LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as Shareholder(s) of **Jyothi Infraventures Limited** (formerly Boss Securities Limited). If you require any clarifications about the action to be taken; you should consult your stock-broker or investment consultant or the Manager to the Offer / Registrar to the Offer. In case you have recently sold your Equity Shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.*

CASH OFFER pursuant to Regulations 10 and 12 and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent amendments thereto ("the Regulations").

by **Mrs Tammineedi Sailaja** wife of Mr. Tammineedi Balaji residing at 8-2-293-82-NL-109, Plot No.109, MLA, MPs Colony, Road No.10C, Jubilee Hills, Hyderabad – 500 033 Tel. No. 040-23543377; Fax : 040-23418836; email: tammineedisailaja@gmail.com ("Acquirer")

to the existing shareholders of **JYOTHI INFRAVENTURES LIMITED,** Registered Office: Plot No.13, Guttala Begumpet, Varun Building, Kavuri Hills, Madhapur, Hyderabad – 500 081. Tel. No. 040 – 2335 3337, Fax No. 040 – 4003 6584; e-mail : jyothiinfra@gmail.com

TO ACQUIRE 12,00,020 (23.52% of voting capital) Equity Shares of Rs. 10/- each, representing in aggregate 20% of the Share Capital of the target Company for cash, at a price of Rs. 4/- per fully paid-up Equity Share and Re. 1/- per partly paid Equity Share

NOTES

- ✓ The offer is not a conditional offer
- ✓ This is not a competitive bid.
- ✓ As on the date of this Letter of Offer, no approvals are required, to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
- ✓ Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto 3 working days prior to the date of closure of the Offer. The Last date for such withdrawal is February 17, 2011
- ✓ If there is any upward revision in the offer price by the acquirer upto seven working days prior to the date of closure of the Offer i.e. February 10, 2011, the same would be informed by way of an announcement in the same Newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and which are accepted under the Offer.
- ✓ In case of withdrawal of Offer, in terms of Regulation 27 of the regulations, the same would be informed by way of an announcement in the same newspapers in which the original Public Announcement had appeared.
- ✓ **There was no competitive bid**
- ✓ A copy of this Letter of Offer (including the Form of Acceptance -cum -Acknowledgement, Form of Withdrawal) and Copy of Public Announcement are also available on SEBI's website www.sebi.gov.in

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
ARIHANT capital markets ltd. SEBI REGN NO.: INM 000011070 3rd Floor, Krishna Bhavan, 67, Nehru Road, Vile Parle (E),Mumbai- 400 057 Tel. No. : +91- 22- 4225 4800/862; Fax. No.: +91- 22- 4225 4880 Email: mbd@arihantcapital.com Website: www.arihantcapital.com **Contact Person: Mr. Satish Kumar P.**	Venture Capital and Corporate Investments Pvt. Ltd. SEBI Registration No. INR000001203 12-10-167 Bharat Nagar, Hyderabad - 500 018 Ph: 040 – 23818475 / 76 Fax: 040 – 23868024 Email: info@vccilindia.com **Contact Person: Mr. E S K Prasad**
OFFER OPENS ON: JANUARY 31, 2011	**OFFER CLOSES ON: FEBRUARY 19, 2011**

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date
Public Announcement (PA)	Tuesday, December 7, 2010
Last date for announcement of competitive bid	Tuesday, December 28, 2010
Specified Date (for the purpose of determining the names of Shareholders to whom the letter of offer (LOF) will be sent)	Thursday, January 6, 2011
Date by which LOF will be dispatched to the Shareholders	Thursday, January 20, 2011
Date of opening of the Offer	Monday, January 31, 2011
Last date for revising the Offer Price / Number of Shares	Thursday, February 10, 2011
Last date for withdrawal of acceptance by the Shareholders	Thursday, February 17, 2011
Offer closing date	Saturday, February 19, 2011
Date by which rejection/acceptance would be intimated and date of payment of consideration of applications accepted	Saturday, March 5, 2011

RISK FACTORS

Risk Factors relating to the transaction

1. The Acquirer proposes to take control of the Target Company. The likely changes in the management of the Target Company shall be subject to compliance with Regulation 23(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 as amended.
2. Association of the Acquirer with the Target Company / taking control of the Target Company by the Acquirer does not warrant any assurance with respect to the future financial performance of the Target Company.
3. Further, shareholders should note that after the last date of withdrawal i.e. Thursday, February 17, 2011, Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tendered shares, the payment of consideration and other Offer obligations are completed.
4. The Share Purchase Agreement dated December 1, 2010 (SPA) contains a clause that in case of non-compliance of any provisions of Takeover Code, the SPA shall not be acted upon by the parties to the Agreement.
5. The transaction is subject to completion risks as would be applicable to similar transactions.

Risk Factors relating to the proposed offer

6. If the aggregate of valid responses exceeds the offer size, then the Acquirer will accept the valid applications on a proportionate basis in accordance with Regulation 21(6) of the Regulations.

7. The Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities and the Shareholders will not be able to trade such Shares. The Acquirer makes no assurance with respect to the market price of the Shares both during the Offer period and after 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.

Probable Risks involved in associating with the Acquirer

8. Association of the Acquirer with JIL/taking control of JIL by the Acquirer does not warrant any assurance with respect to the future financial performance of JIL

Disclosure by Manager to the Offer with respect to the following Regulations:

1. **Regulation 24(1)(e): Arihant Capital Markets Ltd.**, the Manager to the Offer does not hold any shares in the target Company
2. **Regulation 24(5A): Arihant Capital Markets Ltd.**, declare and undertake that they shall not deal in shares of the Target Company on their own account during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the offer.

TABLE OF CONTENTS

ABBREVIATIONS /DEFINITIONS

1.	Acquirer	Mrs. Tammineedi Sailaja W/o Mr. Tammineedi Balaji, residing at 8-2-293-82-NL-109, Plot No.109, MLA, MPs Colony, Road No.10C, Jubilee Hills, Hyderabad – 500 033
2.	ASE	Ahmedabad Stock Exchange
3.	BSE	Bombay Stock Exchange Limited
4.	Book Value	Book Value of each equity share as on the date referred to; calculated as follows: [Share Capital + Reserves (Net of revaluation reserves) – (Miscellaneous expenses to the extent not written off – Accumulated losses)]/ Number of shares
5.	DSE	Delhi Stock Exchange
6.	Eligible Persons	All owners of shares of Jyothi Infraventures Limited, registered or unregistered (other than Acquirer and Sellers) who own shares at any time prior to the closure of the Offer.
7.	EPS	Earnings Per Share / Earnings per Equity Share.
8.	FY	Period of 12 months ended March 31 for that particular year
9.	Form of Acceptance/FOA	Form of Acceptance-cum-acknowledgement.
10.	LOF	Letter of Offer.
11.	MOA	Memorandum of Association
12.	MSE	Madras Stock Exchange Limited
13.	Manager to the Offer / Merchant Banker	Arihant Capital Markets Ltd.
14.	Maximum Consideration / Total Consideration	Total Consideration payable by the Acquirer under this offer assuming full acceptance by eligible Person(s) for the offer, amounting to Rs. 48,00,080/-
15.	NRI(s)	Non Resident Indians and includes persons of Indian origin residing abroad
16.	Offer	Cash Open Offer made by the Acquirer for acquisition of 12,00,020 Equity Shares to the public shareholders of the Target Company
17.	Offer Price	Rs. 4/- per fully paid Equity Share and Re. 1/- per partly paid Equity Share
18.	PAT	Profit After Tax
19.	Persons eligible to participate in the Offer	All Equity Shareholders of the target Company other than the Acquirer and Sellers
20.	Persons not eligible to participate in the Offer	Acquirer and Sellers
21.	Public Announcement / PA	Announcement of the Offer made by the Acquirer to shareholders of Jyothi Infraventures Limited on Tuesday, December 7, 2010 which appeared in Financial Express, Jansatta, Navshakti and Andhra Prabha
22.	RBI	Reserve Bank of India
23.	Registrar to the Offer	Venture Capital and Corporate Investments Private Limited , the Registrar appointed by the Acquirer, having its office at 12-10-167, Bharat Nagar, Hyderabad-500 018; Tel : 040 – 23818475/23818476; Fax : 040–23868024; e-mail : info@vccilindia.com
24.	SEBI	Securities and Exchange Board of India
25.	SEBI (SAST) Regulations / the Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereof.
26.	Sellers	M. Srinivasa Prasad and M. Sunitha
27.	Shareholders	Shareholders of the Target Company
28.	Specified Date	Thursday, January 6, 2011
29.	Target Company / JIL / the company	Company whose shares are proposed to be acquired Viz. Jyothi Infraventures Limited (formerly Boss Securities Limited)

Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer anytime before the closure of the Offer.

