Registered Address at : Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001

This Public Announcement ("PA") is being issued by Stratcap Securities (India) Private Limited ("Stratcap" or the "Manager to the Offer"), on behalf of ALK Holdings Private Limited ("ALKHPL" or the "Acquirer") and Brinan Investments Private Limited, Jayalaxmi Holdings Private Limited, Khatau Capital Service Pvt Limited, Khatau Exim Limited, Khatau Finance & Investments Pvt Limited, Khatau Stock & Investments Private Limited Krishabh Chemicals & Plastics Pvt Ltd, Prajakta Holdings Pvt Limited, Premjyot Finvest & Trading Limited Rhiakoh Finance & Investments Pvt Limited, Romap Industries Pvt Limited, Sentouki Finance & Investment Pvt Limited and Yucca Finvest Pvt Limited ("Person Acting in Concert" or "PAC") pursuant to Regulations 10 and 12 of and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "Takeover Code").

The Offer

- This offer (the "Offer") is being made by ALKHPL to the equity shareholders of Cable Corporation of India Limited ("CCIL" or the "Target Company" or "Company"). Brinan Investments Private Limited, Jayalaxmi Holdings Private Limited, Khatau Capital Service Pvt Limited, Khatau Exim Limited, Khatau Finance & Investments Pvt Limited, Khatau Stock & Investments Private Limited, Krishabh Chemicals & Plastics Pvt Ltd, Prajakta Holdings Pvt Limited, Premjyo Finvest & Trading Limited, Rhiakoh Finance & Investments Pvt Limited, Romap Industries Pvt Limited, Sentouki Finance & Investment Pvt Limited and Yucca Finvest Pvt Limited are Persons Acting in Concert with ALKHPL as per the provisions of Regulation 2(1)(e)(1) of the Takeover Code. The Acquirer and the PAC belong to the Hiten A Khatau
- promoter Group. All purchases in the Offer will be made by ALKHPL & The PAC. IDBI had granted sanction by way of One Time Settlement of its dues from CCIL in respect of various loans amounting to Rs. 21.28 crores together with interest of Rs. 2.17 crores aggregating to Rs. 23.45 crores to be paid in quarterly installments of varying amounts by 31 March 2004. The balance interest amount of Rs. 2.16 crores were converted into 21,60,000 Equity shares of Rs. 10 each. The aforesaid proposal is considered in CDR Cell and the same is approved by their letter dated 10th December, 2004 and accordingly, these shares were allotted to IDBI on January 31 2005. The Promoters intend to acquire the shares so allotted to IDBI. Subsequently, on February 14, 2005 a Seller Purchase Agreement (the "SPA") was entered into between ALKHPL and IDBI with an intention to acquire the 21,60,000 shares of IDBI representing 10.2% of the issued and voting share capital of CCIL, thus triggering the Takeover Code The transfer of such shares shall take place upon fulfillment of conditions mentioned in the SPA, including completion of this Offer, as per provisions of the Takeover Code. The Acquirer has agreed to acquire the equity shares of CCIL to the extent disclosed at a cash price of Rs. 10 per share. This price shall be fixed and firm and shall not be subject to escalation or price adjustment.
- The Acquirer is making the Offer in terms of Regulations 10 and 12 of the Takeover Code. The Offer is for acquisition of upto 42,35,310 equity shares from the shareholders of CCIL (other than the sellers under the SPA) representing 20% of issued and voting equity share capital of 2,11,76,550 shares, at a price of Rs. 10 per share (Rupees Ten only) (the "Offer Price") payable in cash.
- The equity shares of CCIL are currently listed on The Stock Exchange, Mumbai ("BSE"), The Delhi Stock Exchange ("DSE") and The Ahmedabad Stock Exchange ("ASE") (together referred to as "Stock Exchanges"). The BSE and DSE has suspended the trading in the securities of CCIL from 24th December 2001 and 6th May, 2002 respectively for non – resolving investors grievances in respect of debentures i.e. non-payment of principal amount of the Debentures and interest payable thereon. The Company is currently making efforts to resolve the issue and to obtain stock exchange approval for re – commencement of trading in the securities of CCIL. The Company's shares have not been traded on the ASE in the past 12 months in the absence of any communication from ASE with regard to suspension Based on this information, the shares of the Target Company are infrequently traded on BSE, within the meaning of Regulation 20(5) of the Takeover Code.
- Presently, the Acquirer and the PAC hold 80,85,950 shares in CCIL representing 38.18% of the issued and voting equity share capital. Assuming full acceptance of the Offer and after acquisition of shares agreed to be acquired under the SPA, the total holding of the Acquirer would increase to 1,44,81,260 shares representing 68.38% of the issued and oting share capital of the Target Company.
- The Manager to the Offer does not hold any equity shares in the Target Company, as on the date of this PA. The Offer Price of Rs. 10 per fully paid-up share of CCIL is justified in terms of Regulation 20(4) of the Takeover Code as it is highest of the following:
- Negotilated price, per equity share, agreed to be paid by the Acquirer under the SPA: Rs.10.00 per equity share.
 Highest price paid by the Acquirer or PAC for any acquisitions of equity shares of the Target Company during the 26 weeks period upto the PA date: Not applicable.
- Average of weekly high and low of the closing prices of the equity share of the Target Company during the 26 weeks
 preceding the date of PA, on the exchange where the shares are most frequently traded: Not Applicable since the shares have been suspended from trading on BSE/DSE and have not been traded on the ASE for the past 26 weeks
- CCIL is a loss making company and hence parameters of RONW, EPS, and PE etc are not applicable. The Book Value of the Company for the year ended FY 04 is Rs. 30.67 per equity share (without considering the revaluation reserve). For the nine months ended 31st December 2004, the Company reported a loss of Rs 1,820 lakhs. Based on a limited review of the financials by the auditors for 9 months ended 31st December 2004, the Book Value per share is Rs 19.89 per equity share (without considering the revaluation reserve). The company has considered credit of Rs. 21.25 crs during the financial year 2004 on account of unrealized profit on conversion of part of the fixed assets into stock-in-trade and accordingly, the Auditors have qualified the audit report (vide para no. 2(f)(i))) for understatement of loss to this extent. The Book Value per share works out to Rs. 8.71 per equity share (without considering the revaluation reserve) after eliminating the effect of understatement of loss of Rs. 21.25 crs. In view of this and the continued poor financial performance of CCIL, the Offer price is justified. Also, the shares of CCIL have been suspended from trading on the BSE for over 3 years resulting in no exit opportunity being available to the public shareholders. The last traded price of the shares on the BSE was Rs 1.55 per equity share on 21st
- December 2001. The Offer Price is therefore justified in terms of Regulation 20 of the Takeover Code.

