PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF
DJS STOCK AND SHARES LIMITED

Registered Office: 14, Arts College Road, Coimbatore - 641018

This Public Announcement ("PA") is being issued by Vivro Financial Services Private Limited ("VIVRO" or the "Manager to the Offer"), on behalf of B.K. Dyeing & Printing Mills Private Limited, Sriman Stocks Managements Private Limited and Malar Share Shoppe Limited (hereinafter collectively referred to as the "Acquirers") pursuant to and in compliance with the regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "SEBI (SAST) Regulations, 1997" or "Regulations") and subsequent amendments thereto.

1. The Offer :

1.1 The Acquirers are making an Open Offer (hereinafter referred to as "Offer") to the Equity Shareholders (other than Parties to the Share Purchase Agreement) of DJS Stock and Shares Limited, (hereinafter referred to as "DJS" or "Target Company") to acquire 10,06,080 fully paid up equity shares of Rs. 10/- each at a price of Rs. 45/- (Rupees Forty Five only) each representing 20% of the issued, subscribed, paid up and voting equity capital of the Target Company. The Offer is at a price of Rs. 45/- (Rupees Forty Five only) per fully paid up equity share (hereinafter referred to as" the Offer Price") is payable in cash subject to terms and conditions mentioned hereinafter.

1.2 On 17th March, 2010, the Acquirers have entered into Share Purchase Agreement (hereinafter referred to as "SPA" or "Agreement") to acquire from Mr. Prakash Devidas Shah, an existing shareholder belonging to the promoter group (hereinafter referred to as "Seller") 28,07,100 fully paid up equity shares (herein after referred to as "Sale Shares") of Rs. 10/- each representing 55.80% of paid up Equity and Voting Capital of DJS at a price of Rs. 25/- (Rupees Twenty Five only) ["Negotiated Price"] per fully paid up equity share payable in cash, in the following proportion:

Name of Acquirers	Number of Shares	% of present paid up Capital
B.K. Dyeing & Printing Mills Pvt. Ltd.	10,52,662	20.92%
Sriman Stocks Managements Pvt. Ltd.	10,52,663	20.93%
Malar Share Shoppe Ltd.	7,01,775	13.95%
Total	**28,07,100**	**55.80%**

The Acquirers have agreed to acquire the respective Shares in the following mutual proportion: B.K. Dyeing & Printing Mills Pvt. Ltd. **37.50%,** Sriman Stocks Managements Pvt. Ltd. **37.50%** and Malar Share Shoppe Ltd. **25%.**

1.3 Upon completion of the offer, if the acquisition made in pursuance of the Offer results in the Public shareholding in the Target Company being reduced below 25% of the total paid up equity and voting capital of the Target Company as minimum level required under Clause 40 A of the Listing Agreement, then the Acquirers undertake to take necessary steps to facilitate compliance of the Target Company with the requirements of the Listing Agreement, by adopting one of the methods specified therein within the time period mentioned therein to ensure continuous listing of the Target Company.

1.4 The Offer is not conditional on any minimum level of acceptance.

1.5 This is not a Competitive Bid.

1.6 The entire shares proposed to be acquired under this offer will be acquired by the Acquirers and no other persons/ entities propose to take part in the acquisition.

1.7 There are no other persons or entities acting in concert with the Acquirers for the purpose of this Open Offer.

1.8 The Offer is not as a result of any global acquisition resulting in indirect acquisition of DJS.

1.9 The Manager to the Offer does not hold any equity share in the Target Company as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company 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.

1.10 As on the date of this PA, the Acquirers are not holding any equity shares of DJS. The Acquirers have not acquired any equity shares of DJS during the 12 months period preceding the date of this PA.

1.11 The Acquirers have not entered into any separate non compete agreement with the Seller.

2. The Offer Price

Justification of Offer Price

2.1 The equity shares of **DJS** are currently listed on Bombay Stock Exchange Limited (hereinafter referred to as "BSE"), Coimbatore Stock Exchange Limited (hereinafter referred to as "CSX") and Saurashtra Kutch Stock Exchange Limited (hereinafter referred to as "SKSE"). Due to the pending litigation before the Hon'ble Madras High Court, CSX has not filed application for renewal of recognition which expired on 17th September 2006. However, in terms of order dated 15th September 2006 of the Hon'ble Court, the right of CSX to apply for renewal shall be subject to further orders of the court and CSX shall not be entitled to oppose the renewal solely on the ground of lapse of time. SEBI vide its order dated 6th July, 2007 has withdrawn the recognition granted to SKSE.

