PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF PRO FIN CAPITAL SERVICES LIMITED

(Registered Office: S-4, JVTS Garden, Chattarpur Extension, New Delhi - 110 074)

This Public Announcement ("PA") is being issued by the Manager to the Offer i.e. Corporate Professionals Capital Private Limited, on behalf of Acquirer, i.e. M/s Triyamb Securities Private Limited (hereinafter referred to as "Acquirer") "TSPL") and Mr. Anupam Narain Gupta, Mr. Abhay Narain Gupta, Mr. Narain Kumar Gupta and Ms. Rashi Gupta (hereinafter referred to as "PACs") pursuant to Regulation 10 & 12 as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "PACs") pursuant to Regulations, 1997") and subsequent amendments thereto.

THE OFFER

- This Offer (the "Offer") is being made by M/s Triyamb Securities Private Limited, a company duly incorporated and registered under the Companies Act, 1956 and having its registered office at B/103, Oberoi Garden, Thakur Village, Kandivali (E), $\label{lem:mumbai-400101} \textbf{Mumbai-400101} \ (herein after referred to as \textbf{``Acquirer''}/ \textbf{``TSPL''}, which expression shall unless it being repugnant to the$ subject or context mean and include its successors and permitted assigns) along with Person Acting in Concert namely Mr. Anupam Narain Gupta, Mr. Abhay Narain Gupta, Mr. Narain Kumar Gupta and Ms. Rashi Gupta pursuant to Regulation 10 & 12 of SEBI (SAST) Regulations, 1997. There are no other persons who can be deemed to be as Acquirer or persons acting in concert in respect of this Offer.
- On August 27, 2010, the Acquirer has acquired 6,71,100 (Six Lacs Seventy One Thousand and One Hundred) fully paid up $\label{eq:continuous} \mbox{Equity Shares (the "Sale Shares") of Rs. 10/- each representing 15.37\% of the total paid up equity share capital of {\it Pro Fin}$}$ Capital Services Limited ("PCSL") from the promoter of "PCSL" namely Mr. Rajan Sehgal (hereinafter referred to as the "Seller") through Block Deal at a price of Rs.11.66/- (Rupees Eleven and Sixty Six Paise) per fully paid up equity share payable in Cash.

Further, On August 27, 2010, the Acquirer has acquired 5,00,000 (Five Lacs) fully paid up Equity Shares (the "Sale Shares") of Rs.10/- each representing 11.45% of the total paid up equity share capital of Pro Fin Capital Services Limited ("PCSL") from the promoter of "PCSL" namely Mr. Rajan Sehgal (hereinafter referred to as the "Seller") through off market deal at a price of Rs. 10/- (Rupees Ten) per fully paid up equity share payable in Cash.

The total consideration for the Sale Shares is Rs.1,28,25,026 (Rupees One Crore Twenty Eight Lacs Twenty Five Thousand and Twenty Six). The offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company. The Acquirer along with PACs intends to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholder of PCSL to acquire 8,73,380 (Eight Lacs Seventy Three Thousand Three Hundred and Eighty) Equity Shares of Rs. 10/- each representing 20% of the total paid up equity share capital of PCSL at a price of Rs. 11.70/- (Rupees Eleven and Seventy Paise) per fully paid up equity shares ("Offer Price"), payable in cash subject to the terms and conditions mentioned hereinafter

The Equity Shares of the PCSL are presently listed on the Bombay Stock Exchange Limited, Mumbai (the "BSE"), Delhi Stock Exchange Ltd. (the "DSE") and Calcutta Stock Exchange Association Ltd. (the "CSE"). The annualized trading turnover during the preceding six calendar months ending August 2010 at the Stock Exchanges where the shares of PCSL are listed is as

to those shareholders whose names appear on the register of members on Specified Date i.e. October 01, 2010, Friday.

Name of the Stock Exchange	Total number of shares traded during March 2010 to August 2010	Total number of listed shares	Annualized trading turnover (% of the total listed shares)
BSE	8,64,800*	43,66,900	39.61
DSE	Nil	43,66,900	Nil
CSE	Nil	43,66,900	Nil

*It is to be noted that the shares traded on BSE includes 6,71,100 Equity Shares acquired by the Acquirer on August 27, 2010 through Block Deal executed on BSE.