 The Offer is not subject to any minimum level of acceptance and the Acquirer will acquire all the fully paid-up equity shares of CCIL that are validly tendered in terms of this Offer, up to a maximum of 42,35,310 equity shares at the Offer

Price of Rs. 10 per fully paid equity share. Information about the Acquirer (and the PACs)

- ALKHPL, a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of ALKHPL comprises of 9,200 fully paid up equity shares of Rs. 10 each aggregating to Rs. 92,000 and 800, 0% Redeemable Cumulative Preference shares of Rs. 10 each aggregating to Rs. 8,000. There are neither any partly paid up equity shares nor outstanding convertible instruments.
- As per audited figures for the year ended March 31, 2004, the total income and loss of ALKHPL was Rs. 18,000 and Rs. 26,30,533 respectively (for March 31, 2003: Rs.36,882 and Rs.6,482 respectively). As per audited figures for the year ended March 31, 2004, the net worth of ALKHPL was Rs. –9,47,671 (for March 31, 2003: Rs.16,82,862). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs.-94,31 and EPS is Rs.-285.93 (For March 31, 2003: NA, 191.62 and -0.7 respectively). For the nine months period ending Decembe 31, 2004, ALKHPL has, after a limited review by the auditors, total income and loss of Rs. 18,500 and Rs14,485
- 10. Brinan Investments Private Limited (Brinan) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of Brinan comprises of 300 fully paid up equity shares of Rs. 100 each aggregating to Rs. 30,000 and 700 0% Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 70,000. There
- are neither any partly paid-up equity shares nor outstanding convertible instruments.

 As per audited figures for the year ended March 31, 2004, the total income and loss of Brinan was Rs. 17,500 and Rs. 28,218 respectively (for March 31, 2003: Rs.22,952 and Rs.21,674 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Brinan was Rs. 18,90,410 (for March 31, 2003: Rs.19,18,628). Based on the latest audited results, as at March 31, 2004, return on net worth is –1.49%, Book value per share is Rs. 6,534.70 and EPS is Rs.-94.06 (For March 31, 2003: -1.13%, 6,628.76 and -72.25 respectively). For the nine months period ending December 31, 2004, Brinan has, after a limited review by the auditors, total income and loss of Rs. 19,000 and Rs14,581 respectively
- 11. Jayalaxmi Holdings Private Limited (Jayalaxmi) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001.The present issued and subscribed capital of Jayalaxmi comprises of 9,600 fully paid up equity shares of Rs. 10 each aggregating to Rs. 96,000 and 400 0% Redeemable Cumulative Preference shares of Rs. 10 each aggregating to Rs. 4,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments.