1. **DISCLAIMER CLAUSE**

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT 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 DRAFT 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 THE SHAREHOLDERS OF JYOTHI INFRAVENTURES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES / 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 ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER ARIHANT CAPITAL MARKETS LTD HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 20, 2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the Offer

2.1.1 The Offer is being made in compliance with Regulations 10 and 12 of the Regulations for substantial acquisition of shares and change in control of the Company.

2.1.2 The Acquirer, Mrs. Tammineedi Sailaja, is making an Open Offer to the Public Shareholders (i.e. Shareholders other than the Acquirer and parties to the SPA) of Jyothi Infraventures Limited ("JIL", "the Target Company", "the Company") to acquire 12,00,020 Equity Shares of Rs.10/- each ("the offer") representing in aggregating 20% of the Share Capital (23.52% of voting capital) of the Target Company for cash at a price of Rs. 4/- per fully paid-up Equity Share and Re. 1/- per partly paid Equity Share ("the offer price"), subject to the terms and conditions mentioned hereinafter.

2.1.3 The Acquirer has entered into a Share Purchase Agreement ("SPA") dated December 1, 2010 whereby the Acquirer proposes to acquire fully paid equity shares from the sellers, at a negotiated price of Re.1/- per fully paid Equity Share as detailed herein below:

Shareholder	No. of Shares agreed to be sold	% of Share Capital of JIL	% of Voting Capital of JIL	Address & telephone Nos
M. Srinivasa Prasad	26,30,600	43.85	51.57	Plot No. 110, Road No. 10, Jubilee Hills, Hyderabad 500 033. Tel : 040-23555134
M Sunitha	12,50,000	20.83	24.50	Plot No. 110, Road No. 10, Jubilee Hills, Hyderabad 500 033. Tel : 040-23555134
	38,80,600	64.68	76.07	

Salient features of SPA

a) The Sellers shall handover the Original Delivery Instructions slips duly signed for transfer of their respective Shares to the Acquirer and the same will be retained and will not be transferred till the completion of Open Offer under SEBI (SAST) Regulations.

b) The sale and purchase of the Sale Shares shall be subject to compliance with the provisions of the SEBI (SAST) Regulations.

c) The Acquirer undertakes that in case of the public shareholding in the Company falls below 25% of its outstanding equity share capital, as result of the Open Offer, they will, in accordance with Regulation 21(2) of Takeover Regulations, facilitate the Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with the Takeover Regulations.

d) The sum of Rs.38,80,600 (Rupees Thirty Eight Lac Eighty Thousand Six Hundred) would be paid to the Seller(s) simultaneously with the execution of this Agreement as earnest money or deposit vide Cheque No. 515416 dated December 1, 2010 drawn on Axis Bank, Kukatpally Branch for Rs.26,30,600 and Cheque No. 515417 dated December 1, 2010 drawn on Axis Bank, Kukatpally Branch for Rs.12,50,000.

2.1.4 The Acquirer does not hold any equity share in the target company

2.1.5 Neither the Acquirer nor the Target Company nor the Sellers have been prohibited by the Securities and Exchange Board of India (hereinafter referred to as “SEBI”) from dealing in securities, in terms of direction under Section 11B of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as “SEBI Act”) or under any of the Regulations made under the SEBI Act.

2.1.6 The Acquirer does not have any representatives on the Board of the Target Company as on the date of the PA. However, the Acquirer proposes to reconstitute the board of directors of the Target Company as per proviso to Regulation 23(3)(a) of SEBI (SAST) Regulations, 1997 and/or upon completion of Open Offer formalities.

2.1.7 The Acquirer proposes to take control over the Target Company

2.1.8 In compliance with the terms of the SPA, a meeting of the Board of Directors of the Company will be held after completion of all formalities pertaining to this Offer, at which, such persons as the Acquirer may nominate shall be appointed as Directors and the resignation of present Directors of the Target Company will take effect. As on date, the Acquirer has not decided on the names of persons to be appointed on the Board of Directors of the Target company.

2.1.9 No approval is required from any lenders of funds to the Target Company with respect to the Open Offer.

2.1.10 The offer is not as a result of global acquisition resulting in indirect acquisition of the Company.

2.2 Details of the proposed offer

i. The Public Announcement in accordance with Regulation 15(1) of the Regulations was made in the following newspapers on Tuesday, December 7, 2010:

ii.

Newspaper	Language	Editions
The Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai
Andhra Prabha	Telegu	Hyderabad

The Public Announcement is also available on the SEBI website at www.sebi.gov.in

iii. The Acquirer is making the Offer in terms of Regulations 10 & 12 of the Regulations.

iv. The present offer is being made to all the shareholders of the Target Company (except the Acquirer and Sellers) to acquire upto 12,00,020 (23.52% of voting capital) Equity Shares of Rs.10/- each representing in aggregate 20% of the Share Capital of the Target Company for cash at a price of Rs. 4/- (Rupees Four only) per fully paid-up Equity Share and Re. 1/- (Rupee One only) per partly paid Equity Share.

v. The consideration will be paid in Cash.

vi. The offer is not subject to any minimum level of acceptance. The Acquirer will acquire all the equity shares of the Target Company that are validly tendered and accepted in terms of this offer subject to maximum of 12,00,020 Equity Shares.

vii. All shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

viii. The Share Capital of the Target Company comprises of 51,01,500 fully paid Equity Shares and 8,98,600 partly paid Equity Shares.

ix. The Acquirer has not acquired any shares of the Target Company after the date of PA till the date of this Letter of Offer.

x. This is not a competitive bid

2.3 OBJECT AND PURPOSE OF ACQUISITION AND FUTURE PLANS

2.3.1. The object of the Acquisition is to acquire substantial shareholding in the target company accompanied by control over management. The Acquirer proposes to undertake infrastructure related business operations new businesses subject to necessary approvals from shareholders and other concerned authorities.

2.3.2 Subject to satisfaction of the provisions under the Companies Act, 1956 and /or any other Regulation(s), the Acquirer intend to make changes in the management of the Target Company. It is proposed to induct new Directors on the Board of the Company. The Acquirer is yet to decide on the names of the persons who will be so inducted to the Board.

2.3.3 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target Company in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business as may be permissible. The Acquirer undertake that she shall not sell, dispose of or otherwise encumber any substantial assets of the target company except with the prior approval of the Shareholders of the target Company.

3. BACKGROUND OF THE ACQUIRER

3.1 Information about the Acquirer

3.1.1 Mrs Tammineedi Sailaja, wife of Mr. Mr. Tammineedi Balaji is about 44 years old. She resides at 8-2-293-82-NL-109, Plot No.109, MLA, MPs Colony, Road No.10C, Jubilee Hills, Hyderabad – 500033. (Tel no: 040 23543377, Fax No: 040 23418836, e-mail id: tammineedisailaja@gmail.com)

The Net Worth of Mrs Tammineedi Sailaja as on 30th November, 2010 is Rs. 13,40,27,839/-(Rupees Thirteen Crores Forty Lakhs Twenty Seven Thousand Eight Hundred Thirty Nine Only) as per certificate dated December 1, 2010, issued by Mr. M. Madhusudhana Reddy, Proprietor of M/s M M Reddy & Co., Chartered Accountants, having their office at G-8, Amrutha Ville Apartments, Right Wing, Opp: Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad-500 082 (Membership No.213077), Tel No: 040 40272617, e-mail id: mmreddyandco@gmail.com.

Mrs. Tammineedi Sailaja has 15 years of administrative experience in private sector. She has completed her graduation in Commerce. She has acquired fair knowledge of investments in securities and has been managing her own investments. She is also a promoter director of Jyothi Steel Industries (India) Private Limited and was a Director in Jyothi Dairy Private Limited for the period from April 1, 1996 to October 1, 2009. These companies being private limited company, are not listed on any Stock Exchanges.