Based on the above information, as the annualized trading turnover of the equity shares of PCSL is more than 5% of the total number of the listed shares, therefore, Equity Shares of PCSL are deemed to be frequently traded within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. In accordance with Regulation 20(4) of SEBI (SAST) Regulations, 1997, the Offer price of Rs 11.70/- (Rupees Rupees Eleven and Seventy Paise) per fully paid up equity shares is worked out on the following parameters

а	The Negotiated Price	NA
b	Price paid by the Acquirer or PACs for acquisitions, if any, including by way of allotment in a public or rights or preferential issue during the 26-week period prior to the date of PA, whichever is higher.	Rs.11.66 per share
С	Higher of (i) to (ii) below: i. The average of the weekly high and low of the closing prices of the equity shares of PCSL during 26 weeks period preceding the date of this PA;	Rs.6.94 per share
	ii. The average of the daily high and low of the prices of the equity shares of PCSL during the 2 weeks period preceding the date of this PA.	Rs.11.40 per share

	(In Rs.)	
Other Financial Parameters*	Based on the audited financial data for the period ended March 31, 2010	3
Return on Net Worth (%)	Nil	
Book Value per share (Rs.)	Rs.4.95	
Earning per share (Rs.)	Nil	3
Price Earning Multiple	Nil	

*As certified by Mr. Sunil Aggarwal (Membership No. 083899), Partner of GSA & Associates Chartered Accountants, having office at 16, DDA Flat, Ground Floor, Panchsheel Park, Shivalik Mor, Near Malviya Nagar, New Delhi-110017, Tel:.32099205 Fax No: 011-26672949 vide his certificate dated August 30, 2010.

In accordance with the parameters as mentioned above, the highest price comes out to Rs.11.66/- (Rupees Eleven and Sixty Six Paise) per fully paid up equity shares.

In view of the above, the Offer Price of Rs11.70/- (Rupees Eleven and Seventy Paise) per fully paid up equity shares is justified in terms of regulation 20(4) of SEBI (SAST) Regulations, 1997.

During the 12 months period prior to the date of Public Announcement, the Acquirer has acquired 5,00,000 (Five Lacs) Equity Shares representing 11.45% of the total paid up equity share capital of the PCSL on August 27, 2010 at a price of Rs.10 (Rupees Ten) per fully paid up equity shares and 6,71,100 (Six Lacs Seventy One Thousand and One Hundred) Equity Shares representing 15.37% of the total paid up equity share capital of the PCSL on August 27, 2010 at a price of Rs.11.66/- (Rupees Eleven and Sixty Six Paise). The PACs namely Mr. Anupam Narain Gupta has acquired 1,25,000 (One Lac Twenty Five Thousand Only) Equity Shares, Mr. Narain Kumar Gupta has acquired 1,25,000 (One Lac Twenty Five Thousand Only) and Ms. Rashi Gupta has acquired 1.03.300 (One Lac Three Thousand and Three Hundred Only) Equity Shares representing 2.86%, 2.86% and 2.37% respectively of the total paid up equity share capital of the PCSL on June 22, 2010 at a price of Rs.6 (Rupees Six) per fully paid up equity shares. The Highest and the Average Price paid by the Acquirer and PACs are

Rs.11.66/- (Rupees Eleven and Sixty Six Paise) per share and Rs.9.80 (Rupees Nine and Eighty Paise) respectively. As on the date of this Public Announcement, the Acquirer holds 11,71,100 (Eleven Lacs Seventy One Thousand and One Hundred) Equity Shares representing 26.82% of the total paid up equity share capital of the PCSL. Mr. Anupam Narain Gupta holds 1,25,000 (One Lac Twenty Five Thousand Only) Equity Shares, Mr. Narain Kumar Gupta holds 1,25,000 (One Lac Twenty Five Thousand Only) and Ms. Rashi Gupta holds 1.03.300 (One Lac Three Thousand and Three Hundred Only) Equity Shares representing 2.86%, 2.86% and 2.37% respectively of the total paid up equity share capital of the PCSL. Collectively the shareholding or voting rights of the Acquirer and PACs is 15,24,400 (Rupees Fifteen Lacs Twenty Four Thousand and Fou Hundred) Equity Shares representing 34.91% of the total paid up equity share capital of the PCSL

This is not a Competitive Bid.

The Offer is subject to the terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of PCSL.

The Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a Conditional Offer. The $Acquirer \textit{ will accept the equity shares of PCSL those are tendered in \textit{ valid form in terms of this offer up to a maximum of 8,73,380}\\$ (Eight Lacs Seventy Three Thousand Three Hundred and Eighty) representing 20% of the total paid up equity share capital

1.10 In the event of any further acquisition of Equity Shares by the Acquirer, at a price higher than the Offer Price, the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirer shall not be acquiring any Equity Shares of PCSL during the period of 7 working days, prior to the date of closure of the Offer.