 As per audited figures for the year ended March 31, 2004, the total income and loss of Jayalaxmi was Rs. 19,000 and Rs. 26,113 respectively (for March 31, 2003: Rs. NIL and Rs. 43,771 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Jayalaxmi was Rs. 7,88,078 (for March 31, 2003; Rs.8,14,191). Based on the latest audited results, for March 31, 2004, return on net worth is -3.31%, Book value per share is Rs. 86.26 and EPS is Rs.-2.72 (For March 31, 2003: -5.38%, 88.98 and -4.56 respectively). For the nine months period ending December
- 31, 2004, Jayalaxmi has, after a limited review by the auditors, total income and loss of Rs. 17,500 and Rs. 16,411 respectively 12. Khatau Exim Ltd (KEL) a Trading and Investment company, is a Public Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of KEL comprises of 2,49,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 24,90,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments
- As per audited figures for the year ended March 31, 2004, the total income and loss of KEL was Rs. 57,375 and Rs. 2,43,228 respectively (for March 31, 2003: Rs. 1,406 and Rs. 2,04,938 respectively). As per audited figures for the year ended March 31, 2004, the net worth of KEL was Rs. 22,66,130 (for March 31, 2003: Rs.25,09,358). Based on the latest audited results, for March 31, 2004, return on net worth is –10.73%, Book value per share is Rs. 9.10 and EPS is Rs. -0.98 (For March 31, 2003: -8.17%, 10.08 and –0.82 respectively). For the nine months period ending December 31, 2004, KEL has, after a limited review by the auditors, total income and loss of Rs. NIL and Rs. 1,35,054 respectively
- Khatau Stock and Investments Private Ltd (KSIPL) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai 400001. The present issued and subscribed capital of KSIPL comprises of 2,00,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 20,00,000 and 1,80,000 0% Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 180,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of KSIPL was Rs. 36,000 and Rs. 16,443 respectively (for March 31, 2003: Rs. NIL and Rs. 54,587 respectively). As per audited figures for the year ended March 31, 2004, the net worth of KSIPL was Rs. –33,23,746 (for March 31, 2003: Rs. 33,20,353). Based on the latest audited results, for March 31, 2004, return on net worth is NA, Book value per share is Rs. 73.38 and EPS is Rs.-0.08 (For March 31, 2003: NA, 73.40 and –0.27 respectively). For the nine months period ending December 31, 2004, KSIPL has, after a limited review by the auditors, total income and loss of Rs. 19,500 and Rs. 19,476 respectively.
- 14. Khatau Capital Service Private Ltd (KCSPL) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of KCSPL comprises of 2,00,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 20,00,000 and 1,80,000 0% Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 180,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of KCSPL was Rs. 36,000 and Rs. 15,405 respectively (for March 31, 2003: Rs. NIL and Rs. 54,609 respectively). As per audited figures for the year ended March 31, 2004, the net worth of KCSPL was Rs. -1,27,58,282 (for March 31, 2003: Rs. -1,27,55,927). Based on the latest audited results, for March 31, 2004, return on net worth is NA, Book value per share is Rs. 26.21 and EPS is Rs. -0.08 (For March 31, 2003: NA, 26.22 and -0.27 respectively). For the nine months period ending December 31
- 2004, KCSPL has, after a limited review by the auditors, total income and loss of Rs. 18,806 and Rs. 20,177 respectively 15. Khatau Finance and Investments Private Ltd (KFIPL) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of KFIPL comprises of 2,00,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 20,00,000 and 1,80,000 0% Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 180,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instrumen As per audited figures for the year ended March 31, 2004, the total income and loss of KFIPL was Rs. 37,500 and Rs. 16,587 respectively (for March 31, 2003: Rs. NIL and Rs. 64,568 respectively). As per audited figures for the year ended March 31, 2004, the net worth of KFIPL was Rs. -1,45,58,416 (for March 31, 2003: Rs. -1,45,54,879). Based on the latest audited results, for March 31, 2004, return on net worth is NA, Book value per share is Rs. 17.21 and EPS is Rs.-0.08 (For March 31, 2003: NA, 17.23 and -0.32 respectively). For the nine months period ending December 31,
- 2004, KFIPL has, after a limited review by the auditors, total income and loss of Rs. 18,806 and Rs. 20,177 respectively. Krishabh Chemicals And Plastics Private Limited (Krishabh) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai -400001. The present issued and subscribed capital of Krishabh comprises of 2,000 fully paid up equity shares of Rs. 100 each aggregating to Rs. 2,00,000 There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of Krishabh was Rs. 35,331 and Rs. 20,090 respectively (for March 31, 2003: Rs.2,97,992 and Rs.27,343 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Krishabh was Rs. –2,83,04,639 (for March 31, 2003: Rs. -2,82,84,549). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. -14,152.32 and EPS is Rs.-10.05 (For March 31, 2003: NA, -14,142.27 and -13.67 respectively). For the nine months period ending December 31, 2004, Krishabh has, after a limited review by the auditors, total income and loss of Rs. 20,821 and Rs. 35,778 respectively.