The Acquirer is Promoter Director of Jyothi Steel Industries (India) Private Limited (JSIPL). Apart from JSIPL, she is not presently holding directorship in any Company listed or unlisted. Details of JSIPL are as under:

a.	Name of Company	Jyothi Steel Industries (India) Private Limited
b.	Date of Incorporation	May 29, 2009
c.	Nature of Business	Incorporated with the object of manufacture of ferro alloys & other steel materials

JSIPL is yet to commence business operations. The brief financial data of JSIPL for financial year ended March 31, 2010 based on the audited statements are given hereunder:

Financial Highlights Rs. in lakhs

	31/03/2010
Income	-
Profit/(Loss) After Tax	-
Equity Share Capital	2.00
Reserves & Surplus	-
Net worth (net of intangibles)	2.00
Earnings Per Share (Rs.)	-
Net Asset Value (Rs.)	-

JSIPL is not a sick industrial company.

3.1.2 There are no persons acting in concert with the Acquirer.

3.1.3 The Acquirer does not have any representatives on the Board of Directors of the Target Company. None of the Directors of the target Company represent the Acquirer.

3.1.4 Compliance with requirements of Chapter II of the Regulations is not applicable to the Acquirer since she does not hold any shares of JIL as on the date of PA.

3.1.5 Mr. M. Madhusudhana Reddy, Proprietor of M/s M M Reddy & Co., Chartered Accountants, having their office at G-8, Amrutha Ville Apartments, Right Wing, Opp: Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad-500 082 (Membership No. 213077), Tel No: 040 40272617, e-mail : mmreddyandco@gmail.com has certified vide certificate dated December 1, 2010 that the net worth of Mrs. Tammineedi Sailaja as on November 30, 2010, is Rs. 13,40,27,839 (Rupees Thirteen Crores Forty Lakhs Twenty Seven Thousand Eight Hundred Thirty Nine Only) and that the Acquirer has sufficient resources to fulfill the obligation under this Open Offer.

3.1.6 The Acquirer has not been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act, 1992.

3.1.7 The Acquirer has neither promoted any listed Company nor has control over any listed Company.

3.2 Disclosure in terms of Regulation 16(ix)

- The Acquirer has entered into an SPA to acquire equity shares of Rs. 10 each of the Target Company, representing 64.68% of the Share Capital of the target company (76.07% of the voting Capital of the Company). This acquisition is thus a substantial acquisition of shares along with the voting rights in the Target Company which will enable the Acquirer to gain control of the Company. As a result of this acquisition, provisions of Regulations 10 & 12 of the Regulations have been attracted. The Acquirer is making an offer to acquire 12,00,020 equity shares of Rs. 10 each being 20% of the share capital (23.52% of the voting Capital) of the Target Company in order to comply with the provisions of the Regulations.
- The Acquirer envisages that on acquiring substantial shares and taking over control of the Target Company, she will be in a position to improve the business of the company by infusing fresh funds into the target company.
- The Acquirer does not plan to dispose off or otherwise encumber any asset of the target Company in the next 2 years except in the ordinary course of business of the Company. The Acquirer undertakes not to sell / dispose off or otherwise encumber any substantial asset of the target Company except with the prior approval of the shareholders of the Company.

4. DISCLOSURE UNDER REGULATION 21(2)

Pursuant to this Offer, the Public Shareholding in the Target Company may fall below 25% of its outstanding equity share capital. The Acquirer will, in accordance with Regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the target company to raise the level of Public Shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A of the Listing Agreement and in compliance with SEBI (SAST) Regulations, 1997.

The Acquirer undertakes to bring the public shareholding to atleast 25% within next three years thereby ensuring continuous listing with the Stock Exchanges.

5. BACKGROUND OF THE TARGET COMPANY

5.1.1 The Company was incorporated under the Companies Act, 1956 as Boss Securities Limited on March 29, 1995 in the State of Andhra Pradesh and obtained Certificate of Commencement of Business on April 7, 1995. The name of the Target Company was changed to its present name as “Jyothi Infraventures Limited” and a fresh Certificate of Incorporation was issued by Registrar of Companies, Andhra Pradesh, Hyderabad on December 5, 2009.

The Registered Office of the Company is situated at Plot No.13, Kavuri Hills, Madhapur, Hyderabad–500081.Tel: (040) 23353337, Fax: (040) 40036584, email-id: jyothiinfra@gmail.com

The promoters of the Company are Mr. Srinivasa Prasad and Mrs. M Sunitha. Their present equity shareholding in the company is given below:

Name	No. of Shares held	% of Share Capital	% of Voting Capital
M. Srinivasa Prasad	26,30,600	43.85	51.57
M Sunitha	12,50,000	20.83	24.50
	38,80,600	**64.68**	**76.07**

The Company came out with its maiden public issue in January 1996.

5.1.2 The authorised share capital of the Company as on date is Rs. 6,25,00,000, comprising 62,50,000 Equity Shares of Rs. 10/- each. None of the Shares are subject to Lock in. There are no outstanding warrants, options or convertible instruments convertible into Equity Shares on a later date.

5.1.3 The Target Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services of India Ltd (CDSL) for offering Shares in dematerialized form. The Marketable lot for the Shares of the target company in physical form is 100 and in demat form is 1. The ISIN Number of Equity Shares in dematerialized form is INA681K01018.

5.1.4 The main object of the target Company upon incorporation was to carry on the business of an investment trust company and to deal in shares and securities. A special resolution has been passed by the shareholders of the target Company through postal ballot, the result of which was declared on November 20, 2009, approving the alteration of main objects of the target Company. The shareholders authorised commencement of business of promoting and developing infrastructure projects and related activities.

The target Company is making efforts to commence the business of construction during the financial year 2011-12. Later the target Company intends to enter into Infrastructure projects after raising the necessary financial resources in the Company.

5.1.5 The Company has no Subsidiaries.

5.1.6 The Company has not declared any Dividend in the last 5 years.

5.1.7 None of the Directors of the Company represent the Acquirer.

5.1.8 Equity Shares of the Target Company are listed on Bombay Stock Exchange Limited (BSE), Ahmedabad Stock Exchange Limited (ASE), Madras Stock Exchange Limited (MSE) and Delhi Stock Exchange Limited (DSE). The scrip is suspended for trading on BSE since January 4, 1999. The scrip is also suspended from trading on ASE, MSE and DSE. The Equity Shares of JIL is also listed on Hyderabad Stock Exchange Limited. Hyderabad Stock Exchange Limited is derecognised by the SEBI by notification dated 19th September 2007. The shares are not admitted as permitted security in any other Stock Exchange. The target company has also received notices in the past from BSE for non-compliances of various listing agreement including issuance of shorter notice for book closure, non-filing of reports etc. JIL has confirmed that they have paid listing fees to Stock Exchanges upto FY 2011 and all compliances have since been made by them and are pursuing with the above Stock Exchanges for revocation of the suspension.

The target Company’s Shares were suspended for trading in the Stock Exchanges for non-compliances of the listing agreement. The target Company has confirmed having since complied with the requirements including payment of the listing fees to the Stock Exchanges and are pursuing with the Stock Exchanges for revocation of the suspension.

5.1.9 There has not been any merger or demerger or spin off of activity in the preceding 3 years. The Company has however amended its main objects after complying with the applicable provisions of law in this behalf.

5.1.10 JIL has complied with the provisions of Clause 49 of the Listing Agreement pertaining to Corporate Governance. Statutory Auditors have certified compliances of conditions of Corporate Governance and this certificate is attached with Annual Report of the target company

5.1.11 The Compliance Officer of the Target Company is G. Srinivasa Raju, Contact No. 040 - 23353337, Fax : 040 - 40036584, e-mail id : gsrivas_2000@yahoo.com. The compliance officer will be available at the address of the Registered Office of the company.

5.1.12 The Target Company has certified that there are no pending litigations against the Company.

5.1.13 The Share Capital structure of the Company is mentioned below:

Paid up Equity Shares of the Company	No. of Shares / Voting Rights	% of Shares w.r.t. total equity capital	%of Shares w.r.t voting capital
Fully paid equity shares	51,01,500	85.02%	100%
Partly paid equity shares	8,98,600	14.98%	N.A.
Total equity shares	60,00,100	-	-
Total voting shares in the Company	51,01,500	85.02%	100%

5.1.15 The present authorised capital of the company is Rs.6,25,00,000 divided into 62,50,000 Equity shares of Rs. 10/- each.