2.2 The Annualized Trading Turnover is more than 5% (by number of equity shares) of the total number of listed equity shares of DJS during the six months preceding the month in which this PA is made (i.e. during September, 2009 to February, 2010) at BSE.

Name of the Stock Exchange	Total No. of shares traded during September 2009 to February 2010	Total No. of listed shares	Annualized Trading Turnover (% of total listed shares)
BSE	9,95,700	50,30,400	39.59%

(Source : www.bseindia.com)

2.3 The equity shares of DJS are frequently traded on BSE within the meaning of Explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

2.4 The Offer Price of Rs. 45/- (Rupees Forty Five only) per fully paid up Equity Share of DJS is justified in terms of Regulation 20(4) of SEBI (SAST) Regulations, 1997 as it is higher of the following facts:

	Particulars	Amount in Rs.
a.	Negotiated Price under the Share Purchase Agreement	25.00
b.	Highest Price paid by the Acquirers for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of PA	NA
c.	The average of the weekly high and low of the closing prices of shares of Target Company on BSE, where it is most frequently traded, during the 26 weeks period preceding the date of the PA.	42.34
d.	The average of the daily high and low of the shares of the Target Company on BSE, where it is most frequently traded, during the 2 weeks period preceding the date of the PA.	44.55

(Source: www.bseindia.com)

2.5 The Offer Price of Rs. 45/- (Rupees Forty Five only) per share offered by the Acquirers to the shareholders of DJS under the proposed Offer is justified in terms of Regulation 20(4) read with Regulation 20(11) of the Regulations. In the opinion of the Manager to the Offer, the Offer Price is justified.

3. INFORMATION ABOUT ACQUIRERS

3.1 B.K. Dyeing & Printing Mills Private Limited ("BKDPMPL")

3.1.1 **BKDPMPL** was incorporated on 12th March 1980 as a Private Limited company under the Companies Act, 1956 under Certificate of Incorporation No: - 22324 issued by the Registrar of Companies, Maharashtra. The CIN of BKDPMPL is U17200MH1980PTC022324. The Registered Office of the company is situated at 60-A, 479, 3rd Floor, Jariwala Building, Tardeo Arthur Road, Mumbai- 400 034, Tel No. 022- 23519573 and Fax No. 022-23519573, email-id: bkdyeing@aol.in.

3.1.2 BKDPMPL is currently engaged in the business of investments & trading of securities.

3.1.3 As on the date of PA the directors of the BKDPMPL are Mr. Pratik Sudhir Bhatt and Mrs. Bhavana P. Bhatt.

3.1.4 BKDPMPL has not promoted any other company nor it has any other group company.

3.1.5 The present Authorized Share Capital of BKDPMPL is Rs. 2,00,00,000 (Rupees Two Crores only) consisting of 1,95,000 equity shares of Rs. 100/- (Rupees Hundred only) each and 5,000 preference shares of Rs. 100/- (Rupees Hundred only) each. The issued, subscribed and paid up equity share capital of BKDPMPL is Rs. 1,81,00,800 (Rupees One Crore, Eighty One Lakhs, and Eight Hundred only) consisting of 1,81,008 (One Lakh, Eighty One Thousand and Eight) equity shares of Rs.100/- each fully paid up. The issued, subscribed and paid up preference share capital is Rs. 5,00,000/- (Rupees Five Lakhs only) consisting of 5,000 (Five Thousand) preference shares of Rs. 100/- each fully paid up.

3.1.6 Financial information of BKDPMPL for the half year ended 30th September, 2009: Total Income was Rs. 46947.96 thousands, Profit/ (Loss) After Tax was Rs. (532.58) thousands, Paid up Equity Share Capital was Rs. 18,100.80 thousands, Paid up Preference Share Capital was Rs. 500.00 thousands.

The Net Worth (excluding Revaluation Reserve) of the company as on 30th September, 2009 was Rs. 44,682.03 thousands; Return on Net Worth was (1.19); Book Value per share is Rs. 246.85 and Earnings per Share (EPS) is Rs. (2.94).

(Source: Based on Certified Financial Statements by the Auditors for the period from 1st April, 2009 to 30th September 2009)

3.1.7 Mr. Radheyshyam Falod (Membership No: 31914), Chartered Accountant having office at 108, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400053, Telephone No. 022 - 66989078 have certified vide his certificate dated 12th November 2009, that the net worth of BKDPMPL is Rs. 446.82 Lakhs as on 30th September 2009.