- 17. Prajakta Holdings Private Limited (Prajakta) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of Prajakta comprises of 16,500 fully paid up equity shares of Rs. 10 each aggregating to Rs. 1,65,000 and 25 0% Redeemable Cumulative Preference shares of Rs. 10 each aggregating to Rs. 250. There are neither any partly paid-up equity shares nor outstanding convertible instruments.
 - As per audited figures for the year ended March 31, 2004, the total income and loss of Prajakta was Rs. 22,58,089 and Rs. 46,271 respectively (for March 31, 2003: Rs.16,77,519 and Rs.13,95457 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Prajakta was Rs. –3,44,93,761 (for March 31, 2003: Rs.3,44,47,490). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. -2,090.52 and EPS is Rs.-2.80 (For March 31, 2003: NA, -2,087.71 and -84.57 respectively). For the nine months period ending December 31, 2004, Prajakta has, after a limited review by the auditors, total income and loss of Rs. 9,68,110 and Rs. 8,23,541 respectively.
- Premjyot Finvest and Trading Limited (Premjyot) a Trading and Investment company, is a Public Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai 400001.The present issued and subscribed capital of Premjyot comprises of 10,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 1,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of Premjyot was Rs. 6,00,000 and Rs. 30,541 respectively (for March 31, 2003: Rs.3,33,333 and Rs.4,299 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Premiyot was Rs. -1,69,00,051 (for March 31, 2003: Rs. -1,68,69,510). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. -1,690.01and EPS is Rs.-3.05 (For March 31, 2003: NA, -1,687.10 and -0.43 respectively). For the nine months period ending $December 31, 2004, Premjyot \ has, after a \ limited \ review \ by \ the \ auditors, \ total \ income \ and \ profit \ of \ Rs. \ 4,50,000 \ and \ a$ Rs. 4,25,321 respectively.
- Rhiakoh Finance and Investment Private Limited (Rhiakoh) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, ó, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of Rhiakoh comprises of 10,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 1,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of Rhiakoh was Rs. 22,538 and Rs. 3,29,047 respectively (for March 31, 2003: Rs.54,343 and Rs.19,557 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Rhiakoh was Rs. -3,44,93,761 (for March 31, 2003: Rs.-3,44,47,490). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. -2,748.02 and EPS is Rs. -32.90 (For March 31, 2003: NA, -2,715.12 and -1.96 respectively). For the nine months period ending December 31, 2004, Rhiakoh has, after a limited review by the auditors, total income and loss of
- Rs. 19,000 and Rs. 13,982 respectively.