5.1.16 Build up of Current paid up Capital

Date of allotment	No. & % of shares issued		Cumulative paid up capital	Mode of allotment	Identify of allottees	Status of compliance with SEBI (SAST) Regulations / other Regulations
On Incorporation	450	0.01	450	Subscribers to MOA	Promoters	N.A.
30/06/95	32,49,550	54.16	32,50,000	Private Placement	Promoters	N.A
18/07/95	12,50,000	20.83	45,00,000	Private Placement	Promoters & PACs	N.A
07/02/96	15,00,100	25.00	60,00,100	Issued in terms of IPO	Public	N.A

5.1.17 Change in Shareholding of promoters and position of Compliance

Build-up of promoters holding

Date	*Opening Balance*		*Shares acquired*	*Mode of acquisition*	*Shares transferred*	*Closing Balance*		*Increase/ (decrease)*	*Status of compliance*
	Shares	*%*				*Shares*	*%*		
31/03/96	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/97	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/98	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/99	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/00	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/01	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/02	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/03	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/04	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/05	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/06	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/07	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/08	*45,00,000*	*75.00*	-	-	-	*45,00,000*	*75.00*	-	-
31/03/09	*45,00,000*	*75.00*	-	-	*3,69,400*	*41,30,600*	*68.84*	*(6.16)*	***Note 1***
31/03/10	*41,30,600*	*68.84*	-	-	-	*41,30,600*	*68.84*	-	-
27/11/10	*41,30,600*	*68.84*	-	-	*2,50,000*	*38,80,600*	*64.68*	*(4.16)*	***Note 2***

Note 1

3,69,400 Equity Shares pertains to persons who were classified as PACs and were included in the promoters' group for shareholding purpose till March 2008. From March 2009 onwards, the company regrouped their holding under public category and accordingly the promoters' holding stands at 68.84%.

Note 2

Mr. M Srinivas Prasad, Promoter of JIL has sold 2,50,000 Equity Shares through an off-market deal on November 27, 2010. The compliances under Regulation 7(1A) of the Regulations and under Regulation 13 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 has been made on November 29, 2010.

5.2 There is no outstanding instrument in the nature of warrants / fully convertible debentures /partly convertible debentures, etc. convertible into equity shares on any later date.

5.3 The Promoters of the Company who are also Sellers and who are also the major shareholders have been filing the returns regularly under Chapter II of SEBI (SAST) Regulations. However, there have been delay in compliances of Chapter II of the Regulations by the target Company as under :

Regulation	Due Date of compliance	Date of compliance	Delay (days)
6(2)	20/05/1997	12/06/2010	4,772
6(4)	20/05/1997	12/06/2010	4,772
8(3)	30/04/1998	12/06/2010	4427
8(3)	30/04/1999	12/06/2010	4,062
8(3)	30/04/2000	12/06/2010	3,696
8(3)	30/04/2001	12/06/2010	3,331
8(3)	30/04/2002	12/06/2010	2,966
8(3)	30/04/2003	12/06/2010	2,601
8(3)	30/04/2004	12/06/2010	2,235
8(3)	30/04/2005	12/06/2010	1,870
8(3)	30/04/2006	12/06/2010	1,505
8(3)	30/04/2007	10/04/2007	-
8(3)	30/04/2008	04/12/2009	583
8(3)	30/04/2009	04/12/2009	218
8(3)	30/04/2010	28/04/2010	-

The delay in compliance of the said Regulations may attract appropriate action by SEBI against the Company / Promoters.

During the FY 2001 to 2007, the shareholding patterns filed with BSE under Clause 35 of the Listing Agreement do not match with the filings done under SEBI (SAST) Regulations. The target company has attributed the discrepancies in shareholding and financial results to acts of malfeasance on the part of certain persons against whom it had lodged an FIR in April 2007. The target Company has also informed BSE about the discrepancies and submitted corrected data on shareholding pattern to them on July 26, 2010. The data on BSE records stands rectified accordingly since March 2007 quarter.

5.4 **As on the date of the PA the composition of the Board of Directors of the target Company is as follows:**

Name	**Date of appointment**	**Residential Address**	**Designation**
Mr. Srinivasa Prasad Moturi	09.04.2007	Plot No.110, Road No.10, Jubilee Hills, Hyderabad - 500033	Director
Mr. Sunkara Venkata Hanumantha Rao	09.04.2007	401, Shalimar Apartments, Yousuf Guda, Madhura Nagar, Hyderabad – 500045	Managing Director
Mr. Teegala Anil Kumar	01.09.2008	Plot No.40, Flat No.G 1, Vishnu Masion, Srinagar Colony, Hyderabad - 500 073	Director
Mr. Vuyyuru Lakshmana Rao	01.09.2008	13-6-462/B/22, Dwaraka Nagar, Karwan, Hyderabad - 500007	Director
Mr. Srinivas Raju Godavarthi	01.09.2009	8-3-1100/B/106, Anuman Mansion, Srinagar Colony, Hyderabad – 500 073	Director
Mr. Sujan Challagulla	01.09.2009	H.no M15 3 Incline Bunglow Area, Kothagudem, Khammam - 507119	Director

5.5 Experience, Qualification and date of appointment of the Board of Directors

Name & DIN	Age & Qualification	Experience in brief
Mr. Srinivasa Prasad Moturi DIN : 01875304	Age: 48 years Qualification: Bachelor's degree in Management	20 years experience in general administration and production of bio-diesel.
Mr. Sunkara Venkata Hanumantha Rao DIN : 01895904	Age: 61 years Qualification: Master's degree in Literature	25 years experience in management and administration in companies in India and overseas.
Mr. Teegala Anil Kumar DIN : 02069416	Age: 41 years Qualification: Bachelor's degree in Engineering	Having more than 10 years of experience in multimedia and animation sector.
Mr. Vuyyuru Lakshmana Rao DIN : 02446814	Age: 39 years Qualification: Bachelor’s degree in Law	He has more than 10 years of experience in legal practice in Hon’ble High Court of Andhra Pradesh
Mr. Srinivas Raju Godavarthi DIN : 01677606	Age: 39 years Qualification: M.Com, LL.B.	He has 10 years experience in Management & Administration in infrastructure companies in India.
Mr. Sujan Challagulla DIN : 02810450	Age: 29 years Qualification: Post Graduate in Business Management	He has 4 years experience in Management & administration in Indian Private Sector IT Companies.

Note: None of the Directors represent the Acquirer

5.6 There been no merger/de-merger or spin off during the last three years involving the Target Company

5.7 The brief audited financial details of the Company for the preceding three financial years and as on June 30, 2010 are :

Profit & Loss Account (Rs. in lakhs)

Particulars	30/06/2010	31/03/2010	31/03/2009	31/03/2008
Income from Operations	0.07	0.26	0.15	0.20
Other Income	0.00	0.00	0.00	0.00
Total Income	**0.07**	**0.26**	**0.15**	**0.20**
Provisions for bad and doubtful advances	357.42	0.00	0.00	0.00
Rates and taxes	0.00	5.75	0.00	0.00
Other Expenditure	0.13	0.32	0.25	0.63
Total Expenditure	357.55	6.07	0.25	0.63
Profit/(Loss) Before Depreciation, Interest and Tax	(357.48)	(5.80)	(0.10)	(0.43)
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00
Profit/(Loss) Before Tax	(357.48)	(5.80)	(0.10)	(0.43)
Provision for Tax	0.00	0.00	0.00	0.00
Profit/(Loss) after Tax	(357.48)	(5.80)	(0.10)	(0.43)

Balance Sheet (Rs. in lakhs)

Particulars	30/06/2010	31/03/2010	31/03/2009	31/03/2008
Sources of Funds				
Share Capital				
Issued, subscribed & Paid-up	600.01	600.01	600.01	600.01
Less : Calls in arrears	44.93	44.93	45.54	45.54
	555.08	**555.08**	**554.47**	**554.47**
Reserves & Surplus	0.23	0.23	0.23	0.23
Secured Loans				-
Unsecured Loans				-
Total	**555.31**	**555.31**	**554.70**	**554.70**
Uses of Funds				
Net Fixed Assets			-	-
Investments	171.46	171.46	171.46	171.46
Net Current Assets	(2.89)	354.58	359.79	359.88
Miscellaneous expenditure not written off	17.36	17.36	17.36	17.36
Profit & Loss A/c	369.38	11.91	6.09	6.00
Total	**555.31**	**555.31**	**554.70**	**554.70**

The Company did not have any significant business operations during the aforesaid period and hence income from operations is negligible

Other Financial Data

Particulars	30/06/2010	31/03/2010	31/03/2009	31/03/2008
Dividend (%)	-	-	-	-
EPS (Rs.)	-	-	-	-
Return on Networth (%)	-	-	-	-
Book Value per Share (Rs.)	3.04	9.48	9.58	9.58

Note : The auditors M/s M M Reddy & Company, Chartered Accountants, have qualified their Report for the FY 2008, FY 2009 and FY 2010, stating that the Company has not made any provision in respect of Rs. 3,57,41,950/- which are long outstanding and not recovered and included in loans and advances. Consequently, the loss for these years has been understated by the said amount.

