

LETTER OF OFFER

This Document is important and requires your immediate attention

This Letter of Offer is sent to you as a shareholder(s) of SYNERGY LOG-IN SYSTEMS LIMITED. If you require any clarifications about the action to be taken, you may consult your Stock Broker or investment consultant or Manager/Registrar to the Offer. In case you have sold your shares in the company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER

By

M/s. Globsyn Technologies Limited (GTL)

having its registered office at Techno Campus, XI-11 & 12, Block-EP, Sector-V, Salt Lake Electronics Complex, Kolkata 700 091
Ph: (033) 23573610-13, Fax: (033) 23573684

And

Mr. Samarth Parekh

a non-resident Indian residing at 2/3, Sarat Bose Road, Kolkata-700020
Ph: (033) 24751410/5712, Fax: (033) 22874042

To the shareholders of

SYNERGY LOG-IN SYSTEMS LIMITED (SLSL)

(Regd. Office: 39A/ 1, Sriram Mills Premises, G.K. Marg, Lower Parel (W), Mumbai- 400 013)

Ph: 022- 56607580 /81/82/83 Fax: 022-5660 2714



(Corp. Office: "Meerlan Towers", 33, Hanumantha Road, Balaji Nagar, Royapettah, Chennai-600014)

Ph: (044) 28133413/1741, Fax: (044) 28133502

For the purchase of 20,22,600 fully paid up equity shares of Rs.10/- each representing 20% of the post voting equity share capital of the Target Company (assuming full allotment of Consideration Shares under the proposed preferential issue) at a price of Rs. 17.50/- per share. These shares will be acquired in cash, in accordance with regulation 20(2)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereof, from the existing equity shareholders of SLSL.

Please Note:

1. This Offer is being made in compliance with Regulation 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereof (hereinafter referred to as "Regulations").
2. The Offer is subject to receiving necessary approval(s), if any, from Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments thereto for acquiring equity shares tendered by non-resident shareholders, if any and approval from Banks / Financial Institutions. Except as above, there are no other statutory approvals and/or consents required to acquire equity shares that are tendered pursuant to this Offer.
3. If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of closure of the Offer viz. June 05, 2006 or withdrawal of the Offer in terms of the regulation, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement dated January 11, 2006 had appeared. Such revised Offer Price would be payable for all the shares tendered any time during the Offer & accepted under the Offer.
4. **Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the closure of the Offer i.e. May 31, 2006.**
5. **If there is a competitive bid:**
 - **The Public Offer under all 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 the shareholders to wait till the commencement of that period to know the final Offer price of each bid and tender their acceptance accordingly.**
6. The Procedure for acceptance is set out in Para 8 of this Letter Of Offer. A Form of Acceptance and a Form of Withdrawal is enclosed with this Letter of Offer.
7. The Public Announcement and Corrigendum to Public Announcement, Letter of Offer & Form of Acceptance cum Acknowledgement would also be available at SEBI's website www.sebi.gov.in.

	MANAGER TO THE OFFER:	REGISTRAR TO THE OFFER:	
	Ashika Capital Limited Contact Person: Ms. Astha Singhania 'Trinity', 7 th Floor, 226/1, A. J. C. Bose Road, Kolkata – 700 020 Tel: (033) 2283-9952 Fax: (033) 2289-1555 E-mail: astha@ashikagroup.com		C. B. Management Services (P) Ltd. Contact Person: Mr. D. Ghosh SEBI REGN NO: INR000003324 P-22, Bondel Road, Kolkata-700019 Ph:(033) 22806692 Fax:(033) 22870263 Email: cbms1@cal2.vsnl.net.in

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activity	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Date of Public Announcement	January 11, 2006	Wednesday	January 11, 2006	Wednesday
Specified date (for the purpose of determining the names of shareholders to whom the Letter of Offer will be sent)	January 20, 2006	Friday	January 20, 2006	Friday
Last Date for a Competitive Bid	February 01, 2006	Wednesday	February 01, 2006	Wednesday
Date of Corrigendum to Public Announcement	May 5, 2006	Friday	May 5, 2006	Friday
Date by which the Letter of Offer will be despatched to shareholders	February 24, 2006	Friday	May 10, 2006	Wednesday
Date of Opening of the Offer	March 03, 2006	Friday	May 17, 2006	Wednesday
Last date for revising the Offer Price / No. of Shares	March 10, 2006	Friday	May 25, 2006	Thursday
Last Date for withdrawal of acceptance by shareholders who have accepted the Offer	March 17, 2006	Friday	May 31, 2006	Wednesday
Date of Closing of the Offer	March 22, 2006	Wednesday	June 05, 2006	Monday
Date of communicating rejection / acceptance and payment of consideration for applications accepted.	April 05, 2006	Wednesday	June 19, 2006	Monday

Risk Factors relating to the transaction, the proposed Offer and probable risks involved in associating with the Acquirers

In relation to the transaction:

The Share Purchase Agreement dated January 5, 2006 contains a clause that it is subject to the provisions of SEBI (SAST) Regulation and in case of non-compliance with any of the provisions of the Regulations, the agreement for such sale shall not be acted upon by the Sellers or the Acquirers.

In relation to the Proposed Offer:

In case the shares tendered in the open offer are more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept all valid applications received from the shareholders of the company on a Proportionate basis ensuring that it does not result in odd lots.

In associating with the Acquirers and Perception:

1. As of the date of this Letter of Offer, to the best knowledge of the Acquirers, there are no statutory approvals, other than those from the FIPB and the RBI, that are required for the purpose of this Offer.

The NRI Acquirer has made an application dated January 27, 2006 to Secretariat for Industrial Assistance and has received approval vide letter dated February 17, 2006 for the transaction which is concluded under the automatic route.

2. The Acquirers intend to acquire 20,22,600 fully paid up equity shares of Rs.10/- each representing 20% of the post voting equity share capital of the Target Company (assuming full allotment of Consideration Shares under the proposed preferential issue) at a price of Rs.17.50/- (Rupees Seventeen and Fifty Paise only) per share under the SEBI (SAST) Regulations, 1997. Further, the Shares tendered in the Offer in demat form will lie to the credit of a designated escrow account and the shares tendered in physical form will lie with the Registrar to the Offer, till the completion of the Offer formalities. The Acquirers makes no assurance with respect to the market price of the shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of SLSL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of SLSL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

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DEFINITIONS/ABBREVIATIONS

Acquirers	M/s. Globsyn Technologies Limited (“GTL”) & Mr. Samarth Parekh
BSE	The Stock Exchange, Mumbai
BTA	Business Transfer Agreement
Consideration Shares	35,95,880 fully paid up equity shares of Rs.10/- each to be allotted by way of preferential allotment by the Target Company
LO	Letter of Offer
Manager to the Offer	Ashika Capital Limited
NRI	Non-Resident Indian
Offer	Cash Offer being made by the Acquirers to acquire 20,22,600 fully paid up equity shares of Rs.10/- each representing 20% of the post voting equity share capital of the Target Company (assuming full allotment of Consideration Shares under the proposed preferential issue).
Offer Period	January 05, 2006 to June 19, 2006
Offer Price	Rs.17.50/- (Rupees Seventeen and Fifty Paise only) per share payable in cash
PA	Public Announcement
Persons eligible to participate in the Offer	All persons who own the shares any time prior to the Offer closure excluding the parties to the agreement and Acquirers
RBI	Reserve Bank of India
Registrar	C B Management Services (P) Limited
Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent Amendments thereof.
SEBI	Securities & Exchange Board of India
Seller	Synergy Properties and Investment India (P) Ltd., who is the part of the promoter group
SLSL/Target Company	Synergy Log-In Systems Limited
SPA	Share Purchase Agreement
Specified date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of SLSL or the Records of the Depositories, to whom the Letter of Offer should be sent, i.e. January 20, 2006
Transaction Shares	600000 fully paid up equity shares of Rs.10/- each acquired by the Acquirers pursuant to Share Purchase Agreement
USD	US dollars

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF SLSL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER ASHIKA CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 24, 2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER.

2. DETAILS OF THE OFFER:

2.1. Background of the Offer:

2.1.1. This Offer is being made by the Acquirers in compliance with regulation 10 & 12 of the Regulations. The prime object of the Offer by the Acquirers is substantial acquisition of shares and voting rights accompanied with change in control / management of SLSL.

2.1.2. The Acquirers have entered into a Share Purchase Agreement (hereinafter referred to as "Agreement" or "SPA") on January 5, 2006 with Synergy Properties and Investment India (P) Ltd. ("Seller"), who is the part of the promoter group for the purchase of 600000 equity shares (GTL 66,666 shares & Samarth Parekh 5,33,334 shares) of Rs.10/- each constituting 9.20% of the present paid up equity and voting share capital of the Company at a price of Rs.15/- per share. Apart from above, GTL has also entered into a Business Transfer Agreement with Synergy Log-In Systems Ltd., dated 5th January 2006 ("BTA") for transfer of its software business (GTL extends offshore support to its overseas entity and has well-established clients viz. Ikonnects, Partsearch Technologies & Casey Group) to the Target Company for a consideration of Rs.615 lacs ("Consideration").