3.1.8 BKDPMPL is not a sick company within the meaning of the provisions contained in Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

3.1.9 BKDPMPL is not holding any equity share in the Target Company.

3.2 Sriman Stocks Managements Private Limited ("SSMPL")

3.2.1 **SSMPL** was incorporated on 14th September 2009 as a Private Limited company under the Companies Act, 1956 under CIN: U65999MH2009PTC195752 issued by the Registrar of Companies, Maharashtra. The Registered Office of the company is situated at Shop No.2, Govind Kunj, S.V. Road, Opp. Sunder Nagar, Malad, West, Mumbai - 400064, Tel No. 022-28763922 and Fax No. 022- 28763922, email-id: sriman2011@gmail.com.

3.2.2 SSMPL is an investment company.

3.2.3 As on the date of PA the directors of the SSMPL are Mr. Devendra Kumar Sharma and Mr. Sajjan Kumar Sharma.

3.2.4 SSMPL has not promoted any other company nor it has any other group company.

3.2.5 The present Authorized Share Capital of SSMPL is Rs. 1,00,00,000 (Rupees One Crore only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. The issued, subscribed and paid up equity share capital of "SSMPL" is Rs. 93,00,000 (Rupees Ninty Three Lakhs only) consisting of 9,30,000 (Nine Lakhs and Thirty Thousand) equity shares of Rs.10/- each fully paid up.

3.2.6 Financial information of SSMPL for the period 14th September, 2009 to 31st October, 2009: Total Income was Nil (as the company is newly incorporated and there is no operating income), Profit/ (Loss) After Tax was Rs. (1.28) thousands, Paid up Equity Share Capital was Rs. 9,300.00 thousands.

The Net Worth of the company as on 31st October, 2009 was Rs. 46,919.22 thousands; Return on Net Worth was Nil (as there is no operating profit); Book Value per share is Rs. 50.45 and Earnings per Share (EPS) is Nil.

(Source: Based on Certified Financial Statements by the Auditors for the period 14th September, 2009 to 31st October, 2009.)

3.2.7 Mr. Radheyshyam Falod (Membership No: 31914), Chartered Accountant having office at 108, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400053, Telephone No. 022 - 66989078 have certified vide his certificate dated 12th November 2009, that the net worth of SSMPL is Rs. 469.19 Lakhs as on 31st October, 2009.

3.2.8 SSMPL is not a sick company within the meaning of the provisions of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

3.2.9 SSMPL is not holding any equity share in the Target Company.

3.3 Malar Share Shoppe Limited ("MSSL")

3.3.1 MSSL was incorporated on 15th June 1994 as a Public Limited company under the Companies Act, 1956, under the Certificate of Incorporation No. 11- 79001, issued by the Registrar of Companies, Maharashtra. The CIN of MSSL is U67120MH1994PLC079001. The Registered Office of the company is situated at 12/B, khatau Bldg, Opp. Rotunda Bldg, Alkesh Dinesh Modi Marg, Mumbai- 400023, Tel No. 022- 22631731/ 22631732 and Fax No. 022- 2263 1733, email-id: malarshares2011@gmail.com. The First registered office of MSSL was at, 20, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400023, which was changed w.e.f. 1st March 1995 to 71, Swagat Nehru Road, Vile Parle (East), Mumbai, Maharashtra - 400057 and subsequently to the current Registered Office, w.e.f. 31st October, 2009.

3.3.2 MSSL is an investment company.

3.3.3 As on the date of PA the directors of the MSSL are Mr. Om Prakash Kishanlal Bohra, Mr. Anil S. Chhagani and Mrs. Jayshree Jitendra Joshi

3.3.4 MSSL has not promoted any other company nor it has any other group Company.

3.3.5 The present Authorized Share Capital of MSSL is Rs. 65,00,000 (Rupees Sixty Five Lakhs only) divided into 6,50,000 (Six Lakhs and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each. The issued, subscribed and paid up equity share capital of "MSSL" is Rs. 53,00,000 (Rupees Fifty Three Lakhs only) consisting of 5,30,000 (Five Lakhs and Thirty Thousand) equity shares of Rs.10/- each fully paid up.