5.8 **Pre and Post-Offer share holding pattern of the Target Company on the basis of issued, subscribed, paid-up and voting equity share capital as on the date of LOF is as follows:**

Share holders Category	**Shareholding & voting right prior to the acquisition and offer (A)**		**Shares/voting agreed to be acquired which triggered off the Regulation (B)**		**Shares/voting right to be acquired in open offer (Assuming full Acceptance) (C)**		**Shareholding/ voting rights after acquisition & offer (A)+(B)+(C)=(D)**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) PROMOTER GROUP								
(a) Parties to the agreement								
M Srinivas Prasad	26,30,600	43.84	(26,30,600)	(43.84)	NIL	-	NIL	-
M Sunitha	12,50,000	20.84	(12,50,000)	(20.84)	NIL	-	NIL	-
Total (a)	**38,80,600**	**64.68**	**(38,80,600)**	**(64.68)**	**NIL**	**-**	NIL	-
(b) Other than parties to the agreement								
NIL	-	-	-	-	NIL	-	NIL	-
Total (b)	-	-	-	-	**NIL**	-	-	-
TOTAL (a) + (b)	**38,80,600**	**64.68**	**(38,80,600)**	**(64.68)**	**NIL**	**-**		
(2) ACQUIRER Mrs. T Sailaja	-	-	38,80,600	64.68	12,00,020	20.00	50,80,620	84.68
Total2	-	-	**38,80,600**	**64.68**	**12,00,020**	**20.00**	**50,80,620**	**84.68**
(3) Parties to agreement other than 1 and 2	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(4) Public (other than parties to agreement/acquirer)								
(a) FIs/MFs/FIIs Banks	-	-	-	-	-	-	-	-
(b) Others								
(1) Private & Corporate bodies	-	-	-	-	-	-	-	-
(2) NRIs/OCBs	-	-	-	-	-	-	-	-
(3) Indian Public	21,19,500	35.32	-	-	(12,00,020)	(20.00)	9,19,480	15.32
(4) Clearing members	-	-	-	-	-	-	-	-
Total (4) (a+b)	**21,19,500**	**35.32**	**-**	**-**	**(12,00,020)**	**(20.00)**	**9,19,480**	**15.32**
Grand Total (1+2+3+4)	**60,00,100**	**100.00**	**-**	**-**	**-**	**-**	**60,00,100**	**100.00**

Note:

1) The actual Post-Offer Shareholding of Public would depend on the response of public shareholders to the present Open Offer.
2) The number of Shareholders under Public Category, i.e. under 4 above, on the Specified Date is 920.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer price

6.1.1 The equity shares of the Target Company are listed on the ASE, MSE, DSE and BSE. The Shares are not admitted as permitted Security in any other Stock Exchange

6.1.2 In view of the suspension in trading, there has been no trading in the shares of the Target Company on BSE, ASE, MSE and DSE during 6 calendar months preceding the month in which the PA was made. Hence, the equity shares of the Target Company are deemed as infrequently traded on all Stock Exchanges within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.

Name of Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month in which PA was made	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
BSE	-	60,00,100	-
ASE	-	60,00,100	-
DSE	-	60,00,100	-
MSE	-	60,00,100	-

Therefore the Offer Price of Rs.4/- (Rupees Four only) per fully paid Equity Share of Rs.10/- each and Re. 1/- (Rupee One only) per partly paid Equity Share (Rs. 5/- paid-up) is justified in terms of Regulation 20(5) and the same has been determined after considering the following facts:

PARTICULARS	Price (Rs. per share)
1. Negotiated price	Re.1 per fully paid share
2. Highest price paid by the Acquirer or Persons Acting in Concert for acquisition, if any, 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.	Acquirer has not acquired any shares of JIL other than as proposed in the SPA. Hence not applicable
3. Average of weekly high and low of the Closing Prices on the stock exchange where the Shares are most frequently traded, during the 26 weeks preceding the date of Public Announcement	N.A.
4. The average of the daily high and low prices at the Stock Exchanges in the 2 weeks preceding the date of Public Announcement	N.A.
5. Highest of the above	1.00
6. Offer price	
- Fully Paid Shares	4.00
- Partly Paid Shares	1.00
7. Other Parameters Based on audited financials as on 30/06/2010	
Return on Net-worth (%)	Negative
Book Value per Share (Rs.)	3.04
Earnings Per Share (Rs.)	Negative
Price Earning Multiple (based on offer price of Rs. 4.00)	N.A.

The partly paid-up shares of the target Company are paid to the extent of Rs. 5/- per Share and balance of Rs. 5/- per share together with interest thereon is unpaid. The acquirer proposes to acquire partly paid-up Shares tendered, if any, in the open offer at a price of Re. 1/- per share in the interest of holders of such partly paid-up shares.

The alternate pricing arrived at based on the 'Book Value', Profit Earning Capacity Value (PECV)' and 'Market Value' to arrive at the Fair Value of the Equity Shares of the target company (weights assigned in accordance with the view of Hon. Supreme Court of India in Hindustan Lever Employees Union Vs. Hindustan Lever Limited 1995 (83 com. Case 30)) :

Method 1 – Book Value

(Rs. in lakhs)

Particulars	As on 30/06/2010
Paid up Share Capital	555.08
Reserves & Surplus	0.23
Less: Miscellaneous Expenditure not written off	17.36
Less: Profit & Loss Account	369.38
Networth	168.57
Number of Shares (in lakhs)	55.51
Book Value (Rs.)	3.04

Method 2 – PECV

	31/03/2008	31/03/2009	31/03/2010	30/06/2010
PAT (Rs. in lakhs)	(0.43)	(0.10)	(5.80)	(0.24)*
Capitalisation Rate	15%	15%	15%	15%
Capitalised Value	(2.87)	(0.67)	(38.67)	(1.60)
Weights	1	2	3	4
Weighted Profit	(2.87)	(1.33)	(116.00)	(6.40)

*Annualised after excluding extra-ordinary/non-recurring item

Weighted Average profit (Rs. in lakhs) - (12.66)
No. of Shares (lakhs) - 55.51
PECV per Share (Rs.) - (0.23)
i.e. PECV - 0 or Nil

Method 3 – Market Price

The shares of the company are suspended for trading on BSE and other stock exchanges. There has been no trading in the shares of the Target Company on Stock Exchanges during last 6 calendar months preceding the month in which the PA was made. Hence, the equity shares of the Target Company are deemed as infrequently traded on all Stock Exchanges within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations. Hence, market price of the share is to be taken as Nil.

Valuation

Applying weights assigned in accordance with the view of Hon. Supreme Court of India in Hindustan Lever Employees Union Vs. Hindustan Lever Limited 1995 (83 com. Case 30), the valuation will be as under:

Method	Value per Share	Weights	Weighted Values
(A) Book Value (Rs.)	3.04	1	3.04
(B) PECV (Rs.)	-	2	-
(C) Market Price (Rs.)	-	2	-
Total (A) + (B) + (C)		5	3.04
Weighted Average of A, B & C			**0.61**
Offer Price for fully paid Equity Shares (Rs.)			**4.00**

Hence the offer price of Rs. 4.00 per fully paid equity share is justified.

Non-compete Fee:
The Acquirer has not entered into any agreement for payment of non-compete fee and has not made payment of any non-compete fees.