As on the date of the Public Announcement, the Acquirers do not hold any equity shares of SLSL. The Acquirers have not acquired any equity shares of SLSL during the 12 months period preceding the date of the Public Announcement.

Some of the Salient features of the SPA & BTA are as under:

- a) The Seller holds 6,07,440 equity shares of the Target Company aggregating to 9.32% of the present issued and voting share capital of the Target Company.
- b) The Seller has agreed to sell and the Acquirers have agreed to purchase 600000 fully paid up equity shares of Rs.10/- each ("Transaction Shares") representing 9.20% of the present issued and voting share capital of the Target Company at a price of Rs.15/- per share for cash aggregating Rs.90,00,000/-. For this purpose, the Seller shall deposit these shares in Escrow with Khaitan Consultants Ltd. of Emerald House, 1B, Old Post Office Street, Kolkata-700001 ("Share Escrow Agent") who will release these shares to the Acquirers after the completion of the Open Offer.

- c) Contemporaneously with the execution of the said SPA and pursuant to BTA entered between GTL and SLSL, SLSL has agreed to discharge the consideration by issue and allotment of fully paid up 35,95,880 equity shares ("Consideration Shares") on preferential allotment basis at a price to be determined in accordance with the applicable laws. The difference, if any, between the consideration and value of the consideration shares shall be settled between the parties in cash.
- d) Upon the Acquirers purchasing the Transaction Shares and acquiring the Consideration Shares, the Acquirers holding will increase to 41,95,880 equity shares representing 41.49% of the expanded equity capital of the Company and they would become the promoter of the Company; and consequently the Seller shall cease to be promoter of the Company.
- e) After execution of the BTA, the Shareholders of SLSL passed a resolution in the Extra Ordinary General Meeting held on 10th February 2006 authorizing the board for allotment of 35,95,880 equity shares of SLSL to GTL on preferential basis towards the value of the software business acquired from them. The Board passed a resolution on 17th April 2006, for the allotment of the above shares. Further the Company has received in-principle approval from The Bombay Stock Exchange wide their letter dated 10th April, 2006 for issue & allotment of 35,95,880 equity shares on preferential basis to GTL and the company has complied with the conditions of listing for the same.
- f) If the Acquirers or the Seller, in pursuance of the SPA, fail to comply with the provisions of the Regulations, the SPA shall not be acted upon by the Acquirers or the Seller.
- g) We confirm that the directives given by the stock exchange in respect of preferential allotment has been complied with.

In this case there is no difference between the consideration and value of the consideration shares, as the preferential allotment price is fixed at Rs.17.10 per share.

For some of the above terms more specifically defined in the SPA and BTA, shareholders of SLSL may refer to the SPA / BTA which would be available to them for inspection during the period between the Offer opening date and the Offer closing date at the Registered office of GTL.

- 2.1.3.** The proposed change in control is consequent to the Agreement whose salient features are described in 2.1.2 above.
- 2.1.4.** The Acquirers will comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the share purchase agreement and its related conditions.
- 2.1.5.** The Acquirers, the Seller and the Target Company have confirmed that they have not been prohibited by SEBI from dealing in securities, in terms of the direction issued u/s 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 2.1.6.** After the completion of all formalities related to the acquisition and after complying with formalities required by the Regulations, the Board of Directors may be reconstituted to include the representatives of the Acquirer on the Board of SLSL.

2.2. Details of the proposed Offer:

- 2.2.1.** The Public Announcement in respect of the Offer was made on January 11, 2006 and a Corrigendum to Public Announcement was also made on May 5, 2006, in the Financial Express-English (all editions), Jansatta (Hindi Daily) and Navshakti (Marathi Daily) in compliance with Regulation 15(1) of the Regulations. The Public Announcement made on January 11, 2006 and Corrigendum to Public Announcement made on May 5, 2006 are also available on the SEBI website at www.sebi.gov.in.

- 2.2.2.** The Acquirers propose to acquire 20,22,600 fully paid up equity shares of Rs.10/- each representing 20% of the post voting equity share capital of the Target Company (assuming full allotment of Consideration Shares under the proposed preferential issue) at a price of Rs.17.50/- (Rupees Seventeen and Fifty Paise only) per share [Rs.17.10 arrived at as per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Regulations") and interest of Re. 0.35] (the "Offer Price"), payable in cash. The consideration payable of Rs.17.50 per share may be subject to deduction of taxes at source as applicable and will be paid accordingly. This amount is subject to change depending upon the actual date of dispatch of payment to the shareholders. In terms of regulation 21(5) of the Regulations, for the purpose of computing the percentage referred above, the voting rights as at the expiration of 15 days after the closure of the public offer shall be reckoned.
- 2.2.3.** There are no partly paid up equity shares of SLSL.
- 2.2.4.** The Offer is not subject to any minimum level of acceptances. The Acquirers will accept all equity shares of SLSL in terms of this Offer upto a maximum of 20,22,600 equity shares.
- 2.2.5.** Since the date of the PA to the date of this Letter of Offer, the Acquirers have not acquired any shares of SLSL.

2.3. Object of the Offer:

- a) The Offer to the shareholders of SLSL is made pursuant to Regulation 10 & 12 of the Regulations for acquisition of equity shares of SLSL, change in control / management and acquisition of additional equity shares to be issued by the Target Company.
- b) GTL is presently engaged in the business of conducting Educational Programs, Corporate Training Programs, Software Development & Exports, BPO & other IT Enabled Services. GTL intends to expand its educational training, BPO, ITES, Software Development activities besides continuing the existing Software Development business of SLSL. Through this synergy, GTL is hopeful of broadening its revenue stream in the near future.

3. BACKGROUND OF THE ACQUIRERS:

3.1. The Acquirers:

3.1.1 Globsyn Technologies Limited ("GTL")

- a) GTL was incorporated on January 15, 1996 under the Companies Act, 1956 in the State of NCT of Delhi. The Company obtained a certificate for commencement of business on January 23, 1996. The registered office of GTL was shifted from the State of NCT of Delhi to the State of West Bengal vide an order of the Company Law Board, Northern Region Bench, New Delhi dated May 30, 2005. The present registered office of the company is at 'Techno Campus', XI-11 & 12, Block-EP, Sector-V, Salt Lake Electronics Complex, Kolkata 700 091.
- b) GTL has been promoted by Mr. Bikram Dasgupta. He is an entrepreneur and a major shareholder of the Company. GTL does not belong to any Group.
- c) GTL is presently engaged in the business of conducting Educational Programs & Corporate Training Programs, Software Development & Exports, BPO & other IT Enabled Services. It developed the concept of the 'Knowledge Finishing Schools' in 1997 in India. With a wholly owned subsidiary in USA, it manages its premier clients for offshore delivery. The present Board of Directors of GTL consists of Mr. Bikram Dasgupta - Chairman & Managing Director, Mr. Prabir Kumar Ghosh- Whole-time Director, Mrs. Ranjana Dasgupta, Mr. Sujit Poddar, Mr. Utsav Parekh and Mr. Rajeev Mukhija, Nominee Director of IFCI Venture Capital Funds Limited. The shares of GTL are not listed on any of the Stock Exchange(s).
- d) Shareholding pattern of GTL as on the date of Public Announcement is as follows:

Shareholder Category	No of shares held	Percentage
Promoters		

• Bikram Dasgupta	23,50,200	12.96
• Ranjana Dasgupta	6,10,000	3.36
• BDG Global Private Limited	19,21,800	10.60
• Romit Leasing & Finance Pvt. Ltd.	8,00,000	4.41
• GTL Trust	5,00,000	2.76
Unit Trust of India / IFCI	30,00,000	16.54
Others	89,56,200	49.37
Total	1,81,38,400	100.00

e) The Board of Directors of GTL as on the date of this Letter of Offer is as under:

Name of the Director	Designation	Residential Address	Date of Appt	Qualification	Experience
Mr. Bikram Dasgupta	Chairman & CEO	XI-11 & 12, Block-EP, Sector-V, Salt Lake Electronics Complex, Kolkata 700 091	As Director-16.01.1996, as Managing Director on 07.07.96	B. Sc. (Tech) - Hons, IIT, Kharagpur	26 yrs in General Management in IT Industry
Mrs. Ranjana Dasgupta	Director	XI-11 & 12, Block-EP, Sector-V, Salt Lake Electronics Complex, Kolkata 700 091	16.01.1996	Graduate	09 yrs in Administration & HR in IT Industry
Mr. Prabir Kr. Ghosh *	Whole time Director	DL-109, Sector-II, Salt Lake City, Kolkata 700 091	As Director-06.02.2003, as Whole time Director – 19.09.2003	B.E., Jadavpur University	35 yrs in General Management in IT Industry
Mr. Sujit Poddar	Director	AK-127, Salt Lake City, Kolkata 700 091	As additional Director on 29.06.2002 & regular Director on 30.12.2002	B.A., LL.B.	14 Yrs in Management Consultancy
Mr. Utsav Parekh	Director	2/3, Sarat Bose Road, Kolkata 700 020	03.02.2000	Graduate	26 Yrs in Management Consultancy & Corporate Finance
Mr. Rajeev Mukhija	Nominee Director of IFCI Venture Capital Funds Limited	C-573, Sarita Vihar, New Delhi	As additional Director on 21.01.2002 & regular Director on 30.12.2002	B.Com, ACA, ACS	15 Yrs in Corporate Finance, Secretarial & Legal functions

* The office of Mr. Prabir Kr. Ghosh stands vacated w.e.f. April 09, 2006, due to his demise.