 Romap Industries Private Limited (Romap) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai – 400001. The present issued and subscribed capital of Romap comprises of 2,00,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 20,00,000 and 1,80,000 0% Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 180,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instrume As per audited figures for the year ended March 31, 2004, the total income and loss of Romap was Rs. NIL and Rs. 65,763 respectively (for March 31, 2003: Rs.1,90,814 and Rs.2,584 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Romap was Rs. -3,44,93,761 (for March 31, 2003: Rs.-3,44,47,490). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. 52.16 and EPS is Rs.-0.33 (For March 31, 2003: NA, 52.42 and -0.01 respectively). For the nine months period ending December 31,
- 2004, Romap has, after a limited review by the auditors, total income and loss of Rs. NIL and Rs. 45,032 respectively. Sentouki Finance and Investment Private Limited (Sentouki) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai 400001. The present issued and subscribed capital of Sentouki comprises of 5,000 fully paid up equity shares of Rs. 10 each aggregating to Rs. 50,000 and 64,000 0% Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 64,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of Sentouki was Rs. 22,180 and Rs. 3,32,330 respectively (for March 31, 2003: Rs. 1,69,530 and Rs.76,981 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Sentouki was Rs. –3,44,93,761 (for March 31, 2003: Rs. -3,44,47,490). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. -3,642.53 and EPS is Rs.-66.47 (For March 31, 2003: NA, -3,576.07 and -15.40 respectively). For the nine months period ending December 31, 2004, Sentouki has, after a limited review by the auditors, total income and loss of Rs. 19,647 and Rs. 38,535 respectively.
- Yucca Finvest Private Limited (Yucca) a Trading and Investment company, is a Private Limited company with its Registered Address at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai 400001. The present ued and subscribed capital of Yucca comprises of 1,000 fully paid up equity shares of Rs. 100 each aggregating to Rs. 1,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments. As per audited figures for the year ended March 31, 2004, the total income and loss of Yucca was Rs. 38,000 and Rs. 8,887 respectively (for March 31, 2003: Rs. NIL and Rs.54,327 respectively). As per audited figures for the year ended March 31, 2004, the net worth of Yucca was Rs. -3,44,93,761 (for March 31, 2003; Rs. -3,44,47,490). Based on the latest audited results, as at March 31, 2004, return on net worth is NA, Book value per share is Rs. -14,846,92 and EPS is Rs.-8.89 (For March 31, 2003: NA, -14,839.33 and -54.33 respectively). For the nine months period ending December 31, 2004, Yucca has, after a limited review by the auditors, total income and loss of Rs. 15,321 and Rs. 8,726 respectively.
- Information about Target Company CCIL is a public limited company with its Registered Office at Laxmi Building, 6, Shoorji Vallabhdas Marg, Ballard Estate Mumbai - 400001
- The Company was incorporated on 1st November 1957. The Company manufactures Power cables. It began commercial production of electrical cables and wires in February 1960 at its factory at Borivali, Bombay. Promoted by two wellknown industrial houses from Bombay, Khataus and Thackerseys and two renowned companies from West Germany Siemens AG and Felten & Guleeaume AG, The Company secured technical collaboration from Siemens AG. The Hiten A Khatau group is the present promoter of the Company.
- The Company has been incurring losses continuously in the past few years due to non-availability of adequate working capital and failure of its efforts to inject long term funds into the business.
- The present issued and subscribed capital of the Target Company comprises of 2,11,76,550 fully paid up equity shares of Rs. 10 each aggregating to Rs. 21,17,65,500 and 5,25,000 12.5 % Redeemable Cumulative Preference shares of Rs. 100 each aggregating to Rs. 5,25,00,000. There are neither any partly paid-up equity shares nor outstanding convertible instruments
- As per audited figures for the year ended March 31, 2004, the total income and loss of CCIL was Rs. 6733 Lacs and Rs.1057 Lacs respectively (for March 31, 2003 (6 months): Rs.4076 Lacs and Rs.618 Lacs respectively). As per audited figures for the year ended March 31, 2004, the net worth of CCIL was Rs.6753 Lacs (for March 31, 2003 (6 months): Rs.7842 Lacs). Based on the latest audited results, as at March 31, 2004, return on net worth is –5.90%, Book value per share is Rs. 30.67and EPS is Rs.-7.08 (For March 31, 2003 (6 months): -3.82%, 45.28 and -4.37respectively). For the nine months period ending December 31, 2004, the Target Company has reported to the stock exchanges, after
- a limited review by the auditors, total income and loss of Rs. 5,382 Lacs and Rs. 1,820 Lacs, respectively. The Company has approached CDR Cell for restructuring of its debt and got approval from the Empowered Group in the meeting held on 10th December, 2004. As per the approval of CDR Cell, the company has restructured its debt with all the financial institution in terms of either rescheduled or one time settlement. With regard to the Debentures held by public, it has called for general meeting of debenture holders to be held on 23rd February, 2005 vide company notice dated 27th January, 2005 for reschedulement of their repayment structure

Purpose of Acquisition and Future Plans This Offer is being made in compliance with Regulation 10 and Regulation 12 of the Takeover Code, for the purposes