3.3.6 Financial information of MSSL as on 12th March, 2010: Total Income was Rs. 79.53 thousands, Profit/ (Loss) After Tax was Rs. (122.20) thousands, Paid up Equity Share Capital was Rs. 5300.00 thousands.

The Net Worth (excluding Revaluation Reserve) as on 12th March, 2010 was Rs. 30286.42 thousands; Return on Net Worth was (0.40); Book Value per share is Rs. 57.14 and Earnings per Share (EPS) is Rs. (0.23).

(Source: Based on Certified Financial Statements by the Auditors for the period from 1st April, 2009 to 12th March, 2010)

3.3.7 Mr. Niilesh Zaveri (Membership no. 37914), Chartered Accountant having office at Premise No.1, Chetan Kunj, Gr. Flr., NP Thakkar Road, Vile Parle (E) Mumbai 400 057 (Telephone No. 022-32477726, Fax No.- 022-26187150) have certified vide his certificate dated 13th March, 2010 that the net worth of the MSSL is Rs. 302.86 Lakhs as on 12th March, 2010.

3.3.8 MSSL is not a sick company within the meaning of the provisions contained in Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

3.3.9 MSSL is not holding any equity share in the Target Company.

3.4 Relationship between Acquirers with each other:

The Acquirers are companies registered under the Companies Act, 1956. There is no relationship amongst the Acquirers.

3.5 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of the directions issued under Section 11B of the SEBI Act, 1992, and the subsequent amendments thereto (the "SEBI Act") or under any other regulations made under the SEBI Act.

4. Information on the Target Company ("DJS Stock and Shares Limited"/ "Target Company"/ "DJS")

4.1 DJS was incorporated under the Companies Act 1956, on 27th April 1994 as a Public Limited Company under the name DJS Stock and Shares Limited in the office of Registrar of Companies, Tamilnadu, Coimbatore and received Certificate of Commencement of Business on July 18, 1994. The Registration number of the Company is 181-5030 and The CIN of DJS is L67120TZ1994PLC005030.

4.2 The Registered Office of DJS is situated at 14, Arts College Road, Coimbatore - 641 018. Tel No. 0422-2211487/ 2227939, Fax No. 0422-2218429 and Head Office at Mittali Trust, 8/B, Shirin Sohrab Palace, Nariman Road, Vile Parle (E), Mumbai - 400 057. Tel No. 022-26103594 / 26185011, Fax No.- 022-26135319/ 26155237 and Corporate Office at A/204, Eastern Court, 2nd Floor, Tejpal Road, Vile Parle (East), Mumbai-400057, Tel No. 022-26102923/ 26102924, Fax No. 022-26104675, e-mail-id contactus@djsstock.com.

4.3 The present Authorized Equity Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid Up Equity Share Capital of the Company is Rs. 5,03,04,000 (Rupees Five Crore, Three Lakhs and Four Thousand only) consisting of 50,30,400 (Fifty Lakhs, Thirty Thousand and Four Hundred) Equity shares of Rs.10/- each fully paid up.

4.4 There are no partly paid up equity shares in the Company. There are no outstanding instruments in the nature of warrants/ fully convertible debentures/ partly convertible debentures etc. which are convertible into equity shares at any later date. There are no shares under lock-in period.

4.5 DJS is currently engaged in the business of share broking and is member of NSE, BSE, CSE, NSE-F&O, Rajkot Stock Exchange and the OTCEI and trades on behalf of its clients actively on BSE Equity, NSE Equity and NSE derivatives.

4.6 DJS has entered into Tri-partite Agreement with CDSL w.e.f 18th September 2009 and with NSDL w.e.f. 10th February 2010 and the shares are traded in physical and Demat mode. The marketable lot for the shares of DJS is 100 (Hundred only). The ISIN No. of DJS is INE234E01019. Earlier to the Tri-partite Agreement mentioned herein above, DJS had entered into Bi-partite Agreement w.e.f 5th October 2001 with CDSL only as DJS itself was acting as R&T Agent prior to Purva Sharegistry (India) Pvt. Ltd.

4.7 The equity shares of DJS are listed on BSE (Scrip Code: 511636), CSX and SKSE. DJS has paid the listing fees till date to BSE. Due to the pending litigation before the Hon'ble Madras High Court, CSX has not filed application for renewal of recognition which expired on 17th September 2006. However, in terms of order dated 15th September 2006 of the Hon'ble Court, the right of CSX to apply for renewal shall be subject to further orders of the court and CSX shall not be entitled to oppose the renewal solely on the ground of lapse of time. SEBI vide its order dated 6th July 2007 has withdrawn the recognition granted to SKSE.