Except for the negotiated / SPA price, no compensation, either directly or indirectly, is being given to the sellers under the SPA

6.1.3 The Acquirer shall not acquire any shares in the Company during the Offer Period except in compliance with the Regulations and the details of such acquisitions shall be disclosed to the Stock Exchanges and to the Merchant Banker within 24 hours thereof in terms of Regulation 22(17) of the Regulations.

6.1.4 If the Acquirer acquires shares after the original PA and upto 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 the acceptances received under the Offer. Any such revision in the Offer Price shall be notified by advertisement in the same newspapers in which the PA has appeared.

6.2 **Financial arrangements:**

6.2.1 The maximum fund requirement for the Offer assuming full acceptance will be Rs. 48,00,080/- (Rupees Forty Eight Lakhs Eight only). In accordance with Regulation 28 of the Regulations, the Acquirer have deposited Rs.12,00,020/- being 25% of the amount payable to the Shareholders of JIL, (assuming full acceptance by the shareholders) in an Escrow Account with Karur Vysya Bank Limited, Manikonda Branch, Plot No. 33, Friends Colony, Near Seven Tombs, Behind Dream Vailey, Puppalaguda, Manikonda, Hyderabad – **500075** and a lien has been marked on the same in favour of the Manager to the Offer.

6.2.2 The Acquirer has duly empowered M/s Arihant Capital Markets Limited, the Manager to the Open Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

6.2.3 Mr. M. Madhusudhana Reddy, Proprietor of M/s M. M. Reddy & Co., Chartered Accountants, having their office at G-8, Amrutha Ville Apartments, Right Wing, Opp: Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad-500 082 (Membership No.213077), Tel No: 040-40272617, e-mail : mmreddyandco@gmail.com has certified vide certificate dated December 1, 2010 that the net worth of Mrs. T Sailaja as on November 30, 2010, is Rs. 13,40,27,839/- (Rupees Thirteen Crores Forty Lakhs Twenty Seven Thousand Eight Hundred Thirty Nine Only) and that the Acquirer has sufficient resources to fulfill the obligation under this Open Offer.

6.2.4 The Acquirer, in compliance of Regulation 22(11) of the Regulations has made firm financial arrangements to fulfill the obligations under the Offer.

6.2.5 The Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations and confirms that firm arrangements for funds and money for payment through verifiable means are already in place to fulfill the Offer obligations.

7. **TERMS AND CONDITIONS OF THE OFFER**

7.1 **Operational terms and conditions:**

A. The Offer is being made in compliance with the provisions of Regulations 10 and 12 and other applicable provisions of the Regulations for the purpose of substantial acquisition of equity shares accompanied by change in control and management of the target Company.

B. The acceptance of the Offer is entirely at the discretion of the equity shareholders of the Target Company and each shareholder (except Acquirer and parties to SPA) of the Target Company holding equity shares to whom this Offer is being made is free to offer his shareholding in the company, in whole or in part while accepting the Offer.

C. Accidental omission to dispatch this Letter of Offer or any further communication to any person to whom this Offer is made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

D. The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

E. The acceptance of the Offer must be unconditional and should be sent in the attached Form of Acceptance along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the collection centres mentioned in Para 8.1 under "Procedure for Acceptance and Settlement" on or before Saturday, March 5, 2011. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

F. The Offer is not subject to any minimum level of acceptance. The Acquirer will acquire all the equity shares of the Target Company that are validly tendered and accepted in terms of this Offer subject to maximum of 12,00,020 equity shares of Rs. 10/- each representing 20% of the Share Capital of the Company.

G. All shares tendered under this Offer should be free from any charge, lien or encumbrances of any kind whatsoever.

H. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The equity shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

I. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. upto Thursday, February 17, 2011.

J. If the aggregate of the valid responses to the Offer exceeds 20% of the equity share capital of the Target Company, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21 (6) of the Regulations.

K. In case of withdrawal of Offer, in terms of Regulation 27 of the regulations, the same would be informed by way of an Announcement in the same newspapers in which the original Public Announcement had appeared.

7.2 **Locked in Shares:**

There are no locked-in shares.

7.3 **Eligibility for accepting the Offer**

A. The Letter of Offer shall be mailed to all Equity Shareholders / Beneficial Owners holding Shares in dematerialized form (except the acquirer) whose names appear in the register of Members of Target Company or whose names appear on the beneficial records of the respective Depository Participant, at the close of business hours on the specified date i.e.Thursday, January 6, 2011.

B. This Offer is also open to persons who own Equity Shares in the Target Company but are not registered Shareholders / beneficial owners holding Shares in dematerialized form, as on the "Specified date".

C. All Equity Shareholders/Beneficial Owners holding Shares in dematerialized form (except the acquirer and the persons acting in concert) who own Equity Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.

D. The Form of acceptance cum Acknowledgement and other documents required to be submitted herewith, will be accepted during the offer period by the Registrar to the Offer as per the details mentioned in para 8.1 below.

E. The Public Announcement, Letter of Offer, the Form of Acceptance and Form of Withdrawal will also be available at SEBI's website: www.sebi.gov.in. In case of non-receipt of Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance cum Acknowledgement or Form of Withdrawal from the SEBI website for applying in the Offer or to withdraw from the Offer.

F. Unregistered Equity Shareholders who have sent the Share Certificates for transfer to the target Company/its Share Transfer Agent, and not received them back or hold Shares of the target Company without being submitted for transfer or those who hold the shares in Street Name shall also be eligible to participate in this Offer.

G. **Unregistered Equity Shareholders and those who apply in plain paper will not be required to provide any Indemnity.**

H. Unregistered Shareholders may follow the same procedure for accepting the offer or withdrawing from the offer pursuant to acceptance, as mentioned above for registered Shareholders.

I. The acceptance of this Offer by the Equity Shareholders of the Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

J. The acceptance of this Offer is entirely at the discretion of the Equity Shareholders of the target Company.

K. The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms etc. during transit and the Equity Shareholders of the target Company are advised to adequately safeguard their interest in this regard.

L. The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.

M. The instructions, authorisations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute part of the terms of the Offer.

N. The Manager to the Offer shall submit a final report to SEBI within 45 days of closure of the Offer in accordance with Regulation 24 (7) of the Regulations.

O. For any assistance please contact Arihant Capital Markets Limited, Manager to the Offer or Venture Capital and Corporate Investments Private Limited, the Registrar to the Offer.

7.4 **Statutory Approvals :**

A. As on the date of this Letter of Offer, no approvals are required by the acquirer to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

B. Barring unforeseen circumstances, the Acquirer would endeavour to obtain all approvals, if any, within 15 days from the date of closure of the Offer. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders for delay beyond 15 days, as may be specified by SEBI.

C. In case the Acquirer fail to obtain requisite statutory approval in time, on account of any wilful default or neglect or inaction or no-action, then action in terms of Regulation 22(13) will be initiated by SEBI.

D. No approval is required to be obtained from Target Company's Banks/Financial Institutions for the offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 ACCEPTANCE OF THE OFFER

8.1.1 Name and Address of the persons (Registrars to the Offer) to whom the Equity Shares alongwith documents required to be submitted therewith, should be sent including name of the contact person, telephone no., fax no. etc.

Registrars to the Offer	Working days and timings	Mode of delivery
Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500 018. Ph: 040 – 23818475/23818476; Fax: 040 – 23868024 Email: info@vccilindia.com Contact person: Mr. ESK Prasad	**Monday to Friday** 10.00 a.m. to 5.00 p.m. **Saturday** 11.00 am to 2.00 pm	By Post/Courier/ Hand delivery

8.1.2 Shareholders holding Equity Shares in physical form and wishing to tender their Equity Shares will be required to send their form of acceptance, original Share certificates and transfer deeds to the Registrar to the Offer: Venture Capital and Corporate Investments Private Limited either by hand delivery or by Registered Post, to reach them on or before the closure of the Offer, i.e. Saturday, February 19, 2011 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance. In case the Share Certificate(s) and Transfer Deeds are lodged with the company/its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) the Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by the Company/its transfer agents for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent along with.