- of substantial acquisition of equity shares and voting rights. IDBI had granted sanction by way of One Time Settlement of its dues from CCIL in respect of various loans amounting to Rs. 21.28 crores together with interest of Rs. 2.17 crores aggregating to Rs. 23.45 crores to be paid in quarterly installments of varying amounts by 31 March 2004. The balance interest amount of Rs. 2.16 crores were to be converted into 21,60,000 Equity shares of Rs. 10 each. The aforesaid proposal is considered in CDR Cell and the same is approved by their letter dated 10th December, 2004 and accordingly, these shares were allotted to IDBI on January 31 2005. The Promoters intend to acquire the shares so allotted to IDBI. Subsequently, on February 14, 2005 a Selle Purchase Agreement (the *SPA*) was entered into between ALKHPL and IDBI with an intention to acquire the 21,60,000 shares of IDBI representing 10.2% of the issued and voting share capital of CCIL, thus triggering the Takeover Code. The transfer of such shares shall take place upon fulfillment of conditions mentioned in the SPA, including completion of this Offer, as per provisions of the Takeover Code.
- The transfer of shares shall take place upon fulfillment of conditions mentioned in the SPA, including completion of this Offer, as per provisions of the Takeover Code.
- The Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of CCIL except with the prior approval of the shareholders of CCIL.
- During the offer period the Acquirer may purchase additional equity shares of CCIL in accordance with the Takeover Code, subject to availability of necessary approvals. atutory Approvals
- The Offer is subject to the Approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 for approving the transfer of shares from non-residents to the Acquirer at the Offer Price. No other statutory approvals are required for the Offer process.
- Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closure of the Offer. In case of delay, due to non-receipt of statutory approvals, as per Regulation 22(12), SEBI may, if satisfied that the non receipt of approvals was not due to willful default or negligence on part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by SEBI.
- The proposed acquisition under the SPA and the Offer, assuming full subscription, will not result in the public shareholding being reduced to less than 25% of the voting capital of the Target Company
- Financial Arrangement
 37. The total requirement of funds for acquisition of 42,35,310 equity shares of CCIL under the Offer at a price of Rs. 10 per equity share would amount to Rs. 4,23,53,100/- assuming full acceptance.
- In accordance with Regulation 28 of the Takeover Code, ALKHPL has created an Escrow Account in the form of a cash deposit to the tune of Rs. 1.05.90.000 (Rupees One Crore, Five Lakhs and Ninty Thousand only) with HDFC Bank, Fort Branch, which is the amount calculated in terms of Regulation 28(2)(a) of the Takeover Code. The Manager to the Offer has been authorised to realize the value of the Escrow Account in terms of the Takeover Code
- Contractor, Nayak & Kishnadwala, the statutory auditors of the Acquirer, have certified vide their letter dated February 14, 2005 that the Acquirer has sufficient funds to implement the Offer. Based on this, the Manager to the Offer has satisfied itself about the Acquirer's ability to implement the Offer in accordance with the Takeover Code.
- Other terms of the Offer The Offer will be made to the public shareholders of CCIL and the Letter of Offer (the "LOO") together with the Form of Acceptance cum Acknowledgement ("FOA") & Form of Withdrawal ("FOW") will be mailed to all shareholders of the Target Company (except the parties to the SPL) whose names appear in the register of members of the Target Company and the beneficial owners of the shares, whose names appear on the beneficial records of the respective
- share depositories, at the close of the business on Wednesday, March16, 2005 (the "Specified Date"). The shareholders of CCIL holding physical share certificates who wish to accept the Offer and tender their equity shares will be required to send the FOA together with the share certificate(s) and transfer deeds(s) duly signed to Intime Spectrum Registry Limited in accordance with the instructions contained in the LOO and in the FOA. All the persons who hold shares in the dematerialized form up to the date of closure of the Offer i.e. Saturday, April 30,
- 2005 and who wish to accept this Offer will be required to send the duly completed FOA with a photocopy of the Delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode duly acknowledged by the Depository ("DP") in favor of the special depository account of the Registrar to the Offer, mentioned below, to the Registrar to the Offer either by hand delivery (between 10 AM to 1 PM and 2 PM to 4 PM (Monday to Friday and from 10 AM to 1 PM on Saturday) except on Sundays and public holidays) or by registered post, so as to reach before the closure of the Offer in accordance with the instructions specified in the LOO and the FOA.
- The Acquirer has appointed Intime Spectrum Registry Limited as the Registrar to the Offer (the "Registrar"). The Registrar has opened a special depository account with details as follows: DP Name: HDFC Bank Limited

Client ID: 1301240000094741

Account Name: ISRL-Escrow Account CCIL Open Offer Depository: Central Depository Services Limited

Disclosure in terms of Regulation 21(3) of the Takeover Code

- . Demat shareholders tendering shares in the Offer should ensure the credit of the shares in favor of the special depository account mentioned above before the close of business hours on Saturday, April 30, 2005, **Beneficial owners having** their beneficiary accounts with NSDL have to use inter-depository delivery instruction slip for the purposes of crediting their shares in favour of the special depository account.
- In case of non-receipt of the LOO / FOA / FOW, shareholders may download the same from SEBI's website http:// www.sebi.gov.in or obtain a copy of the same by writing to the Registrar to the Offer at the collection centers set out $herein\ clearly\ marking\ the\ envelope\ "Cable\ Corporation\ of\ India\ Limited\ -\ Open\ Offer"\ or\ make\ an\ application\ on\ plain$ paper stating their name, address, folio number, number of shares held, distinctive numbers, number of shares offered,

DP name, DP ID, beneficiary account number along with original share certificate(s), duly signed transfer deed(s) or a photocopy of the delivery instructions (as the case may be) in "off market" mode or a counterfoil of the delivery instructions in "off market" mode duly acknowledged by the DP in favor of the special depository account mentioned above, as may be relevant, to the collection centers on or before the date of closure of the Offer i.e. Saturday, April 30, 2005. The application should be signed by all the shareholders as per the registration details available with CCIL and should be sent to the Registrar to the Offer in an envelope clearly marked envelope "Cable Corporation of India Limited - Open Offer".