- f) Mr. C. K. Roy, Vice President-Finance of GTL is a director in SLSL. Except as above, none of the persons representing or having interest with the Acquirers are on the Board of SLSL. Mr. C. K. Roy will abstain from all proceedings related to this offer as per Regulation 22(9) of the Regulations.
- g) GTL, its directors & its promoters have not been prohibited by SEBI from dealing in Securities, in terms of the directions issued under 11 B of the SEBI Act or under any regulations made under the SEBI Act.

h) The summarized financial information of GTL (unconsolidated) are given hereunder:

Profit & Loss Statement		(Rs. in Lacs)		
For the Year Ended / Period Ended	Six months ended 31/12/2005 (Unaudited but certified)	30th June 2005 (Audited)	30th June 2004 (Audited)	30th June 2003 (Audited)
Income from Operations	745.00	1188.73	1037.21	885.19
Other Income	-	6.67	3.66	2.09
Total Income	745.00	1195.40	1040.87	887.28
Total Expenditure	449.33	658.34	581.93	494.69
Profit before Interest, Depreciation and Tax	295.67	537.06	458.94	392.59
Depreciation	115.00	286.15	244.95	226.05
Interest	95.00	192.51	190.04	165.28
Profit before Tax	85.67	58.40	23.95	1.26
Provision for Tax	6.43	4.39	1.90	0.21
Profit after tax	79.24	54.01	22.05	1.05

Balance Sheet		(Rs. in lacs)		
As on	Six months ended 31/12/2005 (Unaudited but certified)	30th June 2005 (Audited)	30th June 2004 (Audited)	30th June 2003 (Audited)
Sources of funds				
Paid up share capital	1813.84	1813.84	1813.84	1813.84
Reserves & Surplus (excluding revaluation reserves)	959.82	880.58	1128.30	1104.93
Less: Total Misc. Expenditure not written off (P&L A/c)	533.55	588.33	697.89	807.48
Net Worth	2240.11	2106.09	2244.25	2111.29
Secured loans	1365.08	1277.31	1316.93	1235.52
Unsecured loans	-	-	-	-
Deferred Tax Liability	-	301.03	-	-
Total	3605.19	3684.43	3561.18	3346.81
Uses of funds				
Net Fixed Assets	1673.46	1779.00	1972.07	2120.28
Investments	362.11	362.11	362.11	362.11
Net Current Assets	1569.62	1543.32	1226.99	864.41
Total	3605.19	3684.42	3561.18	3346.81

Other Financial Data				
For the Year Ended / Period Ended	Six months ended 31/12/2005 (Unaudited but certified)	30th June 2005 (Audited)	30th June 2004 (Audited)	30th June 2003 (Audited)
Dividend	-	-	-	-
Earning Per Share (Rs.)	0.44	0.30	0.13	0.01
Return on Networth	0.04	0.02	0.01	-
Book Value Per Share (Rs.)	12.35	14.85	16.22	16.10

Note:

EPS = Profit after tax / number of outstanding equity shares at the close of the year/period.

Return on Net Worth = Profit after Tax /Net Worth

Book Value per Share = Net Worth / No. of equity shares

EPS and Return on Net Worth have been annualized as appropriate.

Source: Audited Annual Reports/ Certified Financial Statements by Statutory Auditors.

i) **Business Valuation of GTL:**

Year 2006 agreed as a typical representative year and taken as base for projection

Profit-Earning Capacity Value (PECV)	
Financial year	Estimated PBT in Rs.
30-Jun-06	7,416,439
Total	7,416,439
Average profits before tax	7,416,439
Less: Provision for taxation at 33.66[Tax+SC+EC]	2,496,373
Average profits after tax	4,920,066
Less: Preference dividend	-
Net Profit after tax	4,920,066
Add: Contribution to profits by fresh issue	-
Total Profit After Tax	4,920,066
Number of equity shares	18,138,400
Earnings per share (EPS)	0.27
Profit earning capacity value (PECV) at 8% capitalization (12.5 times) – Value per share Rs.	3.39
PAT of 2006 in Rs.	4,920,066
Agreed P/E Ratio (times) – Software Division	12.50
Valuation of Software Division – Rs.	61,500,820

Based on the above analysis the PECV of the company works out to around Rs. 615 Lacs.

Since the book value of the assets and liabilities of the Software Division would not be an appropriate value of the earning potential of the division, the value as computed under the PECV method above has been adopted as the value of Software Division. Hence, the Software Division of GTL is valued at Rs.615 Lacs.

j) Globsyn Technologies Limited has promoted its wholly owned subsidiary company M/s. Globsyn Technologies Inc.

GLOBSYN TECHNOLOGIES INC. (GTI) is a wholly owned subsidiary of Globsyn Technologies Limited, a Company incorporated under the Indian Companies Act, 1956. GTI was incorporated in New Jersey, USA ON January 13, 1999. The Company is presently engaged in the business of providing software services and solutions. The primary focus area of business being e-business consulting services.

The Board of Directors of GTL as on the date of this Letter of Offer is as under:

Name of the Director	Designation
Mr. Bikram Dasgupta	Director
Mrs.Ranjana Dasgupta	Director

Brief financials based on the audited accounts for the last three years is given below:

(Amount in Rs. in Lacs)

Particulars	31.12.2004	31.12.2003	31.12.2002
Equity Share Capital (76,75,000 equity shares of USD 0.10 each fully paid up)	333.02	333.02	333.02
Reserves (excluding revaluation reserves)	(350.54)	(355.36)	(368.50)
Total Income	62.23	174.55	353.77
Profit After Tax (PAT)	4.76	13.16	0.28
Earnings Per Share (EPS) in USD	0.43	1.74	0.00
Net Asset Value (NAV) per share in USD (Equity shares of USD 0.10 each)	0.87	0.87	1.74

Source: Audited financial statements (Converted into Indian Rupees).

Conversion rate: 31.12.2004 1 USD = Rs.43.39

(Source: www.rbi.gov.in)

- 3.1.2 **Mr. Samarth Parekh**, son of Mr. Utsav Parekh, aged about 24 years is a non-resident Indian residing at 2/3, Sarat Bose Road, Kolkata-700020. He has done his Bachelor of Science from Babson College, Wellesley, Massachusetts. He has more than 2 years of experience in the equity markets and has worked with Wachovia Securities, Wellesley, Massachusetts and Auerbach Grayson & Co., a global brokerage house based in New York. His networth as on 31/12/2005 as certified by Mr. Asoke Kumar Dutta, Proprietor of Asoke Kumar Dutta & Associates (Membership No.53351) Chartered Accountants, having office at 43, Naktala Lane, Kolkata-700047 Ph: (033) 24115062 vide their certificate dated 27/01/2006 is Rs.472.54 Lacs.

Mr. Samarth Parekh is not a director in any other listed company. He is not a full time director in any other company. He along with the other Acquirer does not hold a controlling stake in any listed company.

- 3.1.3 There is no relation between the Acquirers other than business association of acquiring SLSL jointly.
- 3.1.4 The Acquirers, till date have complied with the relevant provisions of Chapter II of the Regulations wherever applicable.
- 3.1.5 For the purpose of this Offer there are no persons acting in concert as per the provisions of regulations 2(1) (e) of the Regulations.

3.2. Disclosures in terms of Regulations 16(ix) of the Regulations:

- 3.2.1 The Offer to the shareholders of SLSL is made pursuant to Regulation 10 & 12 of the Regulations for acquisition of equity shares of SLSL, change in control / management and acquisition of additional equity shares to be issued by the Target Company.
- 3.2.2 GTL is presently engaged in the business of conducting Educational Programs, Corporate Training Programs, Software Development & Exports, BPO & other IT Enabled Services. GTL intends to expand its educational training, BPO, ITES, Software Development activities besides continuing the existing Software Development business of SLSL. Through this synergy, GTL is hopeful of broadening its revenue stream in the near future.
- 3.2.3 The Acquirers do not have any plans to dispose off or otherwise encumber any assets of SLSL in the next two years except such disposals or encumbrances in the ordinary course of business of the Target Company and / or for the purposes of restructuring, rationalizing and / or streamlining various operations, assets, liabilities, investments, businesses or otherwise of SLSL.
- 3.2.4 The Acquirers undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company, and in accordance with and subject to the applicable laws, permissions and consents, if any.
- 3.2.5 The reconstituted Board of Directors of the Target Company will take appropriate decisions in respect of the future plans of SLSL, as per the requirements of the business and in line with opportunities or changes in the economic scenario, from time to time.

4. Option in terms of Regulation 21(3)

Pursuant to the preferential allotment and this Offer, the public shareholding in SLSL will not fall below the limit specified for the purpose of listing on continuous basis in terms of the listing agreement with the Stock Exchange and hence, the provisions of Regulation 21(3) of the Regulations will not be applicable.