8.1.3 Beneficial owners (holders of Equity Shares in Dematerialized Form) who wish to tender their Equity Shares will be required to send their Form of Acceptance-cum-acknowledgement along with a photocopy of the delivery instructions in “Off –market” mode or counterfoil of the delivery instruction in “Off –market” mode, duly acknowledged by the Depository Participant (DP) in favor of the Special Depository Account opened by the Registrar to the Offer, in accordance with instructions specified in this Letter of Offer and in the Form of Acceptance-cum-acknowledgement. The details of the Special Depository Account are given below:

DP Name	R L P Securities Private Limited
DP ID	12043400
Account Name	VCCIPL-ESCROW ACCOUNT JIVL-OPEN OFFER
Client ID	00057321

8.1.4 The Acceptance Form alongwith Share Certificates/copy of delivery instruction to DP and other relevant documents shall be sent to the Registrars only. The same shall not be sent to the Acquirer, Target Company or Manager to the Offer.

8.2. **Procedure for acceptance of the Offer by unregistered Shareholders, owners of Shares who have sent them for transfer or those who did not receive the Letter of Offer**

8.2.1 Accidental omission to dispatch the Letter of Offer to any person will not invalidate the Offer in any way.

8.2.2 In case of non-receipt of the Letter of Offer, the eligible person(s), holding Equity Shares of the Target Company in physical form, may send his/her/their consent on plain paper stating the name, address, number of Shares held, distinctive numbers, certificate numbers and the number of Equity Shares offered along with the Share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer so as to reach them on or before the closure of the Offer.

8.2.3 In case of non receipt of the Letter of Offer, beneficial owners holding Equity Shares in dematerialized form, may send their applications 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 photocopy of the delivery instruction in “Off-market”, or counterfoil of the delivery instruction in Off-market” mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer on or before the closure of the Offer.

8.2.4 In case the Share Certificate(s) and Transfer Deeds are lodged with the Company/its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by the Company/its Share Transfer Agent, for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of memorandum & Articles of Association, shall also be sent along with.

Unregistered owners holding Equity Shares in physical Form should enclose

(i) Form of Acceptance-cum-acknowledgement duly completed and signed in accordance with instructions contained therein, by all Shareholders whose names appear on the Share certificates.

(ii) Original Share Certificates.

(iii) Original broker contract note of a registered broker of a recognized Stock Exchange

(iv) Valid Share transfer form as received from the market. The details of the buyer should be left blank. If the details of buyer are filled in, the tender will not be valid under the Offer. All other requirements for valid transfer will be pre-conditions for acceptance.

8.3 The Acquirer shall accept all valid fully paid up Shares tendered (except those, which are withdrawn, within the date specified for withdrawal).

8.4 If the number of Equity Shares offered by the Shareholders is more than the Offer size, then the acquisition from each Shareholder will be as per Regulation 21 (6) of the SEBI (SAST) Regulations, on proportionate basis.

8.5 The market lot for the Company's Shares in physical mode is 100 and in demat mode 1 (one)

8.6 Consideration for Equity Shares accepted will be paid by Crossed Account Payee Cheque drawn at Mumbai and sent by Registered Post/Under Certificate of Posting.

8.7 The Equity Shares Certificate(s) and the transfer form (s) or Shares transferred to the Special Depository Account together with the Acceptance Form submitted by the acceptors of the Offer, will be held by the Registrars in trust for the acceptors of the Offer until the Acquirer pay the Offer Price.

8.8 In terms of Regulation 22(12) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, in case of non receipt of statutory approvals, SEBI has the power to grant extension of time beyond 15 days from the date of closure of offer, for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders for delay beyond 15 days from date of closure of the Offer.

8.9 In case of acceptance on proportionate basis/or rejection for any reason, the unaccepted Share Certificates, Transfer deeds and other documents, if any, will be returned by Registered Post at the Share holder's / unregistered holder's sole risk as per the details furnished in the form of acceptance-cum-acknowledgement. Shares held in demat form to the extent not accepted will be returned to the beneficial owner to the credit of the beneficial owner's DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.

8.10 Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so upto three working days prior to the date of closure of the Offer, in terms of Regulation 22(5A).

8.11 The Withdrawal option can be exercised by submitting the Form of Withdrawal attached to the Letter of Offer duly filled in, with relevant particulars, so as to reach the Registrar to the Offer on or before Thursday, February 17, 2011.

8.12 The Withdrawal option can also be exercised by making an application on plain paper alongwith the following details:

(a) If held in Physical form : Name, Address, Distinctive numbers, Folio nos., No. of Shares tendered/ withdrawn

(b) If held in Demat form : Name, Address, DP Name, DP ID, Beneficiary Account/Client ID No. of the Account from where Shares were tendered, photocopy of the delivery instruction in " Off Market Mode" duly acknowledged by the DP in favor of the Special Depository A/c in the name of Registrar and number of Shares tendered /withdrawn.

8.13 The Shares withdrawn by Shareholders, which are in physical form, will be returned by Registered Post. Shares tendered in dematerialized form and withdrawn will be returned by credit to the beneficial owner's DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.

8.14 SETTLEMENT/ PAYMENT OF CONSIDERATION

8.14.1 Despatches involving payment of a value in excess of Rs. 1,500/- will be made by registered post/speed post at the shareholder's sole risk. In the case of acceptors of this offer having bank accounts in any of the centers specified by the SEBI who opt to receive the payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India, should provide all the necessary Bank details including MICR code or RTGS code or IFSC code in Form of Acceptance-cum-Acknowledgement. Applicants to whom payments are made through Electronic transfer of funds will be sent a letter (Payment advice) "Under Certificate of Posting" intimating them about the mode of credit/payment within 15 days from the date of closure of the Offer and the payment intimation will be sent to the sole / first named shareholder of JIL whose equity shares are accepted by the Acquirers at his address registered with JIL. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum- Acknowledgement for incorporation in the cheque / demand draft

8.14.2 It may be noted that in case of non-receipt of statutory approvals within a reasonable time, SEBI, if satisfied that the non receipt of the statutory approvals was not due to willful default or negligence on part of the Acquirers, has a power to grant an extension of time to the Acquirers for payment of consideration to shareholders and the Acquirers shall pay interest for the delay, to the shareholders who have accepted the Offer, at such rates as may be specified by SEBI under Regulation 22(12) of the SEBI Takeover Code. Further, if the delay occurs due to willful default of the Acquirers in obtaining the requisite statutory approvals, Regulation 22(13) of the SEBI Takeover Code shall be applicable. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the Offer Closing Date.

9. **DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at 3rd Floor, Krishna Bhavan, 67 Nehru Road, Vile Parle (E), Mumbai 400 057, the Merchant Banking Division of Arihant Capital Markets Ltd., the Manager to the Offer. The documents can be inspected on all working days except Sundays and bank holidays during normal business hours (11.00 AM to 3.00 PM) during the period from the date of this Letter of Offer till the Offer closing date (i.e., Saturday, February 19, 2011)

1) Memorandum of Understanding dated December 1, 2010 between the Acquirer and Arihant Capital Markets Limited, the Merchant Bankers
2) Memorandum of Understanding dated December 1, 2010 between the Acquirer and Venture Capital and Corporate Investments Private Limited , the registrars
3) Share Purchase Agreement dated December 1, 2010 between the Acquirer and Sellers
4) Certificate of Incorporation, Memorandum and Articles of Association of Jyothi Infraventures Limited.
5) Audited Accounts of Jyothi Infraventures Limited for the financial years ended March 31, 2010, March 31, 2009 and March 31, 2008
6) Certificate dated December 1, 2010 issued by Mr. M. Madhusudhana Reddy, Proprietor of M/s M M Reddy & Co., Chartered Accountants, certifying the net worth of Mrs. T Sailaja and certifying her ability to fulfill the financial obligation under this Open Offer.
7) Certificate issued by M/s. M. M. Reddy & Co., Chartered Accountants certifying the fair value per share of the target Company as Rs.3.04
8) Copy of Escrow Agreement dated December 1, 2010 between Mrs. T Sailaja, Karur Vysya Bank and Arihant Capital Markets Limited.
9) Letter dated December 1, 2010 issued by the Acquirer empowering Arihant Capital Markets Limited to realize the value of the Escrow Account
10) Undertakings and certificates received from the Acquirer regarding the open offer.
11) A copy of the Public Announcement published on Tuesday, December 7, 2010.
12) SEBI Observation Letter No. CFD/DCR/TO/SA/OW/880/11 dated January 10, 2011
13) Undertakings and certificates received from the Acquirer regarding the open offer.

