders for the delay, if any, in payment of consideration.
11. 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 & PAC only upon the fulfillment of all the conditions mentioned herein.

#### 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

1. Shareholders who hold the shares of JSL and wish to tender their shares pursuant to the Offer will be required to submit the Form of Acceptance, original Share Certificate(s) and Transfer Deed(s) duly signed, Photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off- Market' mode, duly acknowledged by DP in favour of the special depository account to the Registrars to the Offer, **Cameo Corporate Services Limited** at their office mentioned below, so as to reach on or before the closure of the Offer, i.e. January 3, 2009 (Saturday), in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance.

Name & Address	Contact Person	Mode of Delivery
Cameo Corporate Services Limited (Unit- Jaisal Securities Limited-Open Offer) Subramanian Building, # 1, Club House Road, Chennai-600 002.	Mr. R. D. Ramasamy	Hand Delivery Registered Post / Speed Post

The documents can be tendered at any of the above centre between Monday to Friday from 10.30 am to 1.00 pm and 2.00 pm to 4.00 pm and on Saturdays from 10.00 am to 2.00 pm. The Registrars to the Offer will be closed on Sundays and other Public Holidays.

The shareholders who can not hand-deliver their documents at the address referred to above may send the same by registered post/ speed post, at their own risk, to the Registrar to the Offer at their office at Hyderabad, so as to reach their office on or before the closure of the Offer i.e. January 3, 2009 (Saturday).

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. In the case of demated shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demated shares not credited in favour of the special depository account before the closure of the Offer will be rejected.
3. Shareholders who wish to tender their shares under this offer should enclose the following documents duly completed:

**a) For Shares held in Physical Form:**

**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 on the Share Certificate(s).
- **Original Share Certificate(s).**
- Valid share Transfer Deed / 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 JSL and duly witnessed at the appropriate place.

**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 Deed / Form(s)** as received from market.

The details of buyer should be left blank failing which, the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders.

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 JSL 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.

**b) For shares held in Demat form: -**

The Registrar to the Offer has opened a Special Depository Account with Karvy Stock Broking Limited, (Registered with NSDL), styled "CAMEO CORPORATE SERVICES LTD - ESCROW A/C - JSL OPEN OFFER", with the following particulars:

DP Name:	Indian Overseas Bank
DP ID Number:	IN302437
Client ID Number:	20128229
Market	'Off-market'
Depository:	National Securities Depository Ltd.

Shareholders having their beneficiary account in CDSL have to use Inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account.

**Beneficial Owners should enclose:**

- **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depository.
- **Photocopy of the delivery instruction** in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by DP in favour of the special depository account.

For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance. All beneficial owners maintaining accounts with CDSL are required to fill in an additional inter depository slip, maintained with the DP while giving instructions to their respective DPs.

In case of non receipt of the aforesaid documents, but receipt of the shares in the special depository account, the Offer shall be deemed to be accepted. The Form of Acceptance-cum-Acknowledgement for which corresponding shares have not been credited to the special depository account as on the date of closure of the Offer will be rejected.

4. 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, failing which, the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):
  - i. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired. 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 acceptance form or transfer deed(s).
  - iii. No objection certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
  - iv. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
5. The share certificate(s), share transfer form, Form of Acceptance-cum-Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer, at the address mentioned above. **They should not be sent to the Manager to the Offer or the Acquirer & PAC or the Target Company.**
6. In case of unregistered owners or shareholders who have not received the Letter of Offer, they may send their consent to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(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, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. January 3, 2009, or in the case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in the 'Off-Market' mode, duly acknowledged by the DP, in favour of the aforesaid special depository account, so as to reach the Registrar to the Offer i.e. January 3, 2009, on or before the closure of the Offer. No indemnity is required from the unregistered owners.

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

Shareholders of JSL who have sent their equity shares for transfer should submit, Form of Acceptance duly completed and signed, copy of the letter sent to JSL (for transfer of said shares) and acknowledgement received thereon and valid share transfer form. Shareholders who have sent their physical shares for dematerialisation should submit their form of acceptance as applicable along with the copy of the demat request form (DRF) duly acknowledged by their DP. However they have to ensure that the corresponding credit of the dematerialized shares is received in the escrow depository account on or before closure of the Offer.

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, on or before the Closure of the Offer.

Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI's website at [www.sebi.gov.in](http://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. Non resident shareholders should also enclose copy of permission received from RBI for the shares held by them in JSL and 'no-objection' certificate / tax clearance certificate from the Income Tax authorities under Income Tax Act, 1961, indicating the amount of tax to be deducted by the Acquirer & PAC before remitting the consideration. In case the aforesaid 'no-objection' certificate is not submitted, the Acquirer & PAC will arrange to deduct tax at the maximum marginal rate as may be applicable to the shareholder, on the entire consideration amount payable.
8. The shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so up to three working days prior to the date of the Closure of the Offer, i.e. on or before. December 31, 2008 (Wednesday). The withdrawal option can be exercised by submitting the 'Form of Withdrawal' (separately enclosed with Letter of Offer) to the Registrar to the Offer, so as to reach them on or before December 31, 2008 (Wednesday) 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 following details:
  - a) **In case of Physical Shares:** Name, Address, distinctive numbers, folio nos., number of shares tendered/withdrawn, and
  - b) **In case of Dematerialised Shares:** Name, Address, number of shares tendered/withdrawn, DP name, DP ID, Beneficiary account number and a photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by the DP in favour of the Special Depository Account.

Shares [Physical /Dematerialised form] withdrawn by the shareholders would be returned by the Registered post / Speed Post.

9. Unaccepted Share Certificate(s), transfer forms and other documents, if any, will be returned by registered post / Speed 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 Form of Acceptance cum Acknowledgement.
10. The Registrar to the Offer will hold in trust the Shares / Share Certificates, Transfer Deed(s), Shares lying in credit of the special depository account, 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.

11. In case of shareholders holding Shares in dematerialised form, the bank details of the Shareholder as per the records of the Depository participant will be incorporated in the Cheque/demand draft. In case of shareholders holding shares in physical form, it is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the Cheque/demand draft.
12. The eligible person who successfully tendered the equity shares of the Target Company have option to receive payment through Electronic Clearing Services (ECS) or through warrants / Demand Drafts payable at par. You are requested to give the authorization for ECS in the Form of Acceptance cum Acknowledge and enclose a photocopy of Cheque along with Form of Acceptance cum Acknowledge.

#### 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, 10<sup>th</sup> Floor, Raheja Centre, 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 December 15, 2008 (Monday) to January 3, 2009 (Saturday):

- i. Copy of Notice of General Meeting to be held on September 30, 2008.
- ii. Memorandum & Articles of Association of JSL along with Certificate of Incorporation.
- iii. Audited Annual Reports of JSL for the Financial Years ended 31.03.2006, 31.03.2007 and 31.03.2008.
- iv. Copy of Prospectus related to the Public Issue of JSL.
- v. Chartered Accountant's Certificate regarding the Net worth of the Acquirer & PAC.
- vi. Chartered Accountant's Certificate certifying the adequacy of financial resources with Acquirer & PAC to fulfill the Open Offer obligations.
- vii. A Letter of HDFC Bank Limited for the amount kept in the Escrow Account and empowering solely the Manager to the Offer to operate it.
- viii. Copy of confirmation regarding opening of Special Depository Account in the name and Style of 'CAMEO CORPORATE SERVICES LTD - ESCROW A/C - JSL OPEN OFFER'.
- ix. Published copies of the Public Announcement and Corrigendum made on December 6, 2008.
- x. A copy of the Letter no. CFD/DCR/SG/145981/08 dated November 28, 2008 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, PAC & the Manager to the Offer dated September 1, 2008.
  - b. Copy of the consent letter dated September 2, 2008 received from Cameo Corporate Services Limited, the Registrar to the Offer.
  - c. Copies of undertakings from Target Company, Acquirer & PAC.

#### 11. DECLARATION BY THE ACQUIRER & PAC

The Acquirer & PAC and the Directors of SPIPL accept full responsibility severally and jointly for the information contained in this Public Announcement and also for the obligations of the Acquirer & PAC laid down in the Regulations.

The Manager to the Offer hereby states that the person signing this Letter of Offer is duly authorized by the Board of Directors of Acquirer & PAC to sign the Letter of Offer.

**Srikanth Ramanathan**

**for Shripathee Investments Private Limited (PAC)**

**(Acquirer)**

**Sd/-  
Director**

Place: Chennai

Date: December 8, 2008

**Attached: Form of Acceptance cum Acknowledgement and Withdrawal**



**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

(Please send this Form with enclosures to Registrar to the Offer, CAMEO CORPORATE SERVICES LIMITED)

Date:

From:

OFFER OPENS ON:	December 15, 2008(Monday)
LAST DATE OF WITHDRAWAL:	December 31, 2008 (Wednesday)
OFFER CLOSSES ON:	January 3, 2009 (Saturday)

Tel. No.

Fax No.:

E-mail:

To

Cameo Corporate Services Ltd.

(Unit- Jaisal Securities Limited -Open Offer)

Subramanian Building, # 1,

Club House Road, Chennai-600 002

Dear Sir,

**Sub: Open Offer to acquire 17,36,000 equity shares of Rs. 10/- each at a price of Rs. 50/- (Rupees Fifty only) per equity share, representing 20% of the expanded voting capital of JSL by Mr. Srikanth Ramanathan (hereinafter referred to as 'Acquirer') and Shripathee Investments Private Limited (hereinafter referred to as 'Person Acting in Concert' or 'PAC').**

I/We refer to the Letter of Offer dated December 8, 2008 for acquiring the equity shares held by me/us in Jaisal Securities Limited. I/We, the undersigned have read the Letter of Offer and understood their contents and unconditionally accept the terms and conditions as mentioned therein.

**For Shares held in Physical Form:**

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	
<b>Total No. of Shares</b>					

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

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer & PAC dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer & PAC will pay the purchase consideration only after verification of the documents and signatures.

**For Shares held in Demat Form:**

I/We, holding shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in 'Off-Market' mode, duly acknowledged by the Depository Participant ('DP') in respect of my/ our shares as detailed below:

DP Name	DP ID	Client ID	No. of Shares	Name of Beneficiary

I/We have executed an 'Off-Market' transaction for crediting the shares via

- A delivery instruction from my account with NSDL  
 An inter-depository delivery instruction from my account with CDSL

to the Special Depository Account named "CAMEO CORPORATE SERVICES LTD - ESCROW A/C - JSL OPEN OFFER", with the following particulars:

DP Name:	Indian Overseas Bank
DP ID Number:	IN302437
Client ID Number:	20128229
Market	'Off-market'
Depository:	National Securities Depository Ltd.

I/We confirm that the shares of **Jaisal Securities 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 & PAC 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 & PAC.

I/We authorise the Acquirer & PAC 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 & PAC and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UPC 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 & PAC 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 & PAC 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 & PAC 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 of the Shareholders	Address	Signature
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) holding shares in physical form should provide details of bank account of the first/ sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For shares that are tendered in electronic form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the Cheque or demand draft will be issued with the said Bank particulars.

I/ We permit the Acquirer or the Manager to the Offer to make the Payment of Consideration through Electronic Clearing Service (ECS) based on the Bank Account Details provided below and a Photo Copy of Cheque is enclosed.

Signature \_\_\_\_\_

Name of the Bank: \_\_\_\_\_ Branch: \_\_\_\_\_

Account Number: \_\_\_\_\_ Savings/Current/Others (please specify) \_\_\_\_\_

9 Digit MICR Code: \_\_\_\_\_

-----Tear Here-----  
 S. No. \_\_\_\_\_ (Acknowledgement Slip)

**CAMEO CORPORATE SERVICES LIMITED**  
 (Unit- Jaisal Securities Limited -Open Offer)  
 Regd. Off.: Subramanian Building, # 1, Club House Road, Chennai-600 002.  
 Tel: 044-28460390; Fax No: 044-28460129 E-mail: cameo@cameoindia.com

Received from Mr./Ms/Smt.: \_\_\_\_\_

Address: \_\_\_\_\_

Folio Number \_\_\_\_\_ DP ID \_\_\_\_\_ Client ID \_\_\_\_\_

Number of Share Certificates Enclosed \_\_\_\_\_

Certificate Numbers \_\_\_\_\_

Total Number of Shares Enclosed: \_\_\_\_\_

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

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

**THIS PAGE IS INTENTIONALLY LEFT BLANK**

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 December 31, 2008 (Wednesday). In case you wish to withdraw your acceptance please use this form.	OFFER SCHEDULE	
	Offer Opens on	: December 15, 2008 (Monday)
	Last Date of withdrawal	: December 31, 2008 (Wednesday)
	Offer Closes on	: January 3, 2009 (Saturday)

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

From:

Tel. No.                                      Fax No.:                                      E-mail:

To  
Cameo Corporate Services Ltd.  
(Unit- Jaisal Securities Limited -Open Offer)  
Subramanian Building, # 1,  
Club House Road, Chennai-600 002

Dear Sir,

**Sub: Open Offer to acquire 17,36,000 equity shares of Rs. 10/- each at a price of Rs. 50/- (Rupees Fifty only) per equity share, representing 20% of the expanded voting capital of JSL by Mr. Srikanth Ramanathan (hereinafter referred to as 'Acquirer') and Shripathee Investments Private Limited (hereinafter referred to as 'Person Acting in Concert' or 'PAC').**

I/We refer to the Letter of Offer dated December 8, 2008 for acquiring the equity shares held by me/us in Jaisal Securities 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, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We hereby consent unconditionally and irrevocably to withdraw my / our shares from the Offer and I / we further authorize the Acquirer & PAC to return to me / us, the tendered Share Certificate(s) / Share(s) at my / our sole risk.

I / We note that upon withdrawal of my / our shares from the Offer, no claim or liability shall lie against the Acquirer & PAC / Manager to the Offer / Registrar to the Offer.

I / We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. **December 31, 2008 (Wednesday)**.

I / We note the Acquirer & PAC / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialized form in the DP account due to inaccurate / incomplete particulars/ instructions.

I / We also note and understand that the Acquirer & PAC will return the original share certificate(s), share transfer deed(s) / shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

**For Shares held in Physical Form:**

The particulars of tendered original Share Certificate(s) and duly signed Transfer Deed(s) are detailed below:

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

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

**For Shares held in Demat Form:**

I / We hold the shares in dematerialized form and had executed an 'Off-Market' transaction for crediting the shares to the 'CAMEO CORPORATE SERVICES LTD - ESCROW A/C - JSL OPEN OFFER ACCOUNT', with the following particulars:

DP Name:	Indian Overseas Bank
DP ID Number:	IN302437
Client ID Number:	20128229
Market	'Off-market'
Depository:	National Securities Depository Ltd.

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our shares have been tendered are as follows:

DP Name	DP ID	Client ID	No. of Shares	Name of Beneficiary

I / We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

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

In case of dematerialized shares, I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and Delivered:

	Full Name of the Shareholders	Address	Signature
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 mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before 17.00 hours upto the last date of withdrawal i.e. December 31, 2008 (Wednesday).
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 along with 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 JSL. The facility of partial withdrawal is available only on to registered shareholders.

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

S. No.

(Acknowledgement Slip)

**CAMEO CORPORATE SERVICES LIMITED  
(Unit- Jaisal Securities -Open Offer)**

Regd. Off.: Subramanian Building, # 1, Club House Road, Chennai-600 002.  
Tel: 044-28460390; Fax No: 044-28460129 E-mail: cameo@cameoindia.com

Received Form of Withdrawal from Mr./ Ms/ Mrs..: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Folio Number \_\_\_\_\_

Number of Shares tendered \_\_\_\_\_

Number of Shares withdrawn \_\_\_\_\_

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

PRINTED MATTER

BOOK POST

To

If undelivered, please return to:  
CAMEO CORPORATE SERVICES LIMITED  
*(Unit- Jaisal Securities Limited-Open Offer)*  
Subramanian Building, # 1,  
Club House Road, Chennai-600 002.  
Tel: 044-28460390; Fax No: 044-28460129  
E-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)