5. BACKGROUND OF THE TARGET COMPANY – SLSL

5.1. Brief History and Main Areas of Operations:

5.1.1 Synergy Log-In Systems Limited was incorporated on January 11, 1984 as a private limited company under the name Synergy Finance and Leasing Private limited. The Company then got converted into a public limited company and changed its name to Synergy Finance and Leasing Limited on June 10, 1992 and again to Synergy Credit Corporation Limited on March 17, 1993. The company underwent its maiden IPO on May 03, 1994. It then again underwent a name change to Synergy Log-In Systems Limited on January 22, 1998. The present registered office is situated at 39A/1, Sriram Mills Premises, G.K. Marg, Lower Parel, Mumbai- 400 013.

5.1.2 SLSL is presently engaged in the business of data processing and software development. The Company has its business operations in India and also in USA, Malaysia, Singapore and UK through its 3 wholly owned subsidiaries viz. Synergy Information Technology Inc., Synergy Log-In Systems Sdn. Bhd., Sigmasoft Pte. Ltd. and a branch office at Croydon, UK respectively. The Company is engaged in development and delivery of technology solutions in multiple markets through two main divisions: The Services business division provides a variety of offshore and onsite development services as well as product implementation and support services and the Products business division has a suite of contemporary second generation solutions for treasury and investment management as well as new products in market risk management.

5.2. As on the date of this Public Announcement, the issued and subscribed capital of SLSL comprises of 65,17,120 fully paid-up equity shares of Rs.10/- each aggregating to Rs.651.71 lacs. As on the date of PA, there are neither any partly paid-up equity shares nor any outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date of the Target Company. There are also no shares under lock-in. The equity share capital structure of SLSL is as follows:

Paid-up Equity Shares	No. of Shares / Voting rights-Pre preferential issue	% of Shares/Voting Rights
Fully Paid-up Equity Shares	6517120	100%
Partly Paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	6517120	100%
Total Voting Rights	6517120	100%
New Shares proposed to be allotted	3595880	
Post Preferential issue	10113000	100%

5.3. Current equity capital structure of the company has been built up since inception as per the details given below:

Date of allotment	Shares Issued	Cumulative paid up capital	Mode of allotment	Identity of allottees	Compliance status
11/01/1984	20	200	Cash	Incorporation	Complied
04/08/1987	4990	50100	Cash	Promoters & associates	Complied
29/10/1991	354990	3600000	Cash	Promoters & associates	Complied
24/09/1993	720000	10800000	Cash	Bonus 2:1	Complied
16/02/1994	1080000	21600000	Cash	Rights 1:1	Complied
30/06/1994	4580400	67404000	Cash	Public Issue	Complied
21/04/1999	6740400	134808000	Cash	Rights 1:1	Complied
31/01/2000	2812000	162928000	Cash	Preferential Allotment	Complied
30/06/2004	(9775680)	65171200	Cash	Capital Reduction*	Complied
Total	6517120				

*The share capital of the Company was reduced in the ratio of 0.4:1 equity shares of Rs.10/- each. As a consequence, the amount of Rs.2187.30 lacs was written off by reducing the issued and paid up share capital, share premium account and General Reserves.

5.4. The equity shares of SLSL are listed on The Bombay Stock Exchange Limited ("BSE") (Source Annual Reports).

5.5. The Board of Directors of SLSL as on the date of the PA is as follows:

Names of Directors	Designation	Date of Appt	Qualification	Residential Address	Experience	No. & % of shares of SLSL held as on date of P.A. i.e. 11/01/06	No. & % of shares sold through agreement dated 05/01/06
Mr. V. Sanjay Kumar	Chairman & Managing Director	01/04/1998	B. Com, PGDBA	New #16, Cenatoph Road II Lane, Chennai-600018	25 years in finance, accounts and secretarial field	2220 (0.03%)	Nil
Mr. Chandan Kumar Roy	Director	23/12/2005	B. Sc (Hons.), LLB, FCA	P-3, Sashi Bhusan De Street, Flat-13, Telirbag Bhavan, Kolkata-700 012	27 years post qualification in finance and accounts	Nil	Nil
Mr. Simon Solomon	Director	30/12/2005	B. Sc., ACA	1219, 17 th Street, AnnaNagar, Chennai-600 050	More than 18 years in financial services	Nil	Nil
Mr. P. Santhanam	Director	23/09/2002	B. Com, FCA, FCS	AL 194, Flat #3, 12 th Main Road, Anna Nagar, Chennai-600040	More than 25 years in financial services	Nil	Nil

5.6. Mr. Chandan Kumar Roy, the Director of SLSL is the Vice President Finance of GTL.

5.7. There has been no merger / demerger or spin off involving SLSL during the last 3 years. However, the company had done a capital restructuring by way of a scheme of reduction of capital which was approved by the Hon'ble High Court of Bombay vide its order dated 26th February, 2004. The issued, subscribed and paid-up capital of the company before the Scheme of Arrangement was Rs.1629.28 lacs comprising of 1,62,92,800 equity shares of face value of Rs.10/- each fully paid up which has been reduced to Rs.651.71 lacs comprising of 65,17,120 equity shares of Rs.10/- each fully paid up by effecting a reduction in share capital of the company by 60%. The company has issued four equity shares for every ten equity shares held by the shareholders as on the record date.

5.8. We confirm that SLSL has:

- Paid up to date Listing Fees to BSE.
- The Company has complied with the Listing Agreement requirements of the Stock Exchanges and no punitive actions were taken against it by any of the Stock Exchanges.
- The Company has addressed all investor's complaints as and when received and there is no pending complaint as on date.

- 5.9. As per the available information we state that the seller, promoters, other major shareholders, wherever applicable have complied with the applicable provisions of Regulation 8 of the Regulations for the period ended 31/03/2001 to till date. Further, in respect of the compliance prior to the said period, we are unable to comment in absence of the availability of the information from the Target Company. With respect to the compliance of the Regulation 6 & 8 by the Target Company, please note that as per the BSE letter no. List/sg/cas/takeover_regu/2004/5056 dated 27/01/2004, the Target Company has complied with Regulation 8(3) for the period 31/03/1999 to 31/03/2002 and not complied with Regulation 6(2) & 6(4) as on 20/02/1997 and Regulation 8(3) as on 31/03/1998 and 31/03/2003. The Target Company vide its letter dated 11/10/2004 submitted the disclosure requirements of regulation 6(2) & 6(4) resulting into delay of 2701days from the due date of compliance. The disclosure under Regulation 8(3) for the year ended 31/03/2004 and 31/03/2005 has been duly filed in time. SEBI may initiate suitable proceedings against the target company for non-compliance with relevant provisions of Chapter II of the Regulations.
- 5.10. As per the available records and information, there has been a change in the shareholding in the promoters & their associates:

Date	Previous Holding	%	Present Holding	%
31/03/2002	4074400	25.01%	4073200	25.00%
31/03/2003	4073200	25.00%	4281695	26.28%
31/03/2004	4281695	26.28%	4319445	26.51%
31/03/2005	4319445	26.51%	1711285*	26.26%

* By way of capital reduction

- 5.11. As per the available information, we state that SLSL has been complying with the listing agreement except to the extent of non-constitution of an audit committee. The scrip of SLSL is traded in the 'TS' ('T' stands for Trade to Trade Category & 'S' stands for Indonext) Group at BSE. The Target Company has informed that there has been no penal action taken by the Stock Exchanges against the Company till date.
- 5.12. **Financial Information:**

The financial information of SLSL for the last 3 years are as follows:

Profit & Loss Statement (Excluding Subsidiaries)		(Rs. in Lacs)		
For the Year Ended / Period Ended	Six Months Ended 31/12/2005 (Audited)	30th June 2005 (Audited)	30th June 2004 (Audited)	30th June 2003 (Audited)
Income from Operations	188.68	543.64	911.98	982.67
Other Income	5.28	238.62	1.57	30.03
Total Income	193.96	782.26	913.55	1012.70
Total Expenditure	228.16	863.20	858.89	787.66
Profit before Interest, Depreciation and Tax	(34.20)	(80.94)	54.66	255.04
Depreciation	6.78	47.74	80.63	141.95
Interest	1.81	8.47	0.94	4.53
Profit before Tax	(42.79)	(137.15)	(26.91)	78.56
Provision for Tax	-	1.63	-	-
Profit after Tax	(42.79)	(138.78)	(26.91)	78.56

Balance Sheet (Excluding Subsidiaries)		(Rs. in Lacs)		
As on	Six Months Ended 31/12/2005 (Audited)	30th June 2005 (Audited)	30th June 2004 (Audited)	30th June 2003 (Audited)
Sources of funds				
Paid up share capital	651.71	651.71	651.71	1629.28

Reserves & Surplus (excluding revaluation reserves)	438.14	541.17	686.63	1226.08
Less: Total Miscellaneous Expenditure not written off (P&L A/c)	-	-	-	71.23
Net Worth	1089.85	1192.88	1338.34	2784.13
Secured Loans	88.27	84.32	163.75	198.41
Unsecured Loans	-	18.18	11.96	5.16
Total	1178.12	1295.38	1514.05	2987.70
Uses of funds				
Net Fixed Assets	429.35	433.93	458.88	1064.37
Investments	207.47	208.42	307.87	463.78
Net Current Assets	541.30	653.03	747.30	1459.55
Total	1178.12	1295.38	1514.05	2987.70

Other Financial Data

For the Year Ended / Period Ended	Six Months Ended 31/12/2005 (Audited)	30 th June 2005 (Audited)	30 th June 2004 (Audited)	30 th June 2003 (Audited)
Dividend	-	-	-	-
Earning Per Share (Rs.)	(0.66)	(2.13)	(0.41)	0.48
Return on Net worth	(3.93)	(2.26)	(10.36)	2.82
Book Value Per Share (Rs.)	16.72	18.30	20.54	17.09

Note:

EPS = Profit after tax / number of outstanding equity shares at the close of the year/period.

Return on Net Worth = Profit after Tax /Net Worth

Book Value per Share = Net Worth / No. of equity shares

EPS and Return on Net Worth have been annualized as appropriate.

Profit & Loss Statement (Consolidated)

(Rs. in Lacs)

For the Year Ended / Period Ended	Six Months Ended 31/12/2005 (Audited)	30 th June 2005 (Audited)	30 th June 2004 (Audited)	30 th June 2003 (Audited)
Income from Operations	418.49	1209.57	1599.80	1621.53
Other Income	5.57	242.11	1.57	30.17
Total Income	424.06	1451.68	1601.37	1651.70
Total Expenditure	455.98	1459.32	1475.11	1287.35
Profit before Interest, Depreciation and Tax	(31.92)	(7.64)	126.26	364.35
Depreciation	6.78	52.50	86.42	156.47
Interest	1.81	8.76	1.25	5.57
Profit before Tax	(40.51)	(68.90)	38.59	202.31
Provision for Tax	-	8.37	10.20	4.44
Profit after Tax	(40.51)	(77.27)	28.39	197.87

Balance Sheet (Consolidated)

(Rs. in Lacs)

As on	Six Months Ended 31/12/2005 (Audited)	30 th June 2005 (Audited)	30 th June 2004 (Audited)	30 th June 2003 (Audited)
Sources of funds				
Paid up share capital	651.71	651.71	651.71	1629.28
Reserves & Surplus (excluding revaluation reserves)	595.90	669.37	760.37	1445.67
Less: Total Miscellaneous	-	-	-	71.23

Expenditure not written off (P&L A/c)				
Net Worth	1247.61	1321.08	1412.08	3003.72
Secured Loans	104.36	84.32	163.75	198.41
Unsecured Loans	-	19.78	16.23	9.60
Total	1351.97	1425.18	1592.06	3211.73
Uses of funds				
Net Fixed Assets	457.42	460.24	476.51	1188.73
Investments	207.47	1.18	100.63	100.69
Net Current Assets	687.08	963.76	1014.92	1922.31
Total	1351.97	1425.18	1592.06	3211.73

Other Financial Data

For the Year Ended / Period Ended	Six Months Ended 31/12/2005 (Audited)	30 th June 2005 (Audited)	30 th June 2004 (Audited)	30 th June 2003 (Audited)
Dividend	-	-	-	-
Earning Per Share (Rs.)	(0.62)	(1.18)	0.44	1.21
Return on Net worth %	(3.25)	(5.85)	2.01	6.59
Book Value Per Share (Rs.)	19.14	20.27	21.67	18.44

Note:

EPS = Profit after tax / number of outstanding equity shares at the close of the year/period.

Return on Net Worth = Profit after Tax /Net Worth

Book Value per Share = Net Worth / No. of equity shares

EPS and Return on Net Worth have been annualized as appropriate.

Source: Annual Reports/Certified Financial Statements by the statutory auditor of the company.

Note:

- a) Miscellaneous expense not written off has been deducted against networth for calculating the book value per share and return on net worth.

5.13. SLSL has the following contingent liability as on 30/06/2005:

The Catholic Syrian Bank has called off the facility granted to the Financial Services Division. The Bank has filed a writ in the Debt Recovery Tribunal. The Company had so far paid Rs. 223.71 lakhs subsequent to the filing of the case by the Bank against the original sanctioned limit of Rs. 200 lakhs. The matter is pending before the Tribunal as the Company is contesting the rate of interest charged by the Bank. There is a contingent liability on account of interest payable and the same cannot be determined as on date. The Company is in discussion with the Bank for settlement of the account and it is expected that some development would take place in the near future.

In respect of the loan received from the Federal Bank Limited, the Company has completed the documentation during the year under review. The loan was classified in to Cash Credit facility of Rs. 76.00 lacs and Term Loan of Rs. 28.00 lacs.

Out of the above reclassified loan the Company has fully repaid the Term Loan of Rs. 28.00 and repaid Rs. 52.00 lacs out of the Cash Credit facility of Rs. 76.00 lacs. The sanctioned and outstanding Cash Credit limit is only Rs. 24.00 lacs after the above repayments.

5.14. Comparison of results:

2004-2005

The company had made significant marketing investments in the previous and current year in the middle east and South East Asia. However we were not able to conclude business. The principal issue was the size of the company relative to the importance of the product for a bank. In the Indian market our product was well accepted but international banks placed more

emphasis on the size of the vendor in making their decisions. The result was that we lost orders in new markets and with a large team size and overhead we incurred losses.

Quarter on quarter the team size and overheads have been cut back and focus is currently on maintenance of current business. The product is still an established solution and will find a ready market once we launch with a larger entity at the forefront.

2003-2004

There was a steep decline in the products business in the year under review. Fewer orders were booked and there was also pressure on pricing. At the same time there were additional costs that had to be incurred for both market expansion and for support related issues. As the Company's products are in production for some years, additional performance and production related issues were faced and dealt with.

The division consolidated its presence in Sri Lanka with wins at Bank of Ceylon, the largest Bank there and Hatton National Bank.

The product has been supplemented with additional offerings through modules like VarXpress and I-Trader. Implementation of the derivatives module in a Mumbai based Investment House has also matured this module.

The Company is focusing on the following areas to improve this line of business:

1. Improve coverage in S E Asia and Middle East.
2. Tie up with large Global System Integrators. The Company has linked an arrangement with a large Indian SI to market and implement its solutions worldwide.
3. Expand the product offerings addressing the Banking client base. A first such initiative has been linked with City Networks of UK.
4. Expand the coverage of Treasury IPR to cover emerging market segments.

Management is pushing with these growth drivers to reinstate numbers in this line of business.

5.15. Pre and Post-Offer Shareholding Pattern of SLSL (based on Subscribed & paid up Equity and Voting Capital) is as under: -

Shareholders' Category	Share holding & voting rights Prior to the Agreement/ Acquisition and Offer (A)		Share holding & voting rights Prior to the preferential allotment but after the Agreement (B1)		Shares / voting rights agreed to be acquired which triggered off the Regulation (B2)		Shares / voting rights to be acquired In open Offer (assuming full acceptances) (C)		Share holding/ voting rights After Acquisition and Offer (A+B1+B2+C) (D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group										
a) Parties to Agreement	607440	9.32	(600000)	(9.20)	-	-	-	-	7440@	0.07
b) Promoter other than (a) above	1057085	16.22	-	-	-	-	-	-	1057085#	10.45
TOTAL 1 (a + b)	1664525	25.54	(600000)	(9.20)	-	-	-	-	1064525	10.53
2. Acquirers:										
a) Main Acquirers										
(i) GTL	-	-	66666	1.02	3595880	35.56	-	-	-	-
(ii) Samarth Parekh*	-	-	533334	8.18	-	-	2022600	20.00	6218480	61.49
b) Persons deemed to be acting in concert	-	-	-	-	-	-	-	-	-	-
Total 2 (a+b)	-	-	600000	9.20	3595880	35.56	2022600	20.00	6218480	61.49
3. Parties to the agreement (Other than 1(a) & 2)										
4. Public Share Holding (other	-	-	-	-	-	-	-	-	-	-

than 1 to 3)**										
1. Institutional Investors										
-Mutual Funds & UTI	14812	0.23								
-Banks & FIs	53912	0.83								
-FIIs										
2. Others	346012	5.31				(2022600)	20.00	2829995	27.98	
-Private Corp. Bodies	4390262	67.37								
-Indian Public	39741	0.61								
-NRI/OCBs/Foreign Banks	7856	0.12								
-Clearing member										
Total 4(a+b)	4852595	74.46	-	-	-	-	-	2829995	27.98	
GRANDTOTAL (1+2+3+4)	6517120	100.00	-	-	3595880	35.56	-	10113000	100.00	

*Mr. Samarth Parekh has made an application dated January 27, 2006 to Secretariat for Industrial Assistance and has received approval vide letter dated February 17, 2006 for the transaction which is concluded under the automatic route.

@ Promoters mentioned in point 1(a) above are not entitled to participate in this open offer. They will not be the promoters after the Open Offer. In that case their shareholding shall be taken in the public category after the open offer.

Promoters mentioned in point 1(b) above are entitled to participate in this open offer. In case of their participation, the post offer public shareholding as mentioned in point 4 above may change accordingly.

**The total number of shareholders in Public category is 13593.

5.16. There was no trading of the shares of SLSL on 11/01/2006 i.e. the date of Public Announcement on BSE.

5.17. Corporate Governance: Mr. R. Devarajan, Partner, M/s. R. Devarajan & Co, Chartered Accountants, the Statutory Auditor of the company, vide their Report on Corporate Governance dated 30/09/2005 which formed part of the Annual Report for the year ended June 30, 2005 confirmed that (a) the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement except to the extent of non-constitution of an audit committee and a remuneration committee. (b) the company has maintained records to show the investors grievances against the company and that there were no investor grievances remaining unattended / pending for more than 30 days and (c) such compliance is neither as assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

5.18. Mr. V. Sanjay Kumar, Managing Director of the company is acting as the compliance officer and his address is "Meerlan Towers", 33, Hanumantha Road, Balaji Nagar, Royapettah, Chennai-600014 Ph: (044) 28133413/1741, Fax: (044) 28133502

6. OFFER PRICE & FINANCIAL ARRANGEMENTS:

6.1. Justification of Offer Price:

6.1.1. The Equity Shares of SLSL are listed on BSE.

6.1.2. The Annualized trading turnover during the preceding six calendar months ended December 2005, in BSE are as follows:

Name of Stock Exchange	Total no of shares traded during the 6 calendar months prior to the month in which PA was made.	Total No. of listed Shares	Annualized Trading Turnover (in terms of % to total listed shares)
BSE Limited	2222495	6517120	68.20%

Source: www.bseindia.com

6.1.3. As the annualized trading turnover (by number of shares) is more than 5% of the total number of listed shares of SLSL at BSE, the equity shares of SLSL are deemed to be frequently traded on BSE in terms of the Regulations.

6.1.4. In accordance with regulation 20(4) of the Regulations, the Offer price of Rs.17.50/-[#] per equity share is higher of the following parameters:

- a) Negotiated price payable under the Share Purchase Agreement Rs.15/- per equity share
- b) Acquisition price under the Preferential Issue* Rs.17.10/- per equity share
- c) Highest price paid by the Acquirers for acquisition of any equity share of SLSL during the 26 weeks period preceding the date of the PA: Not Applicable
- d) The Highest of the average of weekly high and low of the closing prices of the shares during the 26 weeks and average of daily high and low prices of the shares during 2 weeks preceding the Board Meeting date i.e. 05/01/2006 Rs.16.96/-
- e) The Highest of the average of weekly high and low of the closing prices of the shares during the 26 weeks and average of weekly high and low prices of the shares during 2 weeks preceding the relevant date i.e. 11/01/2006 Rs.16.98/-

* Being acquisition price of each equity share based on the total consideration amount of Rs.615 lacs as per SPA.

[#] The Offer Price of Rs.17.50 is inclusive of interest of Re.0.35/-

[Rs.17.10 arrived at as per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Regulations") and interest of Re. 0.35]

The Company is operating in the Industry category "Computers- Software Converts" with an Industry P/E of 21.3 [Source: "Capital Market" VolXX/22, dated Jan 02-15, 2006].

Calculation of average of weekly high and low of the closing prices of the equity share of the SLSL during the 26 weeks preceding the date of the Board Meeting i.e., 05/01/2006 :

<u>WEEK NO</u>	<u>WEEK ENDING</u>	<u>HIGH</u>	<u>LOW</u>	<u>AVERAGE</u>	<u>VOLUME</u>
1.	13-Jul-05	16.69	15.06	15.88	135,219
2.	20-Jul-05	22.19	18.35	20.27	350,931
3.	27-Jul-05	23.85	20.83	22.34	218,282
4.	3-Aug-05	19.39	18.75	19.07	61,025
5.	10-Aug-05	20.30	18.30	19.30	79,868
6.	17-Aug-05	20.70	19.75	20.23	69,867
7.	24-Aug-05	20.90	18.75	19.83	123,648
8.	31-Aug-05	25.05	19.65	22.35	269,437
9.	07-Sep-05	27.25	25.45	26.35	218,554
10.	14-Sep-05	24.75	22.40	23.58	118,970
11.	21-Sep-05	23.95	21.45	22.70	105,963
12.	28-Sep-05	20.40	17.65	19.03	98,176
13.	05-Oct-05	16.80	15.45	16.13	68,441
14.	12-Oct-05	15.55	14.85	15.20	24,827
15.	19-Oct-05	14.65	12.70	13.68	46,058
16.	26-Oct-05	12.20	11.65	11.93	28,845

17.	02-Nov-05	12.50	11.70	12.10	11,480
18.	09-Nov-05	13.68	13.04	13.36	12,090
19.	16-Nov-05	14.42	13.36	13.89	18,357
20.	23-Nov-05	14.35	12.90	13.63	10,741
21.	30-Nov-05	13.71	12.56	13.14	25,652
22.	07-Dec-05	13.89	13.27	13.58	12,240
23.	14-Dec-05	13.25	12.86	13.06	21,462
24.	21-Dec-05	13.00	12.18	12.59	25,701
25.	28-Dec-05	14.08	13.20	13.64	35,771
26.	04-Jan-06	15.09	13.13	14.11	43,802
Average of 26 weeks				16.96	

Calculation of the daily high and low of the equity share of SLSL during the 2 weeks preceding the date of the Board Meeting i.e., 05/01/2006 :

<u>DAY NO.</u>	<u>DATES</u>	<u>HIGH</u>	<u>LOW</u>	<u>AVERAGE</u>	<u>VOLUME</u>
1.	22-Dec-05	13.41	13.00	13.72	2,370
2.	23-Dec-05	14.08	13.10	14.03	14,131
3.	26-Dec-05	14.64	13.50	13.98	12,300
4.	27-Dec-05	13.25	12.93	13.32	2,540
5.	28-Dec-05	13.65	12.62	13.39	4,430
6.	29-Dec-05	13.35	12.71	13.14	5,180
7.	30-Dec-05	13.45	12.85	12.92	3,300
8.	2-Jan-06	13.78	13.50	12.39	9,460
9.	3-Jan-06	14.46	13.90	11.00	6,830
10.	4-Jan-06	15.09	14.28	7.55	19,032
Average of 2 weeks				12.54	

Calculation of average of the weekly high and low of the closing prices of the equity shares of SLSL during the 26 weeks preceding the relevant date i.e., 11/01/2006 :

<u>WEEK NO.</u>	<u>WEEK ENDING ON</u>	<u>HIGH</u>	<u>LOW</u>	<u>AVERAGE</u>	<u>VOLUME</u>
1.	19-Jul-05	22.19	16.69	19.44	272,322
2.	26-Jul-05	23.85	20.83	22.34	290,770
3.	2-Aug-05	20.86	18.75	19.81	56,196
4.	9-Aug-05	19.35	18.30	18.83	78,196
5.	16-Aug-05	20.70	19.75	20.23	67,523
6.	23-Aug-05	20.90	19.35	20.13	123,224
7.	30-Aug-05	22.90	18.75	20.83	192,443
8.	6-Sep-05	27.25	25.05	26.15	316,298
9.	13-Sep-05	24.75	23.60	24.18	81,781
10.	20-Sep-05	23.95	22.40	23.18	133,717
11.	27-Sep-05	21.45	18.00	19.73	84,262
12.	4-Oct-05	17.65	15.45	16.55	63,045

13.	11-Oct-05	16.35	14.85	15.60	53,572
14.	18-Oct-05	14.65	13.10	13.88	44,538
15.	25-Oct-05	12.70	11.65	12.18	27,390
16.	1-Nov-05	12.50	11.70	12.10	14,055
17.	8-Nov-05	13.68	12.42	13.05	9,950
18.	15-Nov-05	14.03	13.36	13.70	13,850
19.	22-Nov-05	14.42	12.90	13.66	16,326
20.	29-Nov-05	13.68	12.56	13.12	18,367
21.	6-Dec-05	13.89	13.27	13.58	20,055
22.	13-Dec-05	13.60	12.86	13.23	19,552
23.	20-Dec-05	13.10	12.18	12.64	18,300
24.	27-Dec-05	14.08	12.78	13.43	41,602
25.	3-Jan-06	14.38	13.13	13.76	29,200
26.	10-Jan-06	17.46	15.09	16.28	119,912
Average of 26 weeks				16.98	

Calculation of average of the daily high and low of the equity shares of SLSL during the 2 weeks preceding the relevant date i.e., 11/01/2006 :

<u>DAY NO.</u>	<u>DATES</u>	<u>HIGH</u>	<u>LOW</u>	<u>AVERAGE</u>	<u>VOLUME</u>
1.	28-Dec-05	13.65	12.62	13.63	4,430
2.	29-Dec-05	13.35	12.71	13.62	5,180
3.	30-Dec-05	13.45	12.85	13.88	3,300
4.	2-Jan-06	13.78	13.50	14.32	9,460
5.	3-Jan-06	14.46	13.90	14.85	6,830
6.	4-Jan-06	15.09	14.28	15.25	19,032
7.	5-Jan-06	15.84	15.79	15.41	12,635
8.	6-Jan-06	16.63	16.06	14.97	26,133
9.	9-Jan-06	17.46	17.39	13.31	18,118
10.	10-Jan-06	18.33	16.70	9.17	43,994
Average of 2 weeks				13.84	

The last traded price as on January 23, 2006 on BSE was Rs.25.10 with a volume of 64168 equity shares.

- 6.1.5.** In the opinion of the Manager to the Offer and Acquirers, the Offer Price of Rs.17.50 per equity share of SLSL is justified in terms of Regulation 20(11) of the Regulations. We ensure payment of interest @10% p.a. on the offer price from 05/04/2006 i.e. the last date as per the original schedule till the date of actual payment of consideration for the shares to be tendered and accepted in the offer.
- 6.1.6.** The Acquirers have not entered into any non-compete agreement.
- 6.1.7.** The Acquirers would be responsible for ensuring compliance with the Regulations for the consequences arising out of the acquisition of shares, if any, made after the date of Public Announcement (i.e. 11/01/2006) in terms of Regulation 20(7) of the Regulations. However, no such acquisition shall be made by the Acquirers during 25/05/2006 to 05/06/2006.

6.1.8. It is ensured that the Offer Price shall not be less than the highest price paid by the Acquirers for any Acquisition of shares of SLSL from the date of Public Announcement upto 7 working days prior to the closure of the Offer viz. 05/06/2006.

6.2. Financial arrangements:

6.2.1. The total fund requirement for the Offer is Rs. 3,53,95,500 (Three Crore Fifty Three Lac Ninty Five Thousand Five Hundred Only) assuming that the entire Offer is accepted.

6.2.2. The Acquirers have adequate financial resources and have made firm financial arrangement for the implementation of the Offer in full out of their own sources / networth and no borrowings from Banks/ FIs or Foreign sources is envisaged. Mr. Asish Rashid Dutt, Partner of A. R. Dutt & Co. (Membership No.013289) Chartered Accountants, having office at 43, Amir Ali Avenue, 2nd Floor, Kolkata-700 019 Ph: (033) 22477046 vide certificate dated 09/01/2006 has certified that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.

6.2.3. In accordance with Regulation 28 of the Regulations, the Acquirers have opened an Escrow account in United Bank of India, Salt Lake Sector V Branch, Kolkata-700 091 and deposited Rs.88.49 lacs being 25% of the total consideration payable to shareholders under the Offer.

6.2.4. The Manager to the Offer, Ashika Capital Limited, Kolkata has been duly authorised by the Acquirers to operate & realize the value of Escrow Account in terms of the Regulations.

6.2.5. 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.

7. TERMS AND CONDITIONS OF THE OFFER:

7.1. The LO together with the Form of Acceptance and Form of Withdrawal will be mailed to the shareholders of SLSL (except the parties to the agreement) whose names appear on the register of the members of SLSL and the beneficial owners of the shares of SLSL, whose names appear on the beneficial records of the respective depositories, at the close of the business hours on 20/01/2006.

7.2. All the owners of the shares, registered or unregistered (except the parties to the agreement) are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

7.3. Accidental omission to despatch this LO or the non-receipt or delayed receipt of this LO will not invalidate the Offer in anyway.

7.4. Subject to the conditions governing this Offer, as mentioned in the Letter of Offer, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer which is conditional or incomplete is liable to be rejected without assigning any reason whatsoever.

7.5. Locked-in Shares:

There are no locked-in shares in SLSL.

7.6. Eligibility for accepting the Offer:

The Offer is made to all the public shareholders (except the Acquirer and Sellers who are also parties to the agreement) whose names appeared in the register of shareholders on 20/01/2006 and also to those beneficial owners ("Demat holders") of the equity shares of SLSL, whose names appeared as beneficiaries on the records of the respective depository participants ("DP") at the close of the business hours on 20/01/2006 and also to those

persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

- a) The Offer is subject to receiving necessary approval(s), if any, from Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments thereto for acquiring equity shares tendered by non-resident shareholders, if any and approval from Banks / Financial Institutions.
- b) As on the date of the PA, to the best of the knowledge of the Acquirers, there are no other statutory approvals and / or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.
- c) In case of non receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 22(12) of SEBI (SAST) Regulations, 1997. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 22(13) of the Regulations will also become applicable.

7.8. In case of delay due to non-receipt of the statutory approvals within time, SEBI has a power to grant extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest to the shareholders for delay in payment of consideration beyond 05/04/2006.

7.9. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the closure of the Offer i.e. 31/05/2006.

7.10. The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER:

8.1. The Shareholder(s) of SLSL who qualify and who wish to avail of this Offer will have to send their shares to the Registrar to the Offer as mentioned in the Form of Acceptance at the following address:

C. B. Management Services (P) Ltd.

Contact Person: Mr. D. Ghosh
 SEBI REGN NO:INR000003324
 P-22, Bondel Road,
 Kolkata-700019
 Ph:(033) 22806692
 Fax:(033) 22870263

Acceptances may be sent by Registered Post or by hand so as to reach the Registrar to the Offer on or before 05/06/2006. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10.30 a.m. upto 1.30 p.m. 2 p.m. to 3 p.m.	Hand Delivery
Saturday	10.30 a.m. upto 12.30 p.m.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

8.2. Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent.

8.2.1. For Equity Shares held in physical form:

(i) **Registered shareholders** should enclose:

- **Form of Acceptance cum Acknowledgement** duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s).
- **Original share Certificates**
- **Valid share transfer Form(s)** duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with SLSL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this LO.

(ii) **Unregistered owners** should enclose:

- **Form of Acceptance cum Acknowledgement** duly completed & signed in accordance with the instructions contained therein.
- **Original share Certificate(s)**
- **Broker contract note.**
- **Valid share transfer form(s) as received from the market.** The details of the buyer should be left blank failing which, the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

8.2.2. For equity shares held in Demat Form:

Beneficial owners should enclose:

- **Form of Acceptance cum Acknowledgement** duly completed & signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depositories.
- **Photocopy of the delivery instruction in “ Off-market” mode or counterfoil of the delivery instruction in “Off- market “ mode,** duly acknowledged by DP in favour of the special depository account (please see below) before the close of the business hours on 05/06/2006.

8.3. The Registrar to the Offer, M/s. C B Management Services (P) Limited has opened a special depository account with Stock Holding Corporation of India Limited. The details of the special depository account are as under:

DP Name	Stock Holding Corporation of India Limited
DP ID	IN301250
Client ID	28792383
Account name	"CBMSPL Escrow A/c SLSL Open Offer"
Depository	National Securities Depository Limited

8.4. For each delivery instruction, the beneficial owner should submit a separate Form of acceptance. **In the case of Demat shares, the shareholders are advised to ensure that their shares are credited in favour of special depository account, before the closure of**

the Offer. The Form of acceptance of such Demat shares not credited in favour of the special depository Account before the closure of the Offer is liable to be rejected.

- 8.5.** The share Certificate(s), share transfer form, Form of Acceptance, Form of Withdrawal and other documents, if any should be sent only to the Registrar to the Offer, as mentioned above. **They should not be sent to the Manager to the Offer or the Acquirer or the Target Company.**
- 8.6.** In case of non-receipt of the Letter of Offer, the eligible persons may obtain a copy of the same from Registrar to the Offer or Manager to the Offer on providing suitable documentary evidence of acquisition of shares of SLSL. The Public Announcement, LO, Form of Acceptance Cum Acknowledgement and Form of Withdrawal will be available on SEBI website at www.sebi.gov.in, from the Offer opening date. The eligible persons can download these documents from the SEBI's website & apply using the same. Alternatively, they may send their consent to participate in the Offer, to the Registrar to the Offer, on a plain paper stating the name & address of the first holder, name(s) & address(s) of joint holders, if any, regd. folio no, share certificate no., distinctive nos., no. of the shares held, no. of the shares Offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before closure to the Offer i.e. 05/06/2006. Unregistered owners should not sign the transfer deeds & the transfer deed should be valid. In case of beneficial owners, they may send their applications in writing to the Registrar to the Offer, on a plain paper stating their name, address, no of shares held, no. of shares offered, DP name, DP ID No., beneficiary account number, and a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off- market " mode, duly acknowledged by DP in favour of special depository account, so as to reach the Registrar to the Offer , on or before the closure of the Offer.
- 8.7.** Non resident shareholders should also enclose copy of permission received from RBI for the shares held by them in SLSL and 'no-objection' certificate / tax clearance certificate from the Income Tax authorities under Income Tax Act, 1961, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid ' no-objection' certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the shareholder, on the entire consideration amount payable.
- 8.8.** The Acquirer shall complete all procedures relating to the Offer including payment of consideration to the shareholders by 19/06/2006. In case of delay due to non-receipt of the statutory approvals within time, SEBI has a power to grant extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest to the shareholders for delay in payment of consideration beyond 05/04/2006.
- 8.9.** Payment of consideration will be made by crossed account payee cheques /demand drafts / pay orders and will be sent by registered post, to those shareholders / unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirer in part or in full except in case of joint holders, cheques / demand drafts/ pay orders, in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques / demand drafts / pay orders.
- 8.10.** Unaccepted share certificates, transfer forms & other documents, if any, will be returned by registered post at the shareholders/ unregistered owners sole risk to the sole / first shareholder. Shares held in Demat Form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owners.
- 8.11.** In case the shares tendered in the Offer are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be in accordance with Regulation 21(6) of the Regulations, on a proportionate basis. The marketable lot for both physical and demat shares is 1.