The Manager to the Open Offer i.e. Corporate Professionals Capital Private Limited does not hold any shares in PCSL as on the date of PA. They declare and undertake that they shall not deal in the shares of the PCSL during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer INFORMATION ABOUT THE ACQUIRER AND PACS

M/s Trivamb Securities Private Limited

2.1.1. TSPL was incorporated on September 06, 2007 and registered with the Registrar of Companies Mumbai as a Private Limited Company under the name of Triyamb Securities Private Limited. The registered office of TSPL is situated at B/103, Oberoi Garden, Thakur Village, Kandivali (E), Mumbai-400101.

2.1.2. The company was originally promoted by Shri Anup Mittal, Shri Amit Agarwal and Shri Parv Agarwal. On July 23, 2009 Mr Abhay Narain Gupta and Mr. Anupam Narain Gupta acquired the control over the company and the shares held by the original promoters were transferred to Mr. Abhay Narain Gupta and Mr. Anupam Narain Gupta.

2.1.3. The present board of TSPL consists of Mr. Abhay Narain Gupta and Mr. Anupam Narain Gupta

2.1.4 The shares of TSPL are not listed on any Stock Exchange.

2.1.5. Brief financials of TSPL as on the date of PA are as under:

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Particulars	As on date of PA	
	(Provisional)	
Total Income	Nil	
Profit after Tax	(0.07)	
Paid up Equity Share capital	50	
Reserves & Surplus	23.99	
Miscellaneous expenditure not written off	2.42	
Net Worth	73.99	
Earning Per Share	(0.01)	
Return on Networth (%)	Nil	
Book Value Per Share	10	

*As certified by Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5th Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated

August 30, 2010. 2.1.6. Mr. Abhay Narain Gupta and Mr. Anupam Narain Gupta are the directors of M/s Triyamb Securities Private Limited.

2.1.7. The main object of the company is to carry on business of purchase, sale subscription, acquisition or dealing in shares, stocks and other securities, to act as the brokers and sub brokers of any recognised stock exchange and to participate as depository of stock and shares subject to the approvals as may be required from any authority.

Mr. Anupam Narain Gupta

- 2.2.1. Mr. Anupam Narain Gupta, S/o Narain Kumar Gupta is an Indian national residing at B/103, Oberoi Garden, Thakur Village, Kandivali (E), Mumbai-400101, Tel No: 098205-34989 Fax No.: 022-66713515.
- 2.2.2. Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5th Road Mumbai-400052. Tel No. 26041322/26053149. Fax No.: 26041322 has certified vide his certificate dated August 30. 2010 that the Net Worth of Mr. Anupam Narain Gupta as on the date of certificate is Rs. 4,22.43,132/- (Rupees Four Crore Twenty Two Lacs Forty Three Thousand One Hundred and Thirty Two Only).
- 2.2.3. Mr. Anupam Narain Gupta is the director of M/s Trivamb Securities Private Limited (Main Acquirer). Son of Mr. Narain Kumar Gupta (PAC) and brother of Mr. Abhay Narain Gupta (PAC).
- 2.2.4. Mr. Anupam Narain Gupta is a graduate with a Bachelor of Commerce degree from Kurukshetra University. He has over 10 Years of experience in Securities Market.
- 2.2.5. As on the date of Public Announcement, Mr. Anupam Narain Gupta holds 1,25,000 (One Lac and Twenty Five Thousand only Equity shares constituting 2.86% of the total paid up equity share capital of PCSL. 2.2.6. Mr. Anupam Narain Gupta holds directorship in M/s Ambe Securities Private Limited and M/s Triyamb Securities Private
- Limited which are not listed on any stock exchange.
- 2.2.7. Mr. Anupam Narain Gupta has promoted M/s Ambe Securities Private Limited and M/s Triyamb Securities Private Limited which are not listed on any stock exchange