4.8 Financial information of DJS as on 31st December 2009: Total Income was Rs. 248.79 lacs, Profit/ Loss After Tax was Rs.97.48 Lakhs, Paid up Equity Share Capital was Rs. 503.04 Lakhs, and the Net Worth (excluding Revaluation Reserve) was Rs. 1,241.70 Lakhs; Return on Net Worth was Rs. 7.85; Book Value per share is Rs. 24.68 and Earnings per Share (EPS) is Rs. 1.94.

(Source: Based on Certified books of accounts by the Auditors for the period from 1st April 2009 to 31st December 2009)

4.9 DJS is not a sick company within the meaning of the provisions contained in Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

4.10 As on the date of this PA the directors of the DJS are Mr. Prakash D. Shah, Mr. Jayantilal P. Shah, Mr. Bhagawati Prasad, Mr. K. Annamalai, Mr. Sohesh P. Shah, Mr. Devendra C. Shah, Mr. Siddharth B. Jalan and Mr. Ajay M. Gupta.

4.11 None of the Directors of DJS represent the Acquirers.

4.12 DJS has confirmed that it has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

4.13 DJS is complying with the provisions of the listing agreement entered into with the Stock Exchange and there are irregularities in the compliances of the provisions of Chapter II of the Regulations.

4.14 There has been no merger/ de-merger or spin off in the Company during the past three years.

5. Reasons for the Acquisition, Offer and Future Plans about the Target Company

5.1 The Offer has been made pursuant to Regulation 10 & 12 of SEBI (SAST) Regulations, 1997 and other provisions of Chapter III of the Regulations.

5.2 The main object of the Offer is to acquire substantial acquisition of shares and voting rights accompanied with the change in management and control of the company.

5.3 The Acquirers, intend to invest in corporate opportunities and also provide extensive insight and support to the development of the existing business of the Target Company subject to the necessary approvals of National Stock Exchange Limited (hereinafter referred to as NSE)/ BSE/ Other Stock Exchanges and SEBI, in case of denial of such approvals by NSE/ BSE/ Other Stock Exchanges and SEBI, the Acquirers will discontinue with the stock broking activities. On receipt of the necessary approvals from NSE/ BSE/ Other Stock Exchanges and SEBI, the Acquirers would suitably strengthen the Target Company with the requisite financial and human resources. The Acquirers reserve the right to modify the present structure in a manner which is useful to the larger interests of the shareholders. Any change in the structure that may be effected will be in accordance with the applicable laws.

5.4 The Acquirers do not have any plan to dispose off or otherwise encumber any assets of DJS in the succeeding two years from the date of the Closure of the Offer, except in the ordinary course of business with the prior approval of the shareholders of DJS.

6. Statutory/ Other Approvals Required for the Offer

6.1 The Offer is subject to the receipt of approval, if any, of RBI under the Foreign Exchange Management Act, 1999 (FEMA) for the acquisition of equity shares by "The Acquirers" from the Non-Resident shareholders under the Offer. In case acceptances from Non Residents, then the Acquirers shall make requisite application to the RBI after Closure of the Offer.

6.2 Barring unforeseen circumstances, the Acquirers would endeavor to obtain all the approvals within 15 days from the date of the Closure of the Offer. In case of delay in receipt of any statutory approval, if any, SEBI has power to grant extension of time to the Acquirers for the payment of the consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(12) of "SEBI (SAST) Regulations, 1997". If the delay occurs due to willful default of the Acquirers in obtaining the requisite approval, if any, Regulation 22(13) will become applicable under which the amount lying in the escrow account shall be liable to be forfeited apart from the penalty as provided in the Regulations.

6.3 No approval from any Banks/ Financial Institutions is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

6.4 As on the date of this PA, to the best of the Acquirers Knowledge no other statutory approvals are required to be obtained for the purpose of this Open Offer.

7. Delisting Option to the Acquirers

If the acquisition made in pursuance of the Offer results in the Public shareholding in the Target Company being reduced below the minimum level required under clause 40A the Listing Agreement, then the Acquirer undertakes to take necessary steps to facilitate compliance of the Target Company with the requirements of the Listing Agreement, by adopting one of the methods specified therein within the time period mentioned therein to ensure continuous listing of the Target Company.

8. Financial Arrangements

8.1 The maximum purchase consideration payable by the Acquirers in case of full acceptance of offer i.e. 10,06,080 fully paid up equity shares is Rs. 4,52,73,600/- (Rupees Four Crores Fifty Two Lakhs Seventy Three Thousands and Six Hundreds Only) at a price of Rs. 45/- (Rupees Forty Five only) per equity share (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

8.2 BKDPMPL and SSMPL has pledged in favour of the Manager to the Offer, fully paid up equity shares of various Listed Companies which are regularly trading in BSE/ NSE/ both, under the Regulation 28(4)(c) of the Takeover Regulations. The total market value of the Equity Shares deposited as on 17th March, 2010 is Rs. 2,07,54,585/- (Rupees Two Crores Seven Lakhs Fifty Four Thousands Five Hundreds and Eighty Five only), which exceeds the Escrow amount stipulated under Regulation 28(2) of the Regulations with a margin of 83%. The Manager to the Offer is empowered to realize the value of the pledged shares by sale or otherwise, provided if there is any deficit on realization of the value of shares, such deficit if any shall be made good by the Manager to the Offer. The above mentioned securities held in the name of BKDPMPL and SSMPL, pledged with the Manager to the Offer are free from any lien/ encumbrances and carry voting rights.

8.3 The Acquirers have also created an Escrow Account in the name and style of **"DJS - Open Offer - Escrow Account"** with HDFC Bank Limited at its branch office at Maneckji Wadia Building, Nanek Motwani Marg, Fort, Mumbai- 400023 and has deposited Rs.5,00,000/- (Rupees Five Lakhs only) being more than 1% of the total consideration payable under the Offer. The Acquirers have arranged a lien on the cash deposit in favour of the Manager to the Offer. The Manager to the Offer is authorised to realise the value of the escrow in terms of the Regulation.

8.4 The Acquirers have adequate financial resources to meet the financial requirements of the Offer. The Acquirers have made firm financial arrangements in terms of Regulation 16(xiv) for the resources required to complete the offer in terms of the Regulations. No borrowings from Banks/ Financial Institutions are being made for the purpose. The funds to be utilized shall be domestic and not any foreign funds.

8.5 (a) Mr. Radheyshyam Falod (Membership No: 31914), Chartered Accountant having office at 108, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400053, Telephone No. 022-2839 0457 have certified vide his certificate dated 13th March, 2010, that sufficient financial resources are available with BKDPMPL to meet its obligation under the Offer.

(b) Mr. Radheyshyam Falod (Membership No: 31914), Chartered Accountant having office at 108, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400053, Telephone No. -022- 2839 0457 have certified vide his certificate dated 13th March, 2010, that sufficient financial resources are available with SSMPL to meet its obligation under the Offer.

(c) Mr. Niilesh Zaveri (Membership no. 37914), Chartered Accountant having their office at Premise No.1, Chetan Kunj, Gr. Flr., NP Thakkar Road, Vile Parle (E) Mumbai 400 057 Telephone No. 022-32477726, Fax No.- 022-26187150 have certified vide his certificate dated 13th March, 2010, that sufficient financial resources are available with MSSL to meet its obligation under the Offer.

8.6 The Manager to the Offer, has satisfied itself that the Acquirers have sufficient funds to meet the obligations under the SPA and the Open Offer.

9. Other Terms of the Offer

9.1 This is not a conditional offer and there is no stipulation as to the minimum level of acceptance.

9.2 The Letter of Offer ("LOO") together with the Form of Acceptance cum Acknowledgement ("FOA"), Form of Withdrawal ("FOW") and Transfer Deed (for shareholders holding equity shares in the physical form) will be mailed to those shareholders of DJS (except Acquirers, and the "Sellers" under the SPA as stated in Para 1.2 hereinabove) whose names appear on the register of members of DJS and to the Beneficial Owners of the equity shares of DJS whose names appear as beneficiaries on the records of the respective Depositories at the closure of business hours on Tuesday, April 20, 2010 (the "Specified Date").

9.3 Accidental omission to dispatch LOO to any member entitled to this Open Offer or non-receipt of the LOO by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

9.4 The Acquirers can revise the price upwards upto 7 working days prior to the date of Closure of the Offer i.e. Thursday, May 27, 2010 and revision, if any, in the offer price would appear in the same newspaper where the original PA was published and same price would be paid to all the shareholders who tender their shares in the Offer.

9.5 The Acquirers have appointed Purva Sharegistry (India) Private Limited as Registrar to the Offer. Shareholders who are holding shares in physical form (i.e. share certificates) and wish to tender their shares may send the FOA together with the Original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer at the following address in an envelope subscribing the same with "PSIPL Escrow A/c - DJS OPEN OFFER" either by hand delivery during normal business hours Monday to Friday 11.00 a.m. to 4.00 p.m. (excluding Bank Holidays) or by Registered Post on or before the closure of the Offer i.e. Saturday, June 05, 2010 in accordance with the instructions specified in the LOO and the FOA.

Sr. No	Collection Centre	Address of Collection Centre	Contact Person / e-mail ID	Telephone No. / Fax No.	Mode of Delivery
1.	Mumbai	Unit no. 9, Ground floor, Shiv Shakti Ind. Estt., J R Boricha Marg' Lower Parel (E), Mumbai - 400 011	Mr. V B Shah busicomp@vsnl.com	Tel: 022- 23016761	Post / Hand delivery
2.	Chennai	4 Dr. Rajivi Towers, 2nd floor, 231 Purasawakkam High Road, Chennai - 600 007	Mr. Jinesh Shah	Tel: 044- 42179705	Post / Hand delivery
3.	Ahmedabad	306 Sarthik, Near Fun Republic, S G Road, Ahmedabad - 380 015	Mr. Jagdish Akhani	Tel: 079- 26929554	Post / Hand delivery

9.6 The Registrar to the Offer has opened a Special Depository Account with BCB Brokerage Pvt. Ltd. (Registered with CDSL). Beneficial owners and Shareholders holding shares in the dematerialized form will be required to send their FOA to the Registrar to the Offer as mentioned in Para 9.5 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 favour of **"PSIPL Escrow A/c - DJS OPEN OFFER"** and filled in with the details given below:

DP Name	BCB Brokerage Pvt. Ltd.
A/c Title	PSIPL Escrow A/c - DJS OPEN OFFER
DP ID Number	12010400
Client ID Number	00016984
ISIN	INE234E01019
Depository	CDSL
Market	Off Market

.9.7 All owners of shares registered or unregistered (except the Acquirers, and parties to the SPA) who own the shares at any time prior to the closure of the Offer are eligible to participate in the Offer. Unregistered owners/ shareholders who have not received LOO can send their application in writing, on a plain paper stating the name, address, number of shares held, number of shares offered to, distinctive numbers, folio no., together with documents stated at Para 9.5 above so as to reach the Registrar to the Offer on or before Saturday, June 05, 2010 i.e. before the closing date. In case of unregistered owners, the same should be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners. 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 and Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent.

9.8 In case of non-receipt of the LOO, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, along with the document as mentioned above, so as to reach the Registrar to the Offer on or before the closure, i.e. Saturday, June 05, 2010. In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP Name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e. Saturday, June 05, 2010. Such shareholders may also download the FOA from the website of SEBI i.e. http://www.sebi.gov.in which will be made available from the date of opening of the Offer.

9.9 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the closure of the Offer, else the application would be rejected. Shareholders having their depository account in NSDL have to use inter depository delivery instruction slip for the purpose of crediting their shares in favour of Special Depository Account with CDSL.

9.10 The Registrar to the Offer will hold in trust the shares, FOA, if any, and the transfer form(s) on behalf of the shareholders of DJS, who have accepted the Offer, until the cheques/ drafts for the consideration and / or the unaccepted shares/ share certificates are dispatched/ returned.

9.11 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post to the sole / first shareholder at the shareholders/ unregistered owners, sole risk.

9.12 Shares tendered by the shareholders in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever. Shares, if any, that are subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these shares are not received together with the shares tendered under the Offer. The LOO in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

9.13 While tendering shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of DJS. In case of previous RBI approvals not being submitted, the Acquirers reserve the right to reject the offer. While tendering shares under the Offer, NRI/ OCBs/ foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

9.14 In case the shares tendered in the Offer are more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept all valid application received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking due care to ensure that the basis of acceptance, is decided in a fair and equitable manner and does not result in non-marketable lots.

9.15 Applications which are complete in all respects and which reach to the Registrar to the Offer on or before the date of Closure of the Offer i.e. Saturday, June 05, 2010 would be approved and accepted by the Acquirers. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the shareholders by Registered/ Speed Post at the shareholder's sole risk. In case of joint holder(s) the Cheque/ Demand Draft will be drawn in the name of the First Holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

9.16 The payment consideration for the applications so accepted in the offer, if any to the beneficiary account with Depository Participants shall be given within 15 days from the date of the Closure of the Offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the Offer by ECS, (Electronic Clearing Services), Direct Credit (DC), or Crossed Account [Payee Cheques/ Pay orders/ Demand Drafts, National Electronic Funds Transfer(NEFT) and Real Time Gross Settlement (RTGS)].

9.17 In accordance with Regulation 22(5)(A) of SEBI (SAST) Regulations, 1997, shareholders who have tendered requisite documents in terms of Public Announcement and LOO shall have the option to withdraw acceptance tendered up to 3 working days prior to the Offer closing date. The withdrawal option can be exercised by submitting the FOW (separately enclosed with the LOO which will be mailed to the shareholders of DJS as on the Specified Date being Tuesday, April 20, 2010 together with copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details:

- Name, Address, Distinctive No., Folio No., No. of shares tendered / withdrawn.

In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above.

10. SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

ACTIVITY	DAY & DATE
Specified Date (for the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent	Tuesday, April 20, 2010
Last Date for Competitive Bid	Tuesday, April 13, 2010
Day by which Letter of Offer to be Posted to the Shareholders	Tuesday, May 04, 2010
Date of Opening of the Offer	Monday, May 17, 2010
Last Date for Revising the Offer price/ No. of Shares	Thursday, May 27, 2010
Last Date up to which the Shareholders may withdraw	Wednesday, June 02, 2010
Date of Closure of the Offer	Saturday, June 05, 2010
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	Saturday, June 19, 2010

11. General

11.1 **Shareholders who have accepted the offer by tendering the requisite documents, in terms of the PA/ LOO, can withdraw the same upto three working days prior to the date of the closure of the Offer i.e. Wednesday, June 02, 2010 by filling the withdrawal form attached herewith. The withdrawal form is also available on SEBI website (www.sebi.gov.in)**

11.2 The withdrawal of shares will be available only for the share certificates/ shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

11.3 The Acquirers can revise the price upwards upto 7 working days prior to the date of Closure of the Offer i.e. Thursday, May 27, 2010, and revision, if any, in the offer price would appear in the same newspapers in which this PA has appeared and same price would be paid to all the shareholders who tender their shares in the offer.

11.4 Pursuant to Regulation 13 of the Regulations, the Acquirers have appointed Vivro Financial Services Private Limited as Manager to the Offer and the Manager to the Offer issues this PA on behalf of the Acquirers. The Acquires have appointed Purva Sharegistry (India) Private Limited as the Registrar to the Offer.

11.5 **If there is competitive bid:**

- **The public offer under all the subsisting bids shall close on the same date.**
- **As the offer price cannot be revised during 7 working days prior to the closing date of the offers/ bids, it would be therefore, in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender acceptance accordingly.**

11.6 The Acquirers, the Sellers and DJS have not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of SEBI Act, 1992, as amended or any other regulation made under the SEBI Act.

11.7 The Acquirers severally and jointly accept full responsibility for the information contained in this PA and also for the fulfillment of obligations of the Acquirers as laid down in SEBI Takeover Regulations and subsequent amendments made thereto.

11.8 For further details please refer to the LOO and the FOA. This PA and the LOO together with FOA would also be available on SEBI's website at http://www.sebi.gov.in/. Eligible persons to the Offer may also download a copy of the LOO and FOA from the said website from the Offer Opening Date, Monday, May 17, 2010 and apply in the same.

Issued by: Manager to the Offer

VIVRO

Vivro Financial Services Private Limited

"Manu Mansion", 16/ 18, Shahid Bhagat Singh Road, Opp. Old Customs House, Fort, Mumbai - 400 023.
Tel.: (022) - 22657364, 22624656, 22658397, Fax: (022) 22658406 Email-ID: investors@vivro.net

Contact Person: Mr. Jayant Prakash

For and on behalf of the Board of Directors
B.K. DYEING & PRINTING MILLS PRIVATE LIMITED
Mr. Pratik Bhatt (Director)

For and on behalf of the Board of Directors
SRIMAN STOCKS MANAGEMENTS PRIVATE LIMITED
Mr. Devendra Kumar Sharma (Director)

For and on behalf of the Board of Directors
MALAR SHARE SHOPPE LIMITED
Mr. Anil Chhagani (Director)

Place: Mumbai
Date: March, 23, 2010