- If the number of shares offered by the shareholders are more than the Offer size of 42,35,310 shares, then the acquisition from each shareholder will be as per Regulation 21(6) of the Takeover Code, on a proportional basis. The minimum marketable lot for the purposes of acceptance, for both physical and demat shares would be one share.
- The LOO along with the FOA & FOW will be available for download from SEBI website, http://www.sebi.gov.in from the date on which the Offer opens. This PA will also be available on the SEBI's website. Persons eligible to participate in the Offer may download these documents for their use.
- . Shareholders of the Target Company who wish to tender their shares under the Offer should tender the necessary documents at any of the following centers during the Offer period between 10 AM to 1 PM and 2 PM to 4 PM (Monday to Friday and from 10 AM to 1 PM on Saturday) except on Sundays and public holidays:

No.	Address	Mode of Delivery	Contact Person	Tel. No. Fax No	E-mail ID
1.	Intime Spectrum Registry Ltd., C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078	Hand delivery / Registered Post	Nikunj Daftary	022-55555454 Cell: 9323797902 022-5555 5353	nikunj@ intimespectrum.con
2.	Intime Spectrum Registry Ltd. 203 Davar House, D.N. Road, Mumbai 400 001	Hand delivery	Vivek Limaye	022-2269 4127 Cell: 9322270272 022-2567 2693	vivek@ intimespectrum.com
3.	Intime Spectrum Registry Ltd., 3rd Floor, A-31, Naraina Industrial Area, Phase I, New Delhi 110028	Hand delivery	Sanjiv Kapoor	011-51410592/3/4 Cell: 9312432265 011-5141 0591	delhi@ intimespectrum.cor
4.	Intime Spectrum Registry Limited, 1/17 Prince Gulam Mohammad Road, Kolkata 700 026	Hand delivery	S.P. Guha	033-464 5145 Cell: 31023044 033-464 5145	kolkata@ intimespectrum.cor
5.	Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangapura, Ahmedabad 380 009	Hand delivery	Hitesh Patel	079-646 5179 Cell: 9327032901 079-646 5179 (Telefax)	ahmedabad@ intimespectrum.cor
6.	The Investment Trust Of India Ltd, Mashkur Buildings, No.1 Krishnamma Road, Nungambakkam, Chennai 600034.	Hand delivery	G. Krishnamurthy	044- 28276297/1691 044-28272072	t_remasunil@ theiti.com
7.	Intime Spectrum Registry Limited, 102, Shree Vidyanand, Nagarkar, Dr. Ketkar Path, Erandawane, Near Old Karnataka High School, Pune 411 004	Hand delivery	Sandeep	020-5458397 Cell: 9373308077 020-5458397	pune@ intimespectrum.com
8.	Intime Spectrum Registry Ltd., C/o Times Data & Technical Center, 40/3, Second Floor, Geetha Mansion, K.G. Road, Bangalore 560 009	Hand delivery	S.Vijayagopal	080-235 0351 Cell: 9341282369 080-235 0351 (Telefax)	bangalore@ intimespectrum.cor
9.	Intime Spectrum Registry Limited, 201 Sidcup Tower, Near Marble Arch, Race Course Circle, Alkapuri, Vadodara 390 007	Hand delivery	Sunil S. Joshi	0265-2332474 Cell: 9376229460 0265-2332474	vadodara@ intimespectrum.cor

- 49. The shareholders who cannot hand deliver their documents should send the same by registered post, at their own risk, to the Registrar to the Offer at their office at Intime Spectrum Registry Limited, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078, to reach before 1 PM on Saturday, April 30, 2005
- The Acquirer shall purchase the equity shares from the shareholders of CCIL who have validly tendered the equity shares under the Offer (i.e. equity shares and /or other documents are in order in terms of the Offer) and remit the consideration in respect thereof within 15 days from the date of closure of the Offer, in cash, by Account Payee Cheque/Demand Draft at the shareholders sole risk. The information as to whether the equity shares tendered by them have been accepted (in full or in part) or rejected and the consideration payable would be sent by registered post.
- Registrar to the Offer shall hold in trust the share certificates, transfer deeds, shares lying in credit of the special depository account, FOA, if any, and the transfer form/s, till the Acquirer completes the Offer obligations in accordance with the Takeover Code
- Unaccepted share certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/ unregistered owners' sole risk to the sole/ first shareholder. Shares held in demat form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the FOA. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective depository participants when transferred by the Registrar to the Offer
- Time Schedule in respect of the Offer is given below

Activity Date & Day

Specified date*	Wednesday, March 16, 2005
Date by which Letter of Offer, together with FOA / FOW will be posted to shareholders	Tuesday, March 29, 2005
Date of Opening of the Offer	Monday, April 11, 2005
Date of Closure of the Offer	Saturday, April 30, 2005
Last date for a Competitive Bid	Thursday, March 8, 2005
Last date for revising the Offer Price/number of shares	Saturday, April 23, 2005
Last date for withdrawal by shareholders who have accepted the offer	Wednesday, April 27, 2005
Date of communicating acceptance/ payment of consideration for shares accepted	Saturday, May 14, 2005

