

Public Announcement for the attention of the Shareholders/Beneficial Owners of the Equity Shares of

SHAKTI MET-DOR LIMITED

(Registered Office: Plot No.20, Sripuri Colony, Karkhana, Secunderabad-500 015)

Tel Nos.: 91 40 27840394/27840395 Fax No. 91 40 27892327 Email: info@shaktimetdor.com

This Public Announcement ("PA") is being issued by Karvy Investor Services Limited ("Manager to the Offer" or "KISL"), on behalf of (a) Mr. M V S S Subba Raju (b) Mrs. M Uma Raju (c) Mr. C Shashidar Reddy (d) Dr. C Anupama Reddy (e) Mr. U Pradeep Kumar (f) Mrs. V Rama Devi (hereinafter referred to as "Acquirers") and (g) Mr. M Bhava Raju (h) Mr. V Vivek (c) Mr. V Shrutu (d) Mr. M V S N Raju (e) Mrs. C Amrita Reddy (f) Mrs. C Sumathi Reddy (g) Mr. M Vikram (h) Mr. V Ravi Kumar (i) Mr. V Krishna Rao (j) Mrs. V Anupama (hereinafter referred to as "Persons Acting in Concert"/"PACs") pursuant to and in compliance with Regulations 11 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "the Regulations").

1. BACKGROUND TO THE OFFER

1.1 This Open Offer ("Offer") is being made by the Acquirers alongwith PACs to the shareholders of Shakti Met-Dor Limited (hereinafter referred to as "SML" or "Target Company") to consolidate their shareholding by acquiring 5,50,800 Equity Shares of Rs.10/- each at a price of Rs.180/- per equity share (hereinafter referred to as "Offer Price") for cash, representing 20% of voting capital in terms of the Regulations.

1.2 The Acquirers and PACs belong to the Promoter Group of the Target Company, which in aggregate owns 12,70,085 equity shares constituting 46.12% of its voting capital of the Target Company. The Acquirers and PACs are desirous of consolidating their shareholding in accordance with Regulation 11(1) of the Regulations. In compliance with the provisions of the Regulations, the Acquirers and PACs are making this PA for acquiring the shares as stated in para 1.1 above from the shareholders of the Target Company whose names appear in the Register of Members or who are beneficial owners of its equity shares as on the Specified Date (i.e. February 25, 2010). There are no partly paid up Equity Shares of the Target Company.

1.3 The Acquirers have acquired 55,500 equity shares (8,500 equity shares as gift and 47,000 equity shares for consideration in cash) in the Target Company during the last 12 months from the date of this Public Announcement. The highest and average price paid for such acquisition of shares is Rs.41 and Rs.34.72 respectively.

2. JUSTIFICATION OF OFFER PRICE:

2.1 The Acquirers and PACs are making this Open Offer ("Offer") to the Shareholders of the Target Company to acquire upto 5,50,800 equity shares of Rs.10/- each representing 20% of the voting capital of the Target Company, at a price of Rs.180/- per share ("Offer Price") payable in cash in terms of regulation 20 of the Regulations.

2.2 The equity shares of SML are listed on the Bombay Stock Exchange Limited, Mumbai (BSE). Based on the information available (Source: www.bseindia.com), the Shares of the Target Company, within the meaning of explanation (i) to Regulation 20(5) of the Regulations, are frequently traded on the BSE.

Total number of shares traded during 6 calendar months preceding the month in which the PA is made	Total number of listed shares *	Annualised trading turnover (as % of total listed shares)
73,255	27,53,845	5.32%

* Excludes 7,45,450 shares already forfeited and not yet reissued

2.3 The Offer Price has been determined taking into account the following parameters:

a) Negotiated Price under the Agreement	:	Not applicable
b) Highest Price paid by the Acquirers for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA	:	—
c) The average of the weekly high and low of the closing prices of the shares of SML on Stock Exchange, during 26 weeks period preceding the date of the Public Announcement	:	Rs.131.61
d) The average of the daily high and low of the prices of the shares of SML, during 2 weeks preceding the date of the Public Announcement	:	Rs.162.90

The Offer Price of Rs.180/- per equity share of Rs.10/- each is higher than the prices based on the parameters referred to above and is justified in terms of the Regulations.

2.4 As on date of this PA, the Manager to the Offer does not hold any equity shares in the Target Company. The Manager to the Offer undertakes not to deal in the equity shares of SML upto a period of fifteen days after the closing of the Offer.

2.5 The Offer is unconditional and not subject to any minimum level of acceptance.

2.6 This is not a competitive bid.

2.7 This Offer is subject to the terms and conditions set out herein and in the Letter of Offer ("LOO") that would be sent to the shareholders of the Target Company.

3. INFORMATION ABOUT THE ACQUIRERS AND PACS

3.1 Acquirers

3.1.1 **Mr. M V S S Subba Raju**, son of Mr. M Bhava Raju, aged about 56 years is residing at Flat No.401, Gayatri Exotica, Plot No.56, Road No.2, West Marredpally, Secunderabad-500 026. He is a Post Graduate in Commerce from Pune University. He is the Promoter and Managing Director of Shakti Met-Dor Limited. Prior to establishing Shakti Met-Dor Limited he held key positions in Nagarjuna Steels Limited and other Companies for 14 years. His network as on January 13, 2010 is Rs. 296.88 lakhs [As certified by Mr. V Sasidhar, Practicing Chartered Accountant (Membership No. 200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Park Lane, Secunderabad – 500 003 Phone: 91 40 40200374 Email: sasidharvidyala@gmail.com, vide certificate dated January 22, 2010].

3.1.2 **Mr. C Shashidar Reddy**, son of Late C G K Reddy, aged about 46 years is residing at Plot No.18, Card Master Enclave, 205, Akbar Road, Sikh Village, Near Diamond Point, Secunderabad-500 009. He is a Graduate in Law from Delhi University; specialized in Corporate Law, International Business Law, Patents, Copy-Rights and IPRs. He is the Promoter and Executive Director of Shakti Met-Dor Limited. Prior to establishing Shakti Met-Dor Limited, he worked as Project Manager with Podukodu Steels Limited. His network as on January 13, 2010 is Rs. 370.19 lakhs. [As certified by Mr. V Sasidhar, Practicing Chartered Accountant (Membership No. 200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Park Lane, Secunderabad – 500 003 Phone: 91 40 40200374 Email: sasidharvidyala@gmail.com, vide certificate dated January 22, 2010].

3.1.3 **Mr. U Pradeep Kumar**, son of Mr V Krishna Rao, aged about 50 years is residing at 1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029. He is an Engineering Graduate from Osmania University. He is a Non-Executive Director of the Shakti Met-Dor Limited and is associated with the Target Company since its inception and is actively involved in strategic decisions of the Company. Mr. U Pradeep Kumar is into various businesses. His network as on January 13, 2010 is Rs. 784.83 lakhs [As certified by Mr. V Sasidhar, Practicing Chartered Accountant (Membership No. 200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Park Lane, Secunderabad – 500 003 Phone: 91 40 40200374 Email: sasidharvidyala@gmail.com, vide certificate dated January 22, 2010].

3.1.4 **Mrs. M Uma Raju**, Wife of Mr. M V S S Subba Raju, aged about 50 years is residing at Flat No.401, Gayatri Exotica, Plot No.56, Road No.2, West Marredpally, Secunderabad-500 026, is a Post-Graduate in Arts from Nagarjuna University. She is a House Wife. Her network as on January 13, 2010 is Rs. 195.57 lakhs [As certified by Mr. V Sasidhar, Practicing Chartered Accountant (Membership No. 200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Park Lane, Secunderabad – 500 003 Phone: 91 40 40200374 Email: sasidharvidyala@gmail.com, vide certificate dated January 22, 2010].

3.1.5 **Dr. C Anupama Reddy**, wife of Mr. C Shashidar Reddy, aged about 40 years is residing at Plot No.18, Card Master Enclave, 205, Akbar Road, Sikh Village, Near Diamond Point, Secunderabad-500 009 is a doctor by profession. Her network as on January 13, 2010 is Rs. 187.90 lakhs [As certified by Mr. V Sasidhar, Practicing Chartered Accountant (Membership No. 200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Park Lane, Secunderabad – 500 003 Phone: 91 40 40200374 Email: sasidharvidyala@gmail.com, vide certificate dated January 22, 2010].

3.1.6 **Mrs. V Rama Devi**, wife of Mr U Pradeep Kumar, aged about 42 years is residing at 1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029, is a Graduate. She is a House Wife. Her network as on January 13, 2010 is Rs. 190.15 lakhs [As certified by Mr. V Sasidhar, Practicing Chartered Accountant (Membership No. 200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Park Lane, Secunderabad – 500 003 Phone: 91 40 40200374 Email: sasidharvidyala@gmail.com, vide certificate dated January 22, 2010].

3.1.7 Mrs. M Uma Raju is the wife of Mr. MVSS Subba Raju; Dr. C Anupama Reddy is the wife of Mr. C Shashidar Reddy and Mrs. V Rama Devi is the wife of Mr. U Pradeep Kumar.

3.2 Persons Acting in Concert (PACs)

Background of the Persons Acting in Concert is as under:

Sl. No.	Name of the PAC	Address	Line of business and experience	Relationship with Acquirers
1	Mr M Bhava Raju	Door No.76-4-5, Gandhi Puram-2, Rajahmundry-533 103, East Godavari District (AP)	Agriculturist and Businessman Exp. 60 years	Father of Mr M V S S Subba Raju
2	Mr V Vivek	1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029	In service with the Target Company as Management Trainee since August, 2009	Son of Mr. U Pradeep Kumar

3	Ms V Shrutu	1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029	Student	Daughter of Mr. U Pradeep Kumar
4	Mr M V S N Raju	Door No.76-4-5, Gandhi Puram-2, Rajahmundry-533 103, East Godavari District (AP)	Agriculturist and Businessman Exp. 28 years	Brother of Mr. MVSS Subba Raju
5	Mrs. C Amrita Reddy	14742, Chisholm Landing Way, North Potomac, Maryland-20878, USA	Service Exp. 4 Years	Sister-in-law of Mr C Shashidar Reddy
6	Mrs. C Sumathi Reddy	Plot No.18, Card Master Enclave, 205, Akbar Road, Sikh Village, Near Diamond Point, Secunderabad-500 009	Housewife	Mother of Mr C Shashidar Reddy
7	Mr. M Vikram	Flat No.401, Gayatri Exotica, Plot No.56 Road No.2, West Marredpally, Secunderabad-26	In service with the Target Company, heading Business Development	Son of Mr. MVSS Subba Raju
8	Mr. V Ravi Kumar	1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029	Business Exp. 12 Years	Brother of Mr U Pradeep Kumar
9	Mr. V Krishna Rao	1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029	Business Exp. 53 Years	Father of Mr. U Pradeep Kumar
10	Mrs. V Anupama	1-2-593/38, Plot No.175, Street No.14, Lane No.6, Gaganmahal Colony, Domalguda, Hyderabad-500 029	Housewife	Sister-in-law of Mr U Pradeep Kumar

3.3 The network as on 13th January 2010 of PACs viz., Mr. M Bhava Raju is Rs.104.85 lakhs; Mr. V Vivek is Rs.11.00 lakhs; Ms. V Shrutu is Rs.13.50 lakhs; Mr. MVSN Raju is Rs.117.30 lakhs; Mrs. C Amrita Reddy is Rs.20.00 lakhs; Mrs. C Sumathi Reddy is Rs.18.00 lakhs; Mr. M Vikram is Rs.52.00 lakhs; Mr. V Ravi Kumar is Rs.475.00 lakhs; Mr. V Krishna Rao is Rs.80.00 lakhs and Mrs. V Anupama is Rs. 150.00 lakhs. [As certified by Mr. V Sasidhar, Practicing Chartered Accountant, (Membership No. 200954) vide certificate dated 22nd January 2010, having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Parklane, Secunderabad 500 003, Phone: 91 40 40200374 Email id: sasidharvidyala@gmail.com].

3.4 As on date, Mr. M V S S Subba Raju is the Promoter and Managing Director of the Target Company and Mr. C Shashidar Reddy is the Promoter and an Executive Director of the Target Company presently controlling the management of the Target Company.

3.5 The Acquirers have not entered into any formal agreement with respect to the acquisition of shares through this Offer and acting together under an informal understanding.

4.0 INFORMATION ABOUT THE TARGET COMPANY

4.1 The Target Company was originally incorporated on 25th October 1988 under Companies Act, 1956 as a private limited company and subsequently converted into a public limited company on 22nd December 1992 by virtue of a special resolution dated 30th October 1992. The Registered Office is situated at Plot No.20, Sripuri Colony, Karkhana, Secunderabad - 500 015.

4.2 The Target Company is one of the leading steel door manufacturer in India. The Target Company's steel doors are UL Certified (Underwriters Laboratories Inc.) for universal acceptability. The Target Company is ISO-9001-2000 certified by Det Norske Veritas (DNV) Management System Certificate since 2002.

4.3 The Target Company's Manufacturing Unit is located at Survey No.198, Gallipuram, Qutubullapur Mandal, Rangareddy District, Andhra Pradesh. It has the capacity to manufacture 1,20,000 Metal Doors per annum. The Target Company currently undertakes only turnkey projects, providing a range of customised steel doors including fire doors, scientific doors, general doors, and special application doors to pharmaceutical companies, hospitals, hotels, software companies, IT parks, defense establishments, multiplexes, refineries, metro rail companies, and airports.

4.4 Mr. M V S S Subba Raju and Mr. C Shashidar Reddy are the promoters of the Target Company and other Acquirers and PACs form part of Promoter Group.

4.5 The Board of Directors of the Target Company comprise of Mr. MVSS Subba Raju, Mr. C Shashidar Reddy, Mr. U Pradeep Kumar, Mr. P S Reddy, Mr. P Suyodh Rao and Mr. P V Sivakumar.

4.6 The Authorised Share Capital of the Target Company is Rs.400.00 Lakhs comprising of 40,00,000 equity shares of Rs. 10/- each. The issued capital of the Target Company is Rs.360.73 Lakhs comprising of 36,07,295 Equity Shares of Rs.10/- each; subscribed share capital is Rs.349.93 lakhs comprising of 34,99,295 Equity Shares of Rs.10/- each of which 27,53,845 Equity Shares were fully paid and 7,45,450 Equity Shares were paid up to the extent of Rs.2.50 per Equity Shares and the same were forfeited.

4.7 The equity shares of Target Company are listed on Bombay Stock Exchange Limited, Mumbai (BSE). There are no partly paid up shares of the Target Company.

4.8 Based on the audited annual accounts, the financial statements of the Target Company are as follows:

Particulars	March 31, 2009	March 31, 2008	March 31, 2007
Total Income	6,287.42	7,394.92	6,398.38
Profit After Tax	578.41	1,248.41	1,056.33
Equity Share Capital	294.02	294.02	294.02
Reserves (Excluding Revaluation Reserves)	4,135.71	3,621.73	2,471.23
Net-worth	4,429.73	3,915.75	2,765.25
Earnings per share (Rs.)	21.00	45.33	38.36
Book Value per share (Rs.)	160.86	142.19	100.41
Return on Net-worth (%)	13.06	31.88	38.20

4.9 Mr. MVSS Subba Raju is the Managing Director, Mr. C Shashidar Reddy is the Executive Director and Mr. U Pradeep Kumar is the Director of the Target Company. The above Acquirers have given an undertaking that they shall recuse themselves and shall not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the Offer.

5. REASONS FOR THE ACQUISITION AND THE OFFER

5.1 As stated in para 'Background to the Offer' above, this Offer is pursuant to Regulation 11(1) and other applicable provisions of the Regulations involving substantial acquisition of shares or voting rights without change in control or management.

5.2 This Offer has been made pursuant to Regulation 11(1) and other provisions of Chapter III and in compliance with the regulations for the purposes of consolidation of holdings.

5.3 The Acquirers are interested in consolidation of their shareholding. Thus, the consolidation of shares and voting rights is the reason and rationale for the acquisition.

5.4 The Acquirers and PACs do not have any plans to sell, dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business. The Acquirers and PACs undertake not to sell, dispose off or otherwise encumber any substantial Assets of the Target Company except with the prior approval of the shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

5.5 The Acquirers and the PACs are forming part of Promoter Group of the target Company and are in control of the Company. The object and purpose of this offer is to consolidate the holdings of the Promoter Group / Acquirers and therefore the increase in holdings of the acquirers will not impact or alter the current plans of the Target Company.

6. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER

6.1 The Offer being announced is not a conditional offer and is not subject to any minimum level of acceptance.

6.2 The Offer is subject to receipt of approval(s) from Reserve Bank of India ("RBI"), if any, under the Foreign Exchange Management Act, 1999 for acquisition of equity shares by the Acquirers from non-resident person(s). The Acquirers will make the requisite application to RBI for acquisition of such shares as and when required. Delay, if any in obtaining the permission will delay the payments to be made to non-resident person(s) under the Offer.

6.3 To the best of the knowledge of the Acquirers, no other statutory or regulatory approval is required for them to proceed with this Offer. If any other approvals are required subsequently, the Offer would be subject to such additional approvals. The Acquirers will have a right not to proceed with the Offer in the event the approvals indicated above are refused in terms of Regulation 27(1b) of the Regulations.

6.4 In case of delay in receipt of any statutory approval, Regulation 22(12) of the Regulations, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of the Regulations, will also become applicable.

6.5 The Acquirers do not require any approval from the Bank or Financial Institution for the present Offer.

7. OPTION IN TERMS OF REGULATION 21

Even if the offer is accepted in entirety, the public shareholding in the Target Company will not fall below 25%. In any event, pursuant to this Offer, if the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirers will, in accordance with regulation 21 of the Regulations, facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A(vii) of the Listing Agreement and in compliance with the Regulations.

8. FINANCIAL ARRANGEMENTS

8.1 The Acquirers and PACs have made firm financial arrangement for financing the acquisition of equity shares under the Open Offer, in terms of Regulation 16(xiv) of the Regulations.

8.2 The total funds required for implementation of the Offer at Rs.180/- (Rupees One hundred and eighty only) per fully paid up equity share is Rs.9,91,44,000/- (Rupees Nine crores ninety one lakhs and forty four thousand only) assuming that full acceptance for the Offer is received ("Offer Consideration")

8.3 In accordance with Regulation 28 of the Regulations, the Acquirers have made an escrow arrangement for the Offer comprising a Bank Guarantee no.0192110BG0000001 dated January 22, 2010 issued by State Bank of India, Overseas Branch, 5-9-300, Gunfoundry, Hyderabad-500 001 having its Registered Office at Nariman Point, Mumbai-400 021, in favour of Manager to the Offer for an amount of Rs. 2,50,00,000/- (Rupees Two crores fifty lakhs only), being more than 25% of the total consideration payable, which will remain in force upto 22nd July 2010. In addition, the Acquirers have also made a cash deposit with HDFC Bank Limited, located at 6-1-73, Ground & 3rd Floor, Sayeed Plaza, Lakdi-ka-pool, Hyderabad-500 004 for an amount of Rs.10,00,000/- (Rupees Ten lakhs only), being more than 1% of the total consideration payable, in the Escrow Account bearing No. 0021035002996 opened in the name and style of SHAKTI MET-DOR LIMITED – OPEN OFFER – ESCROW ACCOUNT. The Acquirers have empowered the Manager to the Offer i.e. Karvy Investor Services Limited to instruct and to realize the value of above Bank Guarantee and Cash Deposit in terms of the Regulations.

8.4 The Acquirers and PACs have made firm financial arrangements to meet their obligations in full under the Offer. For this purpose, the Acquirers and PACs intend to utilize their own resources and may also use borrowed funds. Mr. V Sasidhar, a Practicing Chartered Accountant (Membership No.200954) having office at 413, 4th Floor, 1-7-323, Panchasheela Towers, Parklane, Secunderabad-500 013. Tel.:040-40200374 E-mail: sasidharvidyala@gmail.com vide certificate dated 22nd January 2010 has confirmed that sufficient resources are available with the Acquirers and PACs for fulfilling the obligations under this 'Offer' in full.

8.5 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers and PACs to implement the offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9. OTHER TERMS OF THE OFFER

9.1 The Letter of Offer ("LOO"), specifying the detailed terms and conditions, together with the Form of Acceptance cum Acknowledgement ('Form of Acceptance'), Form of Withdrawal and Transfer Deed (for shareholders holding equity shares in the physical form) will be mailed to the shareholders of the Target Company whose names appear on the register of members of the Target Company and to the Beneficial Owners of the equity shares of the Target Company whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on February 25, 2010 ('Specified Date').

9.2 All owners of equity shares, registered or unregistered, of the Target Company (except the Promoters Group) are eligible to participate in the Offer anytime before the closing of the Offer. Accidental omission to dispatch of Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. A copy of the Letter of Offer (including Form of Acceptance) will be available on SEBI's website (<http://www.sebi.gov.in>) during the period the Offer is open and may also be downloaded from the site.

9.3 Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity shares pursuant to the Offer will be required to submit the Form of Acceptance, original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrars to the Offer, so as to reach on or before the closing of the Offer, i.e. April 07, 2010 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance. In case of non-receipt of the Letter of Offer, shareholder(s) may download the same from the SEBI website or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the said shares.

9.4 The Manager to the Offer has opened a special depository account for the Open Offer with National Securities Depositories Ltd. ('NSDL') as Depository, Karvy Stock Broking Limited as Depository Participant called, "SHAKTI MET-DOR LIMITED-OPEN OFFER - ESCROW ACCOUNT". The DPID is IN300394 and Client ID is 17518682. For equity shares which are tendered in electronic form, the bank account as obtained from the beneficiary provided by the Depository will be considered and the payment instrument will be issued with the said bank particulars. Shareholders of the Target Company having their beneficiary account in Central Depository Services Limited ('CDSL') shall use the inter-depository delivery instruction slip for the purpose of crediting their equity shares in favor of the special depository account with NSDL.

9.5 Beneficial owners and the shareholders holding the equity shares of Target Company in dematerialized form and wish to tender their equity shares pursuant to Offer will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy or counterfoil of the delivery instructions in 'Off-market' mode, duly acknowledged by the Depository Participant ('DP'), in favour of the special depository account to the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post acknowledgement due, so as to reach on or before the closing of the Offer, i.e., April 07, 2010 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

In case of non-receipt of the aforesaid documents, but receipt of the share in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the Shareholder.

9.6 Forms of Acceptance of dematerialized equity shares not credited to the above special depository account on or before the closing of Offer i.e., April 07, 2010 are liable to be rejected. Beneficial owners are therefore requested to tender the delivery instructions at least two working days prior to the date of closing of the Offer.

9.7 Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting their equity shares dematerialized is completed in time for the credit in the special depository account to be received on or before the closing date of the Offer, i.e., April 07, 2010.

9.8 Unregistered owners or shareholders who have not received the Letter of Offer, 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 documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer, or in the 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 the 'off-market' mode, duly acknowledged by the DP, in favour of the aforesaid special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer. No Indemnity is required from the unregistered owners.

9.9 Shareholders of the Target Company who have sent their equity shares for transfer should submit Form of Acceptance duly completed and signed, copy of the letter sent to Target Company (for transfer of said shares) and acknowledgement received thereon and valid share transfer form. Shareholders who have sent their physical shares for dematerialization should submit their form of acceptance as applicable along with the copy of the demat request form (DRF) duly acknowledged by their DP. However, they have to ensure that the corresponding credit of the dematerialized shares is received in the escrow depository account on or before closure of the Offer.

9.10 Unregistered owners or eligible shareholders who have not received the Letter of Offer, may (i) download the Letter of Offer from the SEBI's website (www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer at Karvy Computershare Private Limited, Cyber Villa, Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081, India. Tel: 91-40-2342 0815; Fax: 91-40-2343 1551, E-mail: einward.ris@karvy.com Contact Person: Mr. M Muralikrishna, or (iii) make an application to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closing of the Offer, i.e., April 07, 2010 or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in 'Off-market' mode or counterfoil of the delivery instruction in 'Off-market' mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the closing of the Offer, i.e., April 07, 2010.

9.11 Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to

the concerned statutory authorities for further action by such authorities.

9.12 While tendering the 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 the Shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirers reserves the right to reject such shares tendered.

9.13 The Registrar and the Manager to the Offer will hold in trust the Equity Shares/Share Certificates, Equity Shares held in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the Transfer Deed(s) on behalf of the shareholders of the Target Company who have accepted the Offer, until the cheques/drafts for the consideration or the unaccepted equity shares/share certificates are dispatched/returned.

9.14 If the aggregate of the valid responses to the Offer exceed the number of shares proposed to be acquired under the Offer, the Acquirers shall accept the applications received from the shareholders on a proportionate basis, as per regulation 21(6) of the Regulations in consultation with the Manager to the Offer, subject to a minimum of 100 Shares or the entire holding if less than 100 shares, in case of physical mode. In case, the equity shares are surrendered in dematerialized mode, minimum acceptance will be one (1) equity share only.

9.15 Unaccepted Share Certificates, Transfer Forms and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Unaccepted equity shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective Depository Participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

9.16 The instructions, authorizations and provisions contained in the form of acceptance and form of withdrawal constitute an integral part of the terms of this Offer.

9.17 **TAX TO BE DEDUCTED AT SOURCE:** As per the provisions of section 195(1) of the Income