

PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF KAASHYAP TECHNOLOGIES LIMITED

Registered Office: 33/8, B. R. Complex, II Floor, C. P. Ramasamy Road, Alwarpet, Chennai-600018, Tamil Nadu, India; Tel:+91-44-24985620; Fax: +91-44-24986683; email: investor.grievance@kaashyap.com

CASH OFFER OF RS. 0.73 (PAISE SEVENTY THREE) PER SHARE FOR ACQUISITION OF 13,14,54,982 EQUITY SHARES FROM SHAREHOLDERS (“OFFER”)

This Public Announcement is being issued by Birla Capital and Financial Services Limited (hereinafter referred to as the “**Manager to the Offer**”), on behalf of **TAIB Securities Mauritius Limited** (hereinafter referred to as the “**Acquirer**”) pursuant to Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 & subsequent amendments thereto (hereinafter referred to as the “**SEBI (SAST) Regulations**” or the “**Regulations**”).

I. The Offer

- a) This Open Offer is being made to the equity shareholders of Kaashyap Technologies Limited under Regulation 10 of the Regulations, by **TAIB Securities Mauritius Limited** having its registered office at 4th Floor, IBL House, Caudan, Port Louis, Republic of Mauritius, Tel No: +230 2032020; Fax No. +230 212 6149, (“the Acquirer” or “TSML”). There are no other acquirers or other entities/ persons who are acting in concert with the Acquirer for the purpose of this Open Offer.

- b) On December 21, 2009, 21,20, 80,000 Equity shares of the face value of Re. 1 each of the Target Company constituting 32.37 % of the paid-up and the voting capital were credited to the account of TSML on account of conversion of 2,20,000 units of GDRs .

This acquisition triggered the provisions of Regulation 10 of the Regulations. TSML was obliged to make an open offer under the Regulations due to the above said conversion. However, at the time of credit of equity shares as aforesaid, the Acquirer was not aware that this had unintentionally triggered the Offer requirement under the SEBI (SAST) Regulations.

The acquisition was without any intention to acquire control or takeover the management of KTL. The Acquirer is merely a financial investor and wishes to have no management control or strategic position in the Target Company.

Out of the above, the Acquirer sold 4,96,87,761 equity shares of the Target Company and it's holding in the Target Company reduced to 16,23,92,239 equity shares aggregating to 24.71% of the paid up and voting capital of KTL.

TSML's shareholding in the Target Company as on date of this Public Announcement is 16,23,92,239 equity shares of Re.1/- each aggregating to 24.71% of the paid-up and voting capital of the Target Company.

- c) Upon realization of this mandatory regulatory obligation and the delay caused to this effect, the Acquirer is hereby making an open offer pursuant to and in compliance with the provisions of Regulation 10 of the Regulations to acquire 13,14,54,982 equity shares of Re.1/- each, representing 20% of the voting rights in the Target Company, from the equity shareholders of the Target Company, at a price of Re.0.73 (Paise Seventy Three only) per equity share including interest of Re. 0.02 per equity share (“**Offer Price**”) payable in cash subject to the terms and conditions mentioned hereinafter. The offer is being made to all the shareholders of the Target Company (as on the specified date) except the Acquirer.

- d) There are no partly paid shares in the Target Company on the date of the Public announcement.
- e) The Offer is not subject to any **minimum level** of acceptance from the shareholders i.e. it is not a Conditional Offer.

- f) The Offer is not as a result of global acquisition resulting in indirect acquisition of shares of the Target Company.
- g) The shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai (the “BSE”). The shares are also listed on Madras Stock Exchange Limited, Chennai (“MSE”). Based on the information available, the equity shares are most frequently traded at the BSE.

- h) The annualized trading turnover at the BSE is more than 5% of the total number of listed shares and therefore the shares are frequently traded at the BSE. The shares are infrequently traded on other Stock Exchange(s), within the meaning of explanation (i) to Regulation 20(5) of the Regulations. Hence, the Offer Price has been determined taking into account the following parameters:

PARTICULARS	Price (Re. per share)
1. Negotiated price	Not Applicable
2. Price paid by the Acquirer for acquisitions, if any, including by way of allotment in a public or rights or preferential issue during the 26 week period prior to the date when the PA should have been made as stated in para b above.	Re. 0.67*
3. Higher of (A) or (B) below: Share price data of the Target Company on BSE, where it is most frequently traded, is as under: (A) On the date on which the PA should have been made : i) the average of the weekly high and low of the closing prices of the shares of the Target Company during the 26 weeks preceding the date the announcement should have been made. ii) The average of the daily high and low of the prices of the shares of the Target Company during the 2 weeks preceding the date the announcement should have been made. Higher of A(i) and A(ii) above Add Interest@10% per annum on above (A) (B) As on date, i.e. the date of the PA: i) The average of the weekly high and low of the closing prices of the shares of the Target Company during the 26 weeks preceding the date the date of PA. ii) The average of the daily high and low of the prices of the shares of the Target Company during the 2 weeks preceding the date of the PA. Higher of B (i) and B(ii) above (B) Higher of A and B above	0.70 0.66 0.70 0.02 0.72 0.66 0.53 0.66 0.72
4. Other Parameters	
Based on audited financials as on March 31, 2009	
4.1 Return on Net Worth (%)	Not Applicable since KTL has losses for 31/03/2009
4.2 Book Value (Rs.)	Rs.2.53/-
4.3 Earning Per Share of Face Value of Re. 1/- (in Rs.)	Not Applicable since KTL has losses for 31/03/2009
4.4 Price Earning Multiple	Not Applicable since KTL has losses for 31/03/2009
4.5 Fair Value (see para (i) below)	0.66
Offer price	0.73

*The price refers to the closing price on the day on which the GDRs have been converted into equity shares, i.e. December 21, 2009.

- i) Mr. R. Baskaran Partner of R. Baskaran & Co., Chartered Accountants, having their office at Nungambakkam, Chennai-600 034; Telefax: +91-44-28221966. Email: baskaran@baskaranandco.com (Membership No. 202596). (Independent Chartered Accountant) has certified vide report dated Friday, March 19, 2010, that the Fair Value per Equity Share of KTL is Re.0.66 (Paise Sixty Six Only).

- j) Taking above parameters into consideration, the offer price of Re.0.73 (inclusive of interest) per share is justified in terms of Regulations 20(4) and 20 (5) of the Regulations.

- k) As on the date of this PA, the Acquirer holds 16,23,92,239 equity shares of Re.1/- each aggregating to 24.71% of the paid-up and voting capital of the Target Company. The Acquirer has not acquired any equity shares of the Target Company during the twelve months preceding the date of this PA, except as stated in para b above on account of GDR conversion.

- l) This is not a competitive bid.
- m) The Acquirer and KTL are not included in the list of persons / entities debarred from accessing the capital market under Section 11 B of the SEBI Act, 1992 or under any other Regulation.

II. Information on the Acquirer

- a) The Acquirer, TAIB Securities Mauritius Limited was incorporated under the laws of Mauritius on 13th September 1994 as a private company limited by shares. The Acquirer has been converted into a public company limited by shares on 10 April 2008. The registered office of the Acquirer is located at 4th Floor, IBL House, Caudan, Port Louis, Republic of Mauritius. Tel No. +230 2032020; Fax No. +230 2126149.

The Acquirer is regulated and licensed by the Financial Services Commission, Mauritius, and holds a Category 1 Global Business Licence under the Financial Services Act 2007 to operate as a collective investment scheme and is primarily engaged in investment activities under the Foreign Institutional Investor (FI) regime. TSML is making this acquisition under the FDI route only and completing the obligation as per the SEBI (SAST) Regulations. In 1994, TSML was registered with the Securities and Exchange Board of India as a FI sub-account to TAIB B.S.C (C). TSML's sub-account registration code with SEBI is 1997586. The promoter of TSML is TAIB Bank B.S.C. (C) Bahrain (TAIB Bank). TAIB Bank is into private banking, investment banking, commercial banking and merchant banking. The Acquirer does not belong to any group.

- b) The present directors of TSML are Mr. Jimmy Wong Yuen Tien, Mr. Eric A. Venpin, Mr. Dayanand Shetty and Mr. Nader Jasim Mohamed Al Alnajjar.

- c) Brief audited financial data of TSML for the year ended March 31, 2008 is as follows:

(in USD)	
Particulars	December 31, 2008
Total Income	1,158,627
Total Expenditure	449,827
Profit before tax	708,800
Profit/(Loss) after tax	708,800
Net worth	2,745,251
Book Value (in USD. Per share) (face value USD 1(one) each)	27.45
Earnings per Share (face value USD 1(one) each)	7.08
Return on Net Worth	25.82%

- d) The Acquirer is not listed on any stock exchange.
- e) As per the certificate dated March 4, 2010 issued by M/s. Manoj Baby & Associates, Chartered Accountants, having their office at 3031, Bhandup Ind Estate, Pannalal Compound, L.B.S. Marg, Bhandup (West) Mumbai-400 078, (Membership No.113679) (Tel +91 25962545, Fax +91 25967999) the Acquirer has sufficient resources and liquidity to fulfill their obligation under the open offer.

III. Information on Target Company

- a) Kaashyap Technologies Limited was incorporated on 21.05.1997 as Kaashyap Institute of Information Technology Private Limited and the name of the Company was changed to Kaashyap Radiant Systems Private Limited on 14th May 1998 and subsequently to Kaashyap Radiant Systems Limited on September 8, 1998. On May 1, 2006 the name was further changed to the present name Kaashyap Technologies Limited. The Registered office of KTL is located at 33/8, C. P. Ramaswamy Road, B.R. Complex, II Floor, Alwarpet, Chennai - 600 018, Tel :+91-44-24985620; Fax +91-44-24986683; e-mail:investor.grievance@kaashyap.com.

- b) KTL was promoted by Mr. A. Venkatramani, Mrs. Usha Venkatramani, Radiant Systems Inc., USA, Mr. Venu Myneni, Mr. Vinod Koduru and Mr. Raghuram Tandra. In the year 2002, Radiant Systems Inc, Mr. Venu Myneni, and Mr. Vinod Koduru had relinquished their interest from the joint venture and relinquished their Directorship from KTL. Currently, Mr. A. Venkatramani and Mrs. Usha Venkatramani are the promoters of KTL. Mr. A Venkatramani is a commerce graduate. He has over 30 years of experience in the field of marketing and human resources management. Mrs. Usha Venkatramani is a graduate in corporate secretaryship from Madras University. She has over 25 years of experience in corporate matters.

- c) The present directors of KTL are Mr. A. Venkatramani (Chairman & Managing Director), Mr. A. Ganesan (Non-executive director), Mr. Raghuram Tandra (Non-executive director), Mr. R. Gopalan (Non-executive director) and Mr. S. Thiruvengadam (Non-executive director).

- d) KTL did its maiden public issue in 1999.

- e) The Equity shares of KTL are listed on the BSE and MSE. The authorized share capital of KTL as on date is Rs. 1,000,000,000/- (consisting of 900,000,000 equity shares of Re.1/- each, 10,000 15% Cumulative Preference Shares of Rs.100/- each and 990,000 11% Redeemable Preference Shares of Rs.100/- each).

- f) As on March 31, 2009, 445,194,908 equity shares of Re.1/- each have been issued and subscribed and paid-up amounting to Rs. 445,194,908 and paid up preference share capital of KTL is Rs. 40,557,000 comprising Rs.557,000 (5,570, 15% Preference Shares of Rs.100/- each) and Rs.40,000,000 (400,000, 11% Preference shares of Rs.100/- each). The total subscribed and paid-up capital of the KTL as on March 31, 2009 is Rs.48.56 Crores. This includes both Equity and Preference Share Capital. However, thereafter, KTL has done a GDR issue and consequently the equity share capital has increased to Rs. 65,72,74,908/- (Sixty Five Crores Seventy Two lakhs Seventy Four Thousand Nine Hundred and Eight only). There are no partly paid up shares in KTL. Details of paid-up shares are as follows:

Paid up equity share capital of the Company	No. of Shares	%
Fully paid up equity shares	65,72,74,908	100
Partly paid up equity shares	NIL	Not Applicable

- g) KTL is in the business of imparting computer education in general and developing all kinds of software including packaged & customized software, Web related services internet based training.

- h) As on date there are no outstanding instruments in the nature of warrants / fully convertible debentures/ partly convertible debentures etc. which are convertible into equity at any later date.

- i) There has been no merger / de-merger or spin off in the Company during the past three years. KTL had reduced its paid-up capital from Rs.563,206,350 (56,320,635 Equity shares of Rs.10/- each) to Rs 56,320,635 (56,320,635 Equity shares of Re.1/- each) by court order dated 19th September 2006 of the Hon'ble High court of Madras Judicature.

- j) Brief Financials of KTL based on the audited financial statements are as follows:

Particulars	For year ended 31.03.2009
Total Income	451.24
Total Expenditure	470.71
Profit / (Loss) Before Tax	(71.97)
Profit After Tax	(72.34)
Paid up Equity Share Capital#	445.19
Reserves and Surplus	680.10

The Equity capital of KTL has been increased after March 31, 2009 due to issue of GDRs and their conversion into equity shares.

IV. Rationale for the acquisition and Offer

- a) The Acquirer is making this open offer to the shareholders of the Target Company pursuant to Regulation 10 of SEBI (SAST) Regulations. The Acquirer is merely a financial investor and this acquisition will not result in a change in control of the Target Company.

- b) The investment by the Acquirer in the Target Company is in the nature of a financial investment in the ordinary course of business and not with the intent to control the management or policy decisions of the Target Company and hence, management control is retained by the existing Promoters of the Company.

- c) The Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company. The management control shall continue to vest with the existing promoters of the Company who will take decisions regarding the future course of the Target Company.

- d) Further the Acquirer undertakes that they shall not sell, dispose off or otherwise encumber any substantial assets of the Target Company except in the ordinary course of business of the Target Company, except with the prior approval of shareholders of the Target Company.

- e) The Acquirer has no specific future plan in respect of the Target Company as there shall be no change in control over the Target Company pursuant to this open offer.

V. Statutory Approvals and Conditions of the Acquisition and the Offer

- a) As per Regulation 67 of the “The Securities (Collective Investment Schemes and Closed End Funds) Regulations 2008”, the Acquirer has made an application for exemption to Financial Services Commission (FSC), Mauritius, for an exemption from Regulation 65 (b) to undertake the Open Offer in India. The Offer is subject to the Acquirer obtaining the approval from the FSC, Mauritius. The Offer is also subject to the Acquirer obtaining the approval of Reserve Bank of India (RBI) pursuant to RBI Master Circular No.2/2009-10 dated July 1, 2009. The Acquirer will be filing an application with the RBI for its approval for the transfer of shares tendered pursuant to the Offer and for the acquisition of the Shares tendered in the open offer.

- b) To the best of knowledge of the Acquirer, as of the date of this PA, there are no further statutory approvals required to implement the Offer other than those indicated above.

- c) The 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 wilful default or negligence on part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders, at such rates as may be specified by SEBI.

- d) No approval is required from any bank or financial institutions, for this Offer.

VI. Option to the Acquirer in terms of Regulation 21(3)

The Acquirer is making an open offer pursuant to Regulations 10 of the SEBI (SAST) Regulations. The option in terms of Regulation 21(3) is not applicable since the offer is not being made under Regulation 11 of the SEBI (SAST) Regulations.

Presently, the Acquirer holds 16,23,92,239 equity shares representing 24.71% of the current paid-up equity capital of the Target Company. Assuming that the Offer receives 100% response from the shareholders, the shareholding of the Acquirer in the Target Company shall become 29,38,47,221 equity shares representing 44.71% of the fully diluted voting capital. Pursuant to this Offer based on actual response in the offer, the Public shareholding in the Target Company is not expected to reduce to below the minimum level public shareholding specified in the Listing Agreement applicable to the Target Company.

VII. Financial Arrangements

- a) Assuming full acceptance, the total monetary value of the offer would be Rs. Rs.946.48 lacs. The Acquirer has opened an Escrow Account with ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla Complex, Mumbai-400 051, in favour of the Manager to the Offer and deposited an amount of Rs. 2,50,00,000/- which is more than 25% of the total monetary value of the offer. Acquirer has empowered the Manager to the Offer to realize the value of the aforesaid Escrow Account in terms of the Regulation 28(5).

- b) The Acquirer has adequate and firm financial resources to fulfill the obligations under the open offer. The financial obligation under the offer is being fulfilled through internal resources of the Acquirer.

- c) M/s Manoj Baby & Associates, Chartered Accountants, having their office at 3031, Bhandup Ind Estate, Pannalal Compound, L.B.S. Marg, Bhandup (West) Mmbai-400 078, (Membership No.113679) has certified vide certificate dated March 4, 2010 that the Acquirer has sufficient resources and liquidity to fulfill their obligation under the Open Offer.

- d) In view of this, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the offer as firm financial arrangement through verifiable means are in place to fulfill the offer obligation.

VIII. Other Terms of the Offer

- a) The Letter of Offer specifying the detailed terms and conditions of this offer together with Form of Acceptance cum Acknowledgement (FOA/Form of Acceptance) and Form of Withdrawal will be mailed to the equity shareholders of KTL whose names appear on the Register of Members of KTL or in the records of the depositories as beneficial owners, at the close of business hours on Friday, April 16, 2010 (referred to as “the Specified Date”). The offer is made to all the remaining shareholders (other than the Acquirer) whose names appear in the register of members as shareholders or in the records of the depositories as beneficial owners on the specified date and also to those persons who own the shares any time prior to the closure of the offer, but are not the registered shareholder(s).

- b) Subject to the conditions governing this Offer as mentioned herein, the acceptance of this offer by the equity shareholders of KTL must be absolute and unqualified. Any acceptance to this offer which is conditional and incomplete in any respect will be rejected without assigning any reason whatsoever.

- c) Shareholders who hold Shares in physical form and who wish to tender their Shares will be required to send the FOA, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in the section of this Public Announcement titled “Procedure for Acceptance and Settlement”, to the Registrar to the Offer at address mentioned under point IX (a) of this Public Announcement either by hand delivery during business hours or by registered post so that the same are received on or before the closing date i.e. Saturday, June 12, 2010.

- d) In respect of dematerialised Shares, the credit for the Shares tendered must be received in the escrow account as specified in point IX (b) on or before 4.00 p.m. Indian Standard Time on Saturday, June 12, 2010.

- e) While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI/FIPB Approvals (specific or general) that they would have obtained for acquiring the shares of the Target Company. In case the previous RBI/FIPB approvals are not submitted, the Acquirer reserves the right to reject such shares tendered. 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 Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the 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.

- f) Applications in respect of shares of the Target that are subject matter of litigation wherein the shareholders of the Target may be prohibited from transferring the shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these shares are not received together with the shares tendered under the Offer. The Letter of Offer in such cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities. The Acquirer will not be responsible in any manner for any loss of Share certificate(s) and/or Offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard. In case of any lacunae and/or defect or modifications in the documents/forms submitted, the acceptance is liable to be rejected. A tentative schedule of activities in respect of the Offer is given below:

Activity	Day and Date
Specified Date	Friday, April 16, 2010
Last date for a competitive bid	Wednesday, April 21, 2010
Date by which the Letter of Offer will be dispatched to shareholders	Saturday, May 15, 2010
Date of opening the Offer	Monday, May 24, 2010
Last date for revising the Offer Price/ number of shares	Thursday, June 3, 2010
Last date for withdrawal of acceptance	Wednesday, June 9, 2010
Date of closing the Offer	Saturday, June 12, 2010
Date by which acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or the share certificate(s)/demat delivery instruction for the rejected Shares will be dispatched/issued.	Saturday, June 26, 2010

IX. Procedure for acceptance and Settlement

a) Procedure for accepting the offer by eligible persons

The equity shareholders of KTL who qualify and who wish to avail of this Offer (hereinafter referred to as “Acceptor”) will have to deliver the relevant documents as mentioned at point (a), (b) and (c) below as applicable to the Registrar to the Offer i.e. Bighshare Services Private Limited at address mentioned below, by hand delivery or Registered Post between 10.30 am. to 4.00 pm on all working days i.e. other than Sundays and public holidays.

BIGSHARE SERVICES PRIVATE LIMITED

E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072.

Tel: +91-22-404 30 200/2847 0652

Fax: +91-22-2847 5207

E-Mail: openoffer@bigshareonline.com

Contact Person: Babu Raphael

b) For equity shares held in dematerialized form:

For the purpose of the offer a Special Depository Account has been opened by Registrar to the Offer i.e.: Bighshare Services Private Limited, in the name and style of “**BSPL ESCROW A/C - KTL Open Offer**” with HDFC Bank Limited as the depository participant in National Securities Depository Limited (“NSDL”). Equity Shareholders holding the shares in dematerialized form will have to deliver the following documents:

- FOA duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository.
- Photocopy of the delivery instruction slip in “off-market” mode or counterfoil of the delivery instruction slip in “off-market” mode, duly acknowledged by the relevant Depository Participant (DP).
- For each delivery instruction the beneficial owner should submit separate FOA.
- The details of the special depository account opened for this purpose are as under:

DP Name	HDFC BANK
DP ID / Client ID Number	IN301549
Beneficiary Account Number	30123501
ISIN	INE397B01028
Market	Off-market

- v. Shareholders who have sent their physical equity shares for dematerialisation need to ensure that the process of getting equity shares dematerialised is completed well in time so that the credit in the Special Depository Account is received on or before closure of offer.

c) For equity shares held in physical form

Registered equity shareholders should enclose:

- FOA duly completed and signed in accordance with the instructions contained therein, by all equity shareholders whose name appears on the share certificates.
- Original share certificate(s)
- Valid share transfer form(s) duly signed as transfers by all registered equity shareholders (in case of joint holdings), in the same order and as per the specimen signatures registered with and duly witnessed at the appropriate place.

d) Unregistered owners of equity shares should enclose:

- FOA duly completed and signed in accordance with the instructions contained therein.
- Original share certificate(s)
- Original broker contract note of a registered broker of a recognized stock exchange.
- Valid share transfer form(s) as received from the market. The details of the buyer should be left blank. If the details of the buyer are filled in, the tender will not be valid under the offer. Acquirer's name will be subsequently filled in upon verifying the validity of the share transfer form.
- No indemnity is needed from unregistered equity shareholders.

X. Withdrawal option

The equity shareholders, who are desirous of withdrawing their acceptances tendered in the offer, can do so upto three working days prior to the date of the closure of the offer i.e. on or before Wednesday, June 9, 2010. The withdrawal option can be exercised by submitting the ‘Form of Withdrawal’ (separately enclosed with Letter of Offer) to the Registrar to the Offer, Bighshare Services Private Limited at the address mentioned at point IX (a) so as to reach them on or before Wednesday, June 9, 2010.

In case of non-receipt of ‘Form of withdrawal’, the withdrawal option can be exercised by making an application on plain paper along with the details such as name, address, distinctive numbers, folio numbers, number of shares tendered, date of tender.

XI. General

a) Shareholders may note that if there is a competitive bid:

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

- b) The Acquirer and Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.

- c) For any queries regarding the Offer the shareholders / applicants may contact the Registrar to the Offer at the address mentioned in IX (a) of this public announcement.

- d) If the aggregate of the valid responses to the offer exceeds offer size, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21 (6) of the Regulations. The equity shares of KTL are traded in compulsory dematerialized form and minimum marketable lot is one equity share.

- e) Acquirer shall acquire the equity shares from the shareholders of the Company who have validly tendered the equity shares under the Offer (i.e. equity shares and other documents are in order in accordance with the terms of the Offer) and remit the consideration in respect thereof on or before Saturday, June 26, 2010 in cash by Account Payee Pay Order / Demand Draft, etc. Any delay will attract interest in terms of Regulation 22(12) of SEBI (SAST) Regulations 1997. The information as to whether the equity shares tendered by them have been accepted (in full or in part) or rejected and consideration payable would be sent by Registered Post.

- f) The Acquirer is permitted to revise this Offer upward up to seven working days prior to the date of closure of the Offer. In the event of such a revision, an announcement will be made in the same newspapers in which this PA has appeared and the revised offer price would be paid for all validly accepted equity shares tendered anytime during the Offer.

- g) Pursuant to the Regulation 13, the Acquirer has appointed Birla Capital and Financial Services Limited as the Manager to the Offer.

- h) Birla Capital and Financial Services Limited, manager to the offer does not hold any equity shares of KTL. Further, they have undertaken not to deal in equity shares of KTL upto a period of fifteen days after the closure of offer.

The Acquirer and the directors of the Acquirer accept full responsibility for the information contained in this PA and also accepts responsibility for the obligations of Acquirer as laid down in the Regulations and subsequent amendments thereto.

The Public announcement will become available on SEBI website www.sebi.gov.in. Eligible persons to the Offer may also download a copy of Form of Acceptance cum Acknowledgement, Letter of Offer, Form of Withdrawal which will also be available on SEBI's website from the offer opening date i.e. Monday, May 24, 2010 and apply in the same.

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



BIRLA CAPITAL AND FINANCIAL SERVICES LIMITED

Dalal House, 1st Floor, J. B. Marg, Nariman Point, Mumbai 400 021

Tel: +91 22 66168400/428; Fax: +91 22 22047835

E-mail: sheela@birlacaps.com