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 the shares of CCIL (except the Acquirer and other parties to the SPL) are eligible to participate in the Offer anytime before the closure of the Offer

- 54. In case any person has lodged shares of CCIL for transfer and such transfer has not yet been affected, the concerned person may apply as per instructions to be contained in the LOO, together with the acknowledgement of the lodgment of shares for transfer. Such persons should also instruct CCIL and/or its registrar & transfer agents to send the transferred share certificate(s) directly to the collection center located at Intime Spectrum Registry Limited, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078. The applicant should ensure that the certificate(s) reach the designated collection center on or before the Offer closing date. No indemnity is required from unregistered shareholders.
- In case any person has tendered his physical shares in CCIL for dematerialization and such dematerialization has not yet been effected the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialization request form acknowledged by shareholder's DP. Such shareholders should ensure that the process of getting the shares dematerialized is completed well in time so that the credit of the shares to the special depository account is on or before the Offer closing date otherwise the application would be rejected. A copy of delivery instructions acknowledged by the DP in favour of the special depository account should be forwarded to the collection center where the FOA and other documents were tendered, before the close of the Offer
- While tendering shares under the Offer, NRIs/ OCBs/other foreign shareholders will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring shares of the Target Company. In case of previous RBI approvals not being submitted, the Acquirer reserves the right to reject the tendered shares.
- Non-Resident shareholders should also enclose a copy of 'no-objection' certificate / tax clearance certificate from the income tax authorities under Income Tax Act, 1961, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid 'no-objection' certificate is not submitted, the Acquirer shall arrange to deduct tax at the maximum marginal rate as may be applicable to the shareholder, on the entire consideration amount payable. The Acquirer also reserves the right to reject such tenders from non-resident shareholders, where the aforesaid 'no-objection' certificate is not submitted

58. 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 the

- closure of the Offer i.e. upto Wednesday, April 27, 2005 ■ The withdrawal option can be exercised by submitting the document as per the instruction below, so as to reach
- the Registrar to the Offer at any of the collection centers before 4 PM on Wednesday, April 27, 2005 The withdrawal option can be exercised by submitting the duly completed FOW that shall be attached to the LOO ■ In case of non-receipt of the FOW, the withdrawal option can be exercised by making an application on plain
- paper along with the following details: In case of physical shares: Name, address, distinctive numbers, folio number and number of shares tendered /
- ii) In case of dematerialized shares: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary Account no., and a photocopy of delivery instructions 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 59. If the Acquirer decides to revise the Offer Price or number of shares upward, the revision shall be made in terms of
- Regulation 26 of the Takeover Code not later than Saturday, April 23, 2005 (Seven working days prior to the closure of the Offer). Any such revision will be announced by way of an announcement in the same newspaper in which this PA has appeared. The revised price, if any announced, would be payable to all shareholders who have validly tendered their shares anytime during the Offer.

60. If there is a competitive bid:

- The public offer under all the subsisting bids shall close on the same date ii) As the Offer Price cannot be revised during the 7 working days prior to the closing date of the Offers / bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final Offer Price of each bid and tender their acceptances accordingly.
- Pursuant to Regulation 13 of the Takeover Code, the Acquirer has appointed Stratcap Securities (India) Private Limited as the Manager to the Offer. Intime Spectrum Registry Limited is the Registrar to the Offer. Their office is at C-13 Pannalal Silk Mills Compound,
- LBS Marg, Bhandup (W), Mumbai 400 078, Telephone: 022-5555 5454, Fax: 022-5555 5353, Email: haren@intimespectrum.com. The contact person is Mr. Haren Modi. 63. The Acquirer and the PAC have not been prohibited by SEBI from dealing in securities, in terms of directions issued
- under Section 11B of the SEBI Act. Based on the information presently available publicly, the Sellers and the Target Company have also not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act.
- 64. This PA is issued on behalf of the Acquirer and the PAC by the Manager to the Offer.
- 65. The Acquirer and PAC, represented by their respective board of directors, accept the responsibility for the information contained in this PA and also for fulfilling their obligations as laid down in the Takeover Code

MANAGER TO THE OFFER



Stratcap Securities (India) Private Limited Strategic House, 44, Mint Road, Fort, Mumbai – 400 001 Tel: 022-56349946-49 Fax: 022-22642393 E-mail: info@strategicindia.net

Contact Person: Aarti Ramchandran

Date: February 15, 2005

Place: Mumbai

On behalf of: **ALK Holdings Private Limited And PAC**