- 8.12.** The Registrar to the Offer will hold in trust the shares/ share certificates, shares lying in the credit of the special depository account, Form of Acceptance cum Acknowledgement, the transfer Form(s) and Form of Withdrawal, if any, on behalf of the shareholders of SLSL who have accepted the Offer, till the Cheques/ demand draft / pay orders for the consideration and / or the unaccepted shares/ share certificates are despatched or credited back to the beneficial owners DP account.
- 8.13.** In case any person has lodged shares of SLSL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 8.4 above together with the acknowledgement of lodgment shares for transfer. Such persons should also instruct SLSL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.
- 8.14.** In case any person has tendered his physical shares in SLSL for dematerialisation & such dematerialisation has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialisation request form acknowledged by shareholders DP. Such shareholders should ensure the credit of the shares to the special depository account on or before the Offer closing date together with a copy of delivery instructions acknowledged by the DP in favour of Special depository account.
- 8.15.** In case the shareholder has already sold his Shares, he may kindly forward this Offer document to the transferee or to the broker through whom the shares were sold.
- 8.16.** The shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so upto three working days prior to the date of closure of the Offer, i.e. on or before 31/05/2006 in terms of Regulation 22(5A).
- 8.17.** The withdrawal option can be exercised by submitting the document as per the instruction below, so as to reach the Registrar to the Offer on or before 31/05/2006. The withdrawal option can be exercised by submitting the form of withdrawal.
- 8.18.** In case of non-receipt of the form of withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:
- a. In case of physical shares: Name, address, distinctive numbers, folio nos., number of shares tendered / withdrawn.
 - b. In case of dematerialised shares: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of 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 Depository Escrow Account.
- 8.19.** The shares withdrawn by the shareholders, if any would be returned by registered post, in case of physical shares.

9. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, M/s. Ashika Capital Limited at 'Trinity', 7th Floor, 226/1, A. J. C. Bose Road, Kolkata – 700 020 on any working day between 10.00 a.m. to 2.00 p.m. during the period the Offer is open i.e., from 17/05/2006 to 05/06/2006.

- i) Memorandum & Articles of Association of SLSL along with Certificate of Incorporation.
- ii) Letter from Mr. Asoke Kumar Dutta, Proprietor of Asoke Kumar Dutta & Associates (Membership No.53351) Chartered Accountants, having office at 43, Naktala Lane, Kolkata-700047 Ph: (033) 24115062 vide their certificate dated 27/01/2006 certifying the Networth of Mr. Samarth Parekh.

- iii) Letter from Mr. Asish Rashid Dutt, Partner of A. R. Dutt & Co. (Membership No.013289) Chartered Accountants, having office at 43, Amir Ali Avenue, 2nd Floor, Kolkata-700 019 Ph: (033) 22477046 vide certificate dated 09/01/2006 certifying the adequacy of financial resources with Acquirers to fulfill the Open Offer obligations.
- iv) Audited Annual Reports for the financial year ended June 30, 2003, June 30, 2004 and June 30, 2005 of SLSL.
- v) Audited Annual Reports for the financial year ended June 30, 2003, June 30, 2004, June 30, 2005 and unaudited certified financial statements of six months period ended 31/12/2005 of GTL.
- vi) Letter of United Bank of India, Salt Lake Sector V Branch, Kolkata-700 091 dated 10/01/2006 confirming the amount kept in the Escrow Account and creation of lien on the said Escrow account in favour of Ashika Capital Limited the Manager to the Offer to operate it.
- vii) A copy of the confirmation received from depository Participant – Stock Holding Corporation of India Limited confirming opening of a special depository account for the purpose of the Offer.
- viii) Copy of the Share Purchase Agreement & Business Transfer Agreement between the Seller and Acquirers dated 05/01/2006.
- ix) A copy of the Public Announcement for the Offer dated January 11, 2006 and Corrigendum to Public Announcement dated May 5, 2006.
- x) Copy of the Memorandum of Understanding between the Acquirers & the Manager to the Offer, dated 05/01/2006.
- xi) Information obtained from BSE's website i.e. www.bseindia.com about the price volume data of the equity shares of the Target Company.
- xii) Application to FIPB by Mr. Samarth Parekh and the reply received.
- xiii) Valuation Report of the software business of GTL.
- xiv) Copy of SEBI letter no. CFD/DCR/AK/TO/65668/2006 dated April 26, 2006, issued in terms of proviso to the Regulation 18(2) of the Regulations.

10. DECLARATION BY THE ACQUIRERS:

The Acquirers, Mr. Samarth Parekh & the directors of M/s. Globsyn Technologies Limited accept full responsibility jointly and severally for the information contained in this Letter of Offer and are responsible for ensuring compliance with the Regulations. The information relating to SLSL has been obtained from publicly available information & from the company.

The Manager to the Offer hereby states that the person signing this Letter of Offer is one of the Acquirers and he is duly and legally authorised by other Acquirers to sign on their behalf.

Place: Kolkata
Date: 08/05/2006

By Order of the Board
For Globsyn Technologies Limited
Sd/-
Bikram Dasgupta
Chairman & CEO

Attached: Form of Acceptance cum Acknowledgement & Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
M/s. C B Management Services (P) Limited
 P-22, Bondel Road,
 Kolkata-700 019

Dated:

Dear Sir,

Sub: Open Offer for purchase of 2022600 equity shares of Rs.10/- each constituting 20% of the expanded voting and paid-up share capital of M/s. Synergy Log-In Systems Limited (SLSL) at an Offer Price of Rs.17.50 per fully paid up equity share by M/s. Globsyn Technologies Limited and Mr. Samarth Parekh

I/We refer to the Letter of Offer dated 08/05/2006 for acquiring the equity shares held by me/us in Synergy Log-In Systems Limited.

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).	No. of shares
Total number of equity shares				

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer(s) gives the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer(s) will pay the purchase consideration only after verification of the documents and signatures.

SHARES IN DEMATERIALISED FORM

I / We, holding Shares in the dematerialised form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my/our Shares as detailed below:

DP Name	DP ID	Client ID	No. of Shares	ISIN No.
				INE160B01020
Total number of shares				

I/We have done an off market transaction for crediting the Shares to the special account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.

I/We note and understand that the Shares would reside in the depository account opened for the purpose of this Offer until the time the Acquirer accepts the Shares and makes the payment of purchase consideration as mentioned in the Letter of Offer.

I/We confirm that the equity shares of Synergy Log-In Systems Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorise the Acquirers to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorise the Acquirers to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorise the Acquirers and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I / We authorize the Acquirers to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirers to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirers are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and Delivered

	Full Names (s) of the holders	Address	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Place:
Date:

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) may, at their option, provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Savings/Current/(Others; please specify) : _____
Name of the Bank Branch : _____
Account Number : _____

-----Tear along this line -----

Acknowledgement slip

Ledger Folio No. _____ DP ID _____ Client ID _____ Received from _____ an application for sale of _____ Equity Share(s) of Synergy Log-In Systems Limited together with _____ share certificate(s) bearing Certificate Numbers _____ and _____ transfer deed(s)/ photocopy of "Off-market" delivery instruction duly acknowledged by the DP.

Note : All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt

Signature of the official

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

From:
Name:
Address:

OFFER	
Opens on	May 17, 2006
Closes on	June 05, 2006
Last date of Withdrawal	May 31, 2006

Tel. No.
Fax No.
E-mail:

To,
M/s. C B Management Services (P) Limited
P-22, Bondel Road,
Kolkata-700 019

Dear Sir,

Sub: Open Offer for purchase of 2022600 equity shares of Rs.10/- each constituting 20% of the expanded voting and paid-up share capital of M/s. Synergy Log-In Systems Limited (SLSL) at an Offer Price of Rs.17.50 per fully paid up equity share by M/s. Globsyn Technologies Limited and Mr. Samarth Parekh

I/We refer to the Letter of Offer dated 08/05/2006 for acquiring the equity shares held by me/us in Synergy Log-In Systems Limited.

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I/We, hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/We further authorise the Acquirer to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirer /PAC/Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer before the last date of withdrawal i.e. 31/05/2006

I/We note that the Acquirer /PAC/Manager to the Offer/ Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialised form in the DP Account due to inaccurate / incomplete particulars / instructions.

I/We also note and understand that the Acquirer /PAC will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the depositories from time to time.

SHARE HELD IN PHYSICAL FORM

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Shares
			From	To	
Total number of shares					

SHARES HELD IN DEMAT FORM

I/We have tendered the shares in the offer which was done in an off market transaction for crediting the shares to the "CBMSPL Escrow A/c SLSL Open Offer" as per the following particulars:

DP ID : IN301250
 DP Name : Stock Holding Corporation of India Limited
 Beneficiary ID Number : 28792383

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I/We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialised shares, I/We confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and Delivered

	Full Names (s) of the holders	Address	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all shareholders must sign. A corporate body must sign under its official name. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance cum Acknowledgement. Applicants are requested to clearly mark the envelope with the words "Synergy Log-In Systems Limited Open Offer" while sending the documents to the registrar to the offer. All future correspondence, if any, should be sent to the registrar to the offer, C B Management Services (P) Limited (unit: Synergy Log-In Systems Limited), at their aforesaid address.

Place:

Date:

----- TEAR HERE -----

ACKNOWLEDGEMENT RECEIPT

Received Form of Withdrawal from Mr./ Mrs./Ms. -----

Folio No.-----DP ID ----- Client ID NO. -----

Number of shares tendered -----

Number of share withdrawn -----

Stamp of Registrar

Signature of official

Date of Receipt