10. DECLARATION BY THE ACQUIRER:

10.1 In terms of Regulation 22(6) of the Regulations, the Acquirer accepts full responsibility for the information contained in the Letter of Offer, Form of Acceptance & Form of Withdrawal and also for the respective obligations of Acquirer as laid down in the Regulations.

10.2 Acquirer is responsible for ensuring compliance with the Regulations. All information contained in this document is as on date of the Public Announcement, unless stated otherwise.

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

Signed:

Mrs T Sailaja
Place: Mumbai

Date: January 18, 2010

Attached: i) Form of Acceptance-cum-Acknowledgement
ii) Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrars to the Offer)

Offer opens on	Monday, January 31, 2011
Offer closes on	Saturday, February 19, 2011

From:

Name:
Address:

Tel No.:___________________________________ ; Cell No.:__________________________________;
Fax No.:____________________
e-mail: ______________________________

To

Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad - 500 018.
Ph: 040 – 23818475/23818476 Fax: 040 – 23868024. Email: info@vccilindia.com. Contact Person: Mr. ESK Prasad

Dear Sir,

Sub: Open Offer to the shareholders of Jyothi Infraventures Limited ('JIL') for acquisition of 12,00,020 equity shares of Rs. 10/- each representing 20% of equity share capital of JIL, for cash at a price of Rs. 4/- per share by Mrs T Sailaja ('Acquirer').

I/We refer to the Letter of Offer dated December 20, 2010 for acquiring the Equity Shares held by me/us in Jyothi Infraventures 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, hold Shares in the physical form, 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:

(In the case of Shares in Physical Form)

Sl. No.	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To
TOTAL						

(In case of insufficient space, please attach a separate sheet and authenticate the sheet(s) by putting signature(s) on each sheet(s).)

I/We confirm that the Equity Shares of Jyothi Infraventures Limited which are being tendered herewith by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original Share certificate(s) and valid Share transfer deed will be held in trust for me/us by the Registrars to the Offer until the time the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the consideration only after verification of the documents and signatures.

--**Tear Here**---

ACKNOWLEDGEMENT RECEIPT

Received from Mr./Ms./M/s_________________________________Form of Acceptance-cum-Acknowledgement in connection with open offer to Shareholders of Jyothi Infraventures Limited.

Ledger Folio No.___________& _______No. of Share Certificates /Copy of Delivery instructions to DP for _________Shares of Jyothi Infraventures Limited.

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares	In case of dematerialized Shares, ensure that copy of the delivery instruction to the DP and duly acknowledged by the DP is submitted with the tender / offer form.

I/We hold the following Equity Shares of Jyothi Infraventures Limited in Dematerialized Form and accept the Offer and enclose a photocopy of the Depository Delivery instruction(s) duly acknowledged by the DP in respect of my/our Equity Shares, details of which are given below:

Sl.No.	DP Name.	DP ID	Client ID	Name of beneficiary	No. of Shares
				TOTAL	

I/We have done an Off-Market transfer for crediting the Shares to the Special Depository Account noted below:

DP Name	R L P Securities Private Limited	DP ID	12043400
Client ID	00057321	Account Name	VCCIPL-ESCROW ACCOUNT JIVL-OPEN OFFER

I/We note and understand that the Shares transferred to the above Special Depository Account, will be held in trust for me/us by the Registrars to the Offer until the time the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the consideration only after verification of the documents and signatures.

I/We confirm that the Equity Shares of Jyothi Infraventures Limited which are transferred by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the Shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, Equity Share certificate(s) in respect of which the offer is not found valid /not accepted, specifying the reasons thereof. I/We authorize the Acquirer or the Manager to the Offer or the Registrars to the Offer to send by registered post/under certificate of posting, the Cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

The Permanent Account No. (PAN/GIR No.) Allotted under the Income Tax Act 1961 is as under

	PAN / GIR No.
Sole / First Holder	
Joint Holder 1	
Joint Holder 2	

Yours faithfully

Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		

Date: _____________

Place: _____________

Note: In case of joint holdings all must sign. Corporations must affix its common seal and attach herewith the necessary Board Resolution.

To avoid fraudulent encashment in transit, the shareholder(s) may provide details of Bank Account of the First/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank, Branch /Address	**Account No.**	**Savings /Current/ NRE/NRO /Other**

I/We want to receive the payment through ECS ☐ RTGS ☐ NEFT ☐

In case of ECS, 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank

In the case of RTGS/NEFT, 8 digit code number issued by the Bank

Address	**Phone / Fax Nos.**	**Contact Person /E-mail ID**
Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad – 500018.	Tel : 040-23818475/23818476 Fax : 040-23868024	Mr. ESK Prasad e-mail: info@vccilindia.com

FORM OF WITHDRAWAL

Offer opens on	Monday January 31, 2011
Last Date for Withdrawal	Thursday, February 17, 2011
Offer closes on	Saturday, February 19, 2011

From:

Name:

Address:

Tel No.:___________________________________ ; Cell No.:__________________________________;

Fax No.:____________________

e-mail: _______________________________

To

Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad – 500018. Tel. No: 040-23818475/23818476; Fax No: 040-23868024. e-mail : info@vccilindia.com

Dear Sir,

Sub: Open Offer to the shareholders of Jyothi Infraventures Limited ('JIL') for acquisition of 12,00,020 equity shares of Rs. 10/- each representing 20% of share capital of JIL, for cash at a price of Rs. 4/- per share by Mrs. Tammineedi Sailaja ('Acquirer').

I/We refer to the Letter of Offer dated December 20, 2010 for acquiring the Equity Shares held by me/us in Jyothi Infraventures Limited. I/We, hereby consent to unconditionally and irrevocably; to withdraw my/our Shares from the Offer and I/We further authorize the Acquirer to return to me/us, the tendered Equity Shares 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/Manager to the Offer/Registrar to the Offer.
I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay /loss in transit of the Share Certificate(s) due to incomplete or inaccurate particulars.

I/We also note and understand that the Acquirer will return the original Share Certificate(s), Share Transfer Deed(s) or credit back the Shares to my/our Beneficiary Account for Shares held in dematerialized form, only on completion of verification of the documents.

The particulars of Share Certificate(s) tendered and duly signed Transfer Deeds which are wished to be withdrawn from the Offer are as given below:
(In the case of Shares in physical form)

Sl. No.	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To
TOTAL						

---**Tear Hear**---------------------------------------

ACKNOWLEDGEMENT RECEIPT

Received from Mr./Ms./M/s____the Form of withdrawal.

Ledger Folio No. __________for ________No. of Share Certificates /photocopy of delivery instructions to DP for ______________Shares of Jyothi Infraventures Limited

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares	In case of dematerialized Shares, ensure that copy of the delivery instruction to the DP is submitted with the withdrawal form

The particulars of Shares held in Dematerialized Form, which were transferred to Special Depository account noted below

DP Name	R L P Securities Private Limited
DP ID	12043400
Client ID	00057321
Account Name	VCCIPL-ESCROW ACCOUNT JIVL-OPEN OFFER

The Shares proposed to be withdrawn are as follows. I wish to withdraw the under noted Shares so transferred.

Sl.No.	DP Name.	DP ID	Client ID	Name of beneficiary	No. of Shares
				TOTAL	

(In case of insufficient space, please attach a separate sheet and authenticate the sheet(s) by putting signature(s) on each sheet(s).)

I/We confirm that the Equity Shares of Jyothi Infraventures Limited, which were tendered by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

Please find a photocopy of the Delivery instructions duly acknowledged by the DP.

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

Yours faithfully,

Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		

Place: _______________

Date: _______________

Note: In case of joint holdings all must sign. Corporations must affix its common seal and attach herewith the necessary Board Resolution.

---**Tear Here**--

Note: All future correspondence, if any, should be addressed to the Registrars to the Offer, at the following address:

Address	Phone / Fax Nos.	Contact Person /E-mail ID
Venture Capital and Corporate Investments Private Limited 12-10-167,Bharat Nagar, Hyderabad – 500018.	Tel. No: 040-23818475/ 23818476; Fax No: 040-23868024	**Mr. ESK Prasad** e-mail: info@vccilindia.com