PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF JAISAL SECURITIES LIMITED

(Regd. Off.: 28, Barnaby Road, Kilpauk, Chennai-600 010)

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF JAISAL SECURITIES LIMITED

This Public Announcement ('PA') is being issued by Ashika Capital Limited ('Manager to the Offer'), for and on 4. INFORMATION ABOUT THE TARGET COMPANY: behalf of 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 and in compliance with, among others, regulation 10 & 12 and other provisions of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ('Regulations').

- 1. BACKGROUND TO THE OFFER
- a) This Open Offer ('Offer') is being made by the Acquirer and PAC, in compliance with regulation 10 & 12 of the Regulations, to the shareholders ('except Promoters and proposed allottees under Preferential Issue') of Jaisal Securities Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 28, Barnaby Road, Kilpauk, Chennai-600 010 (hereinafter referred to as 'JSL' or 'Target Company').
- 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.
- The subscription and allotment of the Subscription Shares is subject to various condition precedents being fulfilled, including approval of the shareholders of the Target Company. The total number of Subscription Shares in the preferential Issue will be 56,80,000 and such Preferential Issue will be made to the Acquirer, PAC and Strategic Investors not connected with the Acquirer and PAC.
- d) Accordingly, the Target Company has fixed a General Meeting of its shareholders on September 30, 2008 to obtain the approval of shareholders by passing a Special Resolution under Section 81(1A) of the Companies Act, 1956 and to authorize the Board to issue and allot the Equity Shares in compliance with the requirements of the Companies Act, 1956 and other applicable provisions of the Guidelines/Regulations
- e) Upon the resolution being passed at the General Meeting of the Company, the Target Company will apply to the Stock Exchange(s), where the shares are listed, for in-principle listing approval. Allotment of such equity shares shall be made by the Target Company to the Acquirer, PAC and Others within 15 days of the passing of the special resolution in General Meeting of the Company or within 15 days of obtaining all necessary approvals from the concerned regulatory authority or the Central Government, if required, whichever is later.
- 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
- 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 8.20% of voting capital of the Target Company, at a price of Rs. 50/- per share ('Negotiated Price'), payable in cash.
- As on date, Shripathee Investments Private Limited holds 2,80,000 (9.33%) Equity Shares in the Target Company. The Acquirer and PAC will hold 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 & before SPA & | No. of Shares & Voting Capital (%) before SPA & Preferential Issue after SPA & Preferential iss | | & Voting Capital (%) 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 |
| TOTAL | 30,00,000 | 100.00 | 86,80,000 | 100.00 |

- As a result of the proposed allotment under Preferential Issue and SPA, the Acquirer's & PAC's shareholding in the Target Company exceeds 15% of the voting capital of the Target Company and hence this offer is being made pursuant to and in terms of the Regulations.
- THE OFFER
- a) The Acquirer & PAC is making this Open Offer ('Offer') to the Shareholders of JSL and propose to acquire upto 17,36,000 equity shares of Rs. 10/- each, representing 20% of the expanded voting capital of the Target Company (including the proposed allotment of shares under the Preferential Issue), at a price of Rs. 50/- per share ('Offer Price') payable in cash in terms of regulation 20 of the Regulations
- b) The equity shares of JSL are listed on Bombay Stock Exchange Limited, Mumbai (BSE) and The Madras Stock Exchange Limited, Chennai (MSE). Based on the information available (Source: www.bseindia.com), the equity 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 proposed to be 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 Board Meeting Date (September 1, 2008) | Rs. 43.31 |
| d) | 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. 42.53 |
| e) | Other Parameters | Based on the audited accounts |
| | | for the year ended 31.03.2008 |
| | 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 |

- 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
- 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.
- 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.
- 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, subject to approval of the shareholders of the company.

| f) | The brief Audited financial of JSL are as under: | |
|----|--|--|
|----|--|--|

| inancial of JSL are as under: | (Rs. in Lakhs) |
|--|-------------------------------|
| Particulars | For the year ended 31.03.2008 |
| Total Income | 110.22 |
| Profit/(Loss) After tax | 92.36 |
| Paid up equity capital | 300.00 |
| Networth | 489.45 |
| Earning Per Share of Rs. 10/- (Rs.) | 3.08 |
| Return on Networth (%) | 18.87 |
| Book value per share of Rs. 10/- (Rs.) | 16.31 |
| (Source: Annual Report) | |

g) As on date of this PA, the Board of Directors of Target Company consists of Mr. Mahesh Chandak, Mr. Dwarakadas Chandak, Mr. V.M. Veeraraghavan, Mr. Deepak Bhattad, Mr. N.C. Rangarajan and Mr. A. Balasubrmaniam