- 2.3. Mr. Abhav Narain Gupta
- 2.3.1. Mr. Abhay Narain Gupta, S/o Narain Kumar Gupta is an Indian national residing at B/103, Oberoi Garden, Thakur Village, Kandivali (E), Mumbai-400101, Tel No: 9892050006, Fax No.: 022-66713515.
- 2.3.2. Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5th Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30, 2010 that the Net Worth of Mr. Abhay Narain Gupta as on the date of certificate is Rs. 93,14,073/- (Rupees Ninety Three Lacs Fourteen Thousand and Seventy Three Only).
- 2.3.3. Mr. Abhay Narain Gupta is the director of M/s Triyamb Securities Private Limited (Main Acquirer), Son of Mr. Narain Kumar Gupta (PAC), brother of Mr. Anupam Narain Gupta (PAC) and husband of Ms. Rashi Gupta (PAC)
- 2.3.4. Mr. Abhay Narain Gupta is a graduate with a Bachelor of Commerce degree from Kurukshetra University. He has over 5 Years of experience in Securities Market
- 2.3.5. As on the date of Public Announcement, Mr. Abhay Narain Gupta does not holds any shares in PCSL.
- 2.3.6. Mr. Abhay Narain Gupta holds directorship in M/s Ambe Securities Private Limited and M/s Triyamb Securities Private Limited which are not listed on any stock exchange. 2.3.7. Mr. Abhay Narain Gupta has promoted M/s Ambe Securities Private Limited and M/s Triyamb Securities Private Limited
- which are not listed on any stock exchange.

Mr. Narain Kumar Gupta

- 2.4.1. Mr. Narain Kumar Gupta, S/o Shri Rameshwar Das Gupta is an Indian national residing at B/103, Oberoi Garden, Thaku Village, Kandivali (E), Mumbai-400101, Tel No: 099670-34989, Fax No.: 022-66713515.
- 2.4.2. Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5th Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30, 2010 that the Net Worth of Mr. Narain Kumar Kumar as on the date of certificate is Rs. 38,20,594/- (Rupees Thirty Eight Lacs Twenty Thousand Five Hundred and Ninety Four Only).
- 2.4.3. Mr. Narain Kumar Gupta is the father of Mr. Abhay Narain Gupta and Mr. Anupam Narain Gupta and Father in law of Ms. Rashi
- 2.4.4. Mr. Narain Kumar Gupta is a graduate with a Bachelor of Ayurveda with Medicine & Surgery degree from Indian Medicine Board (Lucknow). He has over 35 Years of experience in Indian Medicines.
- 2.4.5. As on the date of Public Announcement, Mr. Narain Kumar Gupta holds 1,25,000 (One Lac and Twenty Five Thousand only) Equity shares constituting 2.86% of the total paid up equity share capital of PCSL
- 2.4.6. Mr. Narain Kumar Gupta does not hold directorship in any Company.
- 2.4.7. Mr. Narain Kumar Gupta has not promoted any company.
- 2.5. Ms. Rashi Gupta
- 2.5.1. Ms. Rashi Gupta, w/o Mr. Abhay Narain Gupta is an Indian national residing at B/103, Oberoi Garden, Thakur Village, Kandivali (E), Mumbai-400101, Tel No: 098920-50006, Fax No.: 022-66713515.
- 2.5.2. Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5th Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30, 2010 that the Net Worth of Ms. Rashi Gupta as on the date of certificate is Rs. 31,45,332/- (Rupees Thirty One Lacs Forty Five Thousand Three Hundred and Thirty Two Only)
- 2.5.3. Ms. Rashi Gupta is the wife of Mr. Abhay Narain Gupta
- 2.5.4. Ms. Rashi Gupta is a graduate with BSE Bio Technology degree from Maharashtra University. She has over 02 Years of experience in Securities Market.
- 2.5.5. As on the date of Public Announcement, Ms. Rashi Gupta holds 1,03,300 (One Lac Three Thousand and Three Hundred only) Equity shares constituting 2.37% of the total paid up equity share capital of PCSL.
- 2.5.6. Ms. Rashi Gupta does not hold directorship in any Company.
- 2.5.7. Ms. Rashi Gupta has not promoted any company.
- INFORMATION ABOUT THE TARGET COMPANY
- PCSL was incorporated on July 22, 1991 with the Registrar of Companies NCT of Delhi & Haryana as a Private Limited Company under the name of Pro Fin Capital Services Private Limited. Vide fresh certificate of incorporation dated March 21. 1994 issued by the Registrar of Companies NCT of Delhi & Haryana, the name of the Company was changed to Pro Fin Capital Services Limited pursuant to the conversion of the company from Private Limited to Public Limited. The registered office of PCSL is situated at S-4, JVTS Garden, Chattarpur Extension, New Delhi - 110 074.
- PCