SECOND CORRIGENDUM TO PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

STERLING HOLIDAY RESORTS (INDIA) LIMITED

Reg. Office: No.163, T.T.K. Road, Alwarpet, Chennai – 600 018. (Tel. No.: +91-44-2499 8044, Fax No. : +91-44-2499 8043)

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF STERLING HOLIDAY RESORTS (INDIA) LIMITED
("Target Company")

This Second Corrigendum to the Public Announcement (**"Second Corrigendum to PA"**) should be read in conjunction with the Original Public Announcement dated June 8, 2009 (**"PA"**) and Corrigendum to Public Announcement dated September 9, 2009 (published on September 10, 2009) (**"Corrigendum to PA"**) issued by Collins Stewart Inga Pvt. Ltd. (the **"Manager to the Offer"**) for and on behalf of Bay Capital Investments Ltd (formerly known as Indus Hospitality Fund Ltd) (the "**Acquirer"**) and India Discovery Fund Ltd (the **"PAC"**) pursuant to regulation 10 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the **"Takeover Regulations"**). Terms used but not defined in this Announcement have the same meanings assigned to them in the PA and Corrigendum to PA.

Shareholders of the Target Company are requested to note the following:

A. In para 10.16 and at all relevant places in PA, regarding "A schedule of some of the key events in respect of the Offer", the dates mentioned have been revised and shall be read as under :

Activity	Original Schedule		Revised Schedule	
	Date	**Day**	**Date**	**Day**
Public Announcement Date	June 8, 2009	Monday	–	–
Corrigendum to Public Announcement	–	–	September 10, 2009	Thursday
Specified Date*	June 12, 2009	Friday	June 12, 2009	Friday
Last date for a Competitive Bid	June 29, 2009	Monday	June 29, 2009	Monday
Last Date by which Letter of Offer will be posted to the shareholders	July 20, 2009	Monday	November 06, 2010	Saturday
Date of Opening of the Offer	July 29, 2009	Wednesday	November 10, 2010	Wednesday
Last date for revising the Offer Price / Offer size	August 6, 2009	Thursday	November 18, 2010	Thursday
Last date of withdrawal of tendered application by the shareholders	August 12, 2009	Wednesday	November 24, 2010	Wednesday
Date of Closing of the Offer	August 17, 2009	Monday	November 29, 2010	Monday
Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired equity shares and/or the unaccepted demat shares / share certificate(s) will be credited/ dispatched	September 3, 2009	Thursday	December 14, 2010	Tuesday

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

B. In para 4 under the head "Information about the Acquirer and the PAC", and at all relevant places in PA, name and address of registered office of the Acquirer shall be read as follows:

The name of the Acquirer was changed to Bay Capital Investments Ltd with effect from July 8, 2010, consequently, a new certificate of incorporation to that effect has been issued by Registrar of Companies, Mauritius. The registered office of Acquirer is situated at 4th Floor, Raffles Tower, 19 Cybercity, Ebene, Republic of Mauritius Tel. No.: +230 404 8800, Fax No.:+230 404 8899.

C. In para 4 under the head "Information about the Acquirer and the PAC" of the PA, the address of registered office of PAC shall be read as follows :

The registered Office of PAC is situated at 4th Floor, Raffles Tower, 19 Cybercity, Ebene, Republic of Mauritius Tel. No.: +230 404 8800, Fax No.:+230 404 8899.

D. Para 6.2 "Reason for the Acquisition and Future Plans" shall be read as follows:

Acquirer and PAC are companies incorporated in Mauritius and operate as Collective Investment Scheme. Acquirer and PAC are licensed by Financial Services Commission (Mauritius) as a Category 1 Global Business License Company under the Financial Services Act, 2007 of Mauritius. PAC is also registered as a sub account (registration no. 20070499) under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995. Main activity of Acquirer and PAC is to make direct and indirect investments in listed and/or equity related securities in mid market companies across India. On completion of the Offer (assuming full acceptance), the Acquirer will hold 1,77,67,917 equity shares representing 35.95% of Emerging Voting Capital of the Target Company. Acquisition by Acquirer is in the nature of a financial investment.

E. Details of changes in equity share capital and voting capital of the Target Company and consequential increase in Offer Size.

(i) The voting capital of the Target Company as on the date of Letter of Offer is calculated as under:

Paid up equity shares of Target Company	Issued, Subscribed and Paid up Shares	Voting Rights	% of Outstanding Shares	% of Voting Rights
Fully paid up equity capital as on the date of PA	4,19,28,585	4,19,28,585	100%	100%
Partly paid up equity capital as on the date of PA	Nil	Nil	Nil	Nil
Total	**4,19,28,585**	**4,19,28,585**	**100%**	**100%**

Emerging Voting Capital (at the expiration of 15 days from the date of closure of the Offer)		
Capital as on the date of PA	**(A)**	4,19,28,585
Add: Shares allotted upto the date of the Letter of Offer		
ESOS 2007 – Shares allotted		25,00,000
ESOS 2009 – Shares allotted		10,00,000
Shares allotted pursuant to conversion of Warrants		34,00,000
Total paid-up capital as on the date of the Letter of Offer	**(B)**	**4,88,28,585**
Add: Assumed conversion of outstanding convertible warrants and options into equity shares of Target Company, in terms of regulation 21(5) of Takeover Regulations		
Warrants allotted on June 4, 2009		1,00,000
ESOS 2009 – options vested not exercised		5,00,000
Total equity shares that can be allotted	**(C)**	**6,00,000**
Total Emerging Voting Capital	**(A+B+C)**	**4,94,28,585**

(ii) **Para 2.1 under the head "The Offer", of the PA to be read as follows:**

Acquirer along with PAC is making offer to eligible shareholders of the Target Company in compliance with regulation 10 and other applicable provisions of the Takeover Regulations to acquire 98,85,717 equity shares (**"Offer Size"**) representing 20.25% of paid-up equity share capital (as on date of the Letter of Offer) and 20% of Emerging Voting Capital (computed in accordance with regulation 21(5) of the Takeover Regulations) of the Target Company, at a price of Rs. 36.25 per equity share (**"Offer Price"**) payable in cash subject to the terms and conditions mentioned in the Letter of Offer.

At all relevant places in PA the number of equity shares to be acquired under open offer should be read as "98,85,717"

(iii) Para 9 under the head "Financial Arrangement for the Offer" of the PA shall be read as follows :

The total fund requirement for implementation of the Offer at Rs. 36.25 (Rupees Thirty Six and Paise Twenty Five only) per equity share is Rs. 35,83,57,241.25 (Rupees Thirty Five Crores Eighty Three Lacs Fifty Seven Thousand Two Hundred and Forty One and Paise Twenty Five only) assuming that full acceptance for the Offer is received (**"Offer Consideration"**).

Mr. Y. Nath Varma (Membership No. MRN/84/521 of M/s. Navy and Yan, Public Accountants and Knowledge Managers, West View La Marie Road, Glen Park, Vacoas, Mauritius, Tel. No.: +230-294-9880, Fax No.: +230-684-6830, have confirmed vide certificate dated June 5, 2009, being prior to the release of the PA, that the Acquirer and PAC have adequate financial resources available for meeting their obligations under the Takeover Regulations. Consequent to the increase in the Offer Size, they further confirmed vide their certificate dated August 11, 2010 that the Acquirer and PAC have adequate financial resources available for meeting their obligation under the Takeover Regulations.

Mr. Harsh Shah (Membership No. 105844) M/s. G. M. Kapadia & Co., Chartered Accountants, 1001, Raheja Chambers 213, Nariman Point, Mumbai 400 021, Tel. No.: +91 -22 -6611 6611, Fax No.: +91 -22 -6611 6600, have confirmed vide certificates dated August 11, 2010 that the Acquirer and PAC, have adequate financial resources available for meeting their obligations under the Takeover Regulations for a value up to the Offer Consideration.

In terms of regulation 28 (2) of the Takeover Regulations, the Acquirer is required to make a minimum deposit of Rs. 8,95,89,310.31 (Rupees Eight Crores Ninety Five Lacs Three Hundred Ten and Paise Thirty One only) being 25% of the Offer Consideration (**"Escrow Amount"**) in escrow account.

In accordance with regulation 28 of the Takeover Regulations, prior to the date of PA, the Acquirer has made a cash deposit of Rs. 8,69,00,000/- (Rupees Eight Crores Sixty Nine Lacs only), with Standard Chartered Bank, 90, M G Road, Fort, Mumbai – 400 001. Pursuant to the increase in Offer Size and consequent upward revision in escrow amount, Acquirer has made an additional cash deposit of Rs.27,00,000 (Rupees Twenty Seven Lacs only) in escrow account. Accordingly, the Acquirer has caused a cumulative cash deposit of Rs. 8,96,00,000 (Rupees Eight Crores and Ninety Six Lacs only) being in excess of Escrow Amount, with Standard Chartered Bank. In accordance with regulation 28 of the Takeover Regulations, the Manager to the Offer has been duly authorized to realize the Escrow Amount.

F. Additional Information

Details of Disposal of Civil Suit with regards to Gujarat Industrial Investment Corporation Limited ("GIIC") Case

The Court of 2nd Additional Senior Civil Judge at Gandhinagar has passed an order dated September 3, 2009 in a civil suit instituted by GIIC, inter-alia restraining the Target Company, Acquirer, PAC, Manager to the Offer and Registrar to the Offer (collectively the "Defendants") from taking further steps in respect of the PA. The Corrigendum to the Public Announcement for the same was published on September 10, 2009 in the news papers as mentioned in the Letter of Offer. The Target Company had preferred an appeal against the aforesaid order, in this connection, the Court of Senior Civil Judge, Gandhinagar has passed an Order dated July 16, 2010 in the aforesaid civil suit whereby GIIC has withdrawn the suit unconditionally on account of out of court settlement with the Target Company.

Acquirer, PAC and their respective Directors accept full responsibility severally and jointly for the information (except for the information pertaining to Target Company which has been compiled from publicly available sources) contained in this Second Corrigendum to PA. Acquirer and PAC are responsible for the fulfillment of their obligations under the Takeover Regulations.

This Second Corrigendum to PA will be available on the SEBI website at http://www.sebi.gov.in

Issued by the Manager to the Offer on behalf of the Acquirer and PAC

Manager to the Offer

Collins Stewart Inga

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Contact Person : Mr. Mihir Pandhi

Date: November 03, 2010

Place: Mauritius

Size: 46x12 sq. cm