- h) As on date of this PA, the company is not having any subsidiaries
- Based on the information available from the Target Company and SEBI website, the Target Company has not i) been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto (SEBI Act) or any other Regulations made under the SEBI Act.
- 5. REASONS FOR THE ACQUISITION AND THE OFFER:
- a) As stated in para 'Background to the Offer' above, pursuant to the Preferential Allotment, the Acquirer & PAC can acquire 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 of such allotment, the Acquirer & PAC will be entitled for 29.45% of the voting rights 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 one of the main objects of the Target Company includes interalia carrying on the business of Software and accordingly the Target Company intends to focus on Software business. The Acquirer is having experience and expertise Information & Technology Consulting Services. The Acquirer intends to use his experience and skill in the Software for growth prospects of the Company
- 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 6. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER:
- a) The Offer is subject to receiving 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. The Preferential Allotment shall also be subject to the approval of shareholders of the Target Company, at its General Meeting, to be held on September 30, 2008 pursuant to Section 81 (1A) of the Companies Act, 1956. The Acquirer, PAC and the Target Company shall apply for the same, if any
- b) As on date of this PA, to the best of the knowledge of the Acquirer & PAC, no other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer
- c) In case of delay in receipt of Statutory Approvals, SEBI has power to grant extension of time to the Acquirer & PAC for payment of consideration to the shareholders, who have accepted the Offer, subject to Acquirer & PAC agreeing to pay interest for the delayed period as directed by SEBI under regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by Acquirer & PAC in obtaining the Approvals, regulation 22(13) of the Regulations will also become applicable.
- 7. OPTION IN TERMS OF REGULATION 21:

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 atleast 25% public shareholding for listing on a continuous basis.

- 8. FINANCIAL ARRANGEMENTS:
- a) The total fund requirement for the Offer is Rs. 8,68,00,000/- (Rupees Eight Crores Sixty Eight Lakhs only). In accordance with regulation 28 of the Regulations, the Acquirer & PAC have opened an Escrow Account in HDFC Bank Ltd and made a Cash deposit of Rs. 2,20,00,000/- (Rupees Two Crores Twenty Lakhs only) in

- f) In case of non-receipt of the Letter of Offer, the eliqible persons may (i) download the same from the SEBI's website (www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer at Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai-600002, or (iii) make an application 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 along with documents as mentioned above so as to reach the Registrar to the Offer on or before the close of the Offer, i.e., not later than November 15, 2008, or in case of beneficia owners, send the 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, 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, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., not later than November 15, 2008.
- g) Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- h) The Registrar to the Offer will hold in trust the Equity Shares/Share Certificates, Equity Shares held 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, until the cheques/drafts for the consideration or the unaccepted equity shares/share certificates are dispatched/returned.
- i) If the aggregate of the valid responses to the Offer exceeds the Offer size, then the Acquirer & PAC shall accept the valid applications received on a proportionate basis, in accordance with Regulation 21(6) of the Regulations, subject to a minimum of 100 Shares or the entire holding if less than 100 shares, in case of physical mode. Incase, the equity shares are surrendered in dematerialized mode, minimum acceptance will be one (1) equity share only
- Unaccepted Share Certificates, 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 Unaccepted equity shares held in dematerialized form 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.
- k) Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting their equity shares dematerialized is completed in time for the credit in the special depository account to be received on or before the closing date of the Offer, i.e., not later than November 15, 2008, or else their application will be rejected
- While tendering the equity shares under the Offer, NRIs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer & PAC reserves the right to reject such equity shares tendered. While tendering shares under the Offer, NRI/foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer & PAC under the Income Tax Act, 1961 (Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, the Acquirer & PAC will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.
- m) As per the provisions of Section 196D(2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ('FI'I') as defined in Section 115 AD of the Income Tax Act
- n) The payment of acquisition of shares will be made by the Acquirer & PAC in Cash through a crossed Demand Draft/Pay Order to the equity Shareholders of Target Company whose equity share certificates and other documents are found in order and accepted, within 15 Days from the date of Closing of the Offer.
- o) Pursuant to Regulation 22(5A) of the Regulations, equity shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three working days prior to the closing date of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer as per the mode of delivery indicated therein on or before November 11, 2008.
- The withdrawal option can be exercised by submitting the Form of Withdrawal, which is enclosed with the Letter of Offer
- In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a ii. plain paper application along with the following details:
 - · In case of physical shares: Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Distinctive Numbers, Folio Number, Number of Shares offered; and
 - In case of dematerialised shares: Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, DP name, DP ID, Number of Shares offered, 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 favor of the special depository account.
- p) The shares withdrawn by the Shareholders, if any, would be returned by Registered Post.

| q) / | A Schedule of some of the major activities in respect of | of the Offer is given below: |
|------|--|------------------------------|
|------|--|------------------------------|

| Activities | Date | Day |
|---|--------------------|-----------|
| Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent) | October 3, 2008 | Friday |
| Last Date for a Competitive Bid, if any | September 29, 2008 | Monday |
| Date by which the Letter of Offer to be Dispatched to the shareholders | October 16, 2008 | Thursday |
| Date of Opening of the Offer | October 27, 2008 | Monday |
| Last date for revising the Offer Price/ Number of Shares | November 5, 2008 | Wednesday |
| Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer | November 11, 2008 | Tuesday |
| Date of Closing of the Offer | November 15, 2008 | Saturday |
| Date by which communicating acceptance /rejection and payment of consideration for accepted shares / dispatch of Share Certificate in case of rejection | November 29, 2008 | Saturday |

- Further Mr. M.B. Srinivasan, Chartered Accountant, 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 would be Rs, 17.70. In view of the above, the Offer Price of Rs. 50/- is justified in terms of regulation 20 of the Regulations.
- c) As on date of this PA, the Manager to the Offer does not hold any equity share in the Target Company. The Manager to the Offer undertakes not to deal in the equity shares of JSL upto a period of fifteen days after closure of the Offer
- d) The Offer is unconditional and not subject to any minimum level of acceptance.
- e) This is not a competitive bid
- f) The shares acquired under the Offer shall be free from lien, charges and encumbrances of any kind whatsoever
- INFORMATION ABOUT THE ACQUIRER & PAC:
- 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 networth 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.
- b) 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
- c) SPIPL was promoted by Mr. M. V. S. Ananthakrishnan and Ms. V. P. Prabha.
- d) SPIPL is presently engaged in the business of Investment in shares. The present Board of Directors of the company consists of Mr. M. V. S. Ananthakrishnan and Ms. V. P. Prabha. The shares of SPIPL are not listed on any of the Stock Exchange(s)
- e) As on date of PA, 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 the above, there is a Share Application Money pending allotment of Rs. 171.00 Lakhs
- f) The brief Audited financial of SPIPL are as under:

| ncial of SPIPL are as under: | |
|--|-------------------------------|
| | (Rs. in Lakhs) |
| Particulars | For the year ended 31.03.2008 |
| Total Income | 19.96 |
| Profit/(Loss) After tax | 12.43 |
| Paid up equity capital | 10.00 |
| Networth | 1101.09 |
| Share Application Money | 171.00 |
| Earning Per Share of Rs. 10/- (Rs.) | 12.43 |
| Return on Networth (%) | 1.14% |
| Book value per share of Rs. 10/- (Rs.) | 1101.09 |
| (Source: Annual Report) | |

- g) 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.
- h) As on date, none of the Directors of SPIPL is on the Board of Directors of the Target Company.
- Mr. M. V. S. Ananthakrishnan one of the Promoter/Director of SPIPL has been issued show cause notice by SEBI 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.

the account, being more than 25% of the total consideration payable to the shareholders under the Offer. A lien has been marked on the said Escrow Account in favour of the Manager to the Offer by the bank. The Manager to the Offer i.e. Ashika Capital Limited has been solely authorised by the Acquirer & PAC to operate and realise the value of Escrow Account in terms of the Regulations.

- b) The Acquirer & PAC has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its 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 a) Shareholders of the Target Company who have accepted the Offer by tendering the requisite documents, in are available with the Acquirer & PAC for fulfilling the obligations under this 'Offer' in full.
- c) 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.
- OTHER TERMS OF THE OFFER:
- a) The Letter of Offer relating to the Offer ('LOO') together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of the Target Company, whose names appear on the Register of Members of the Target Company and to the beneficial owners of the equity shares of the Target Company in dematerialized form whose names appear on the beneficial records of the respective depositories, in either case, as of the close of business on October 3, 2008 ('Specified Date').
- b) Shareholders of the Target Company who are holding equity shares in physical form and who wish to tender their equity shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post, so as to reach on or before the close of the Offer, i.e., not later than November 15, 2008, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.
- c) The Registrar to the Offer has opened a special depository account with National Securities Depositories Ltd. ('NSDL') as Depository, Indian Overseas Bank as Depository Participant called, 'Cameo Corporate Services Ltd - Escrow A/c - JSL Open Offer. The DPID is IN 302437 and Client ID is 20128229. For equity shares which are tendered in electronic form, the bank account as obtained from the beneficiary provided by the Depositary will be considered and the payment instrument will be issued with the said bank particulars. Shareholders of the Target Company having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with NSDL
- d) Beneficial owners (holders of shares in dematerialized form) who wish to tender their equity shares of the Target Company will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy of the delivery instruction in 'Off-market' mode or counterfoil of the delivery instructions in 'Offmarket' mode, duly acknowledged by the Depository Participant ('DP'), in favour of the special depository account to the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post acknowledgement due, so as to reach on or before the close of the Offer, i.e., not later than November 15, 2008, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before the close of the Offer, i.e., not later than November 15, 2008.
- e) All owners (registered or unregistered) of equity shares of the Target Company are eligible to participate in the Offer anytime before the closing of 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 owner.

10 GENERAL:

- accordance with the terms of this Public Announcement and the Letter of Offer, shall have the option to withdraw acceptance tendered by them up to three (3) working days prior to the date of closing of the Offer, in terms of the Regulations i.e. November 11, 2008.
- b) The Acquirer & PAC can revise the Offer Price upwards up to seven (7) working days prior to the closing of the Offer. If there is any upward revision in the Offer Price by the Acquirer & PAC until the last date of revision i.e November 5, 2008 the same will be informed by way of a Public Announcement in the same newspapers in which this Public Announcement has appeared. The Acquirer & PAC would pay such revised price for all the equity shares validly tendered any time during the Offer and accepted under the Offer
- c) If there is a withdrawal of the Offer by the Acquirer & PAC, the same will be informed by way of a Public Announcement in the same newspapers in which this Public Announcement has appeared
- d) If there is a Competitive Bid:
- i) The Public Offers under all the subsisting bids shall close on the same date.
- ii) 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
- e) Pursuant to regulation 13 of the Regulations, the Acquirer & PAC has appointed Ashika Capital Limited, as Manager to the Offer
- f) The Acquirer & PAC has appointed Cameo Corporate Services Limited as Registrar to the Offer having office at 'Subramanian Building', No.1, Club House Road, Chennai-600002; Tel: 044-2846 0390/2252 0464; Fax: 044-28460129, E-mail:rdr@cameoindia.com. The Contact Person is Mr. R. D. Ramasamv
- g) The Acquirer, PAC and its Directors accept full responsibility jointly and severally for the information contained in this Public Announcement and also for the obligations of the Acquirer & PAC as laid down in terms of the Regulations.
- h) This Public Announcement will also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at (www.sebi.gov.in) from the opening date of the Offer, i.e., October 27, 2008 and apply in
- i) For further details, please refer to the Letter of Offer and Form of Acceptance cum Acknowledgement.

Issued by Manager to the Offer on behalf of the Acquirer & PAC:



ASHIKA CAPITAL LIMITED 1008, 10th Floor, Raheja Centre, 214, Nariman Point, Mumbai-400021. Tel: 022-6611 1700; Fax: 022-6611 1710 ASHIKA E-Mail: mbd@ashikagroup.com aring with You Contact Person: Mr. Niraj Atul Kothari

Place: Mumbai

Date: September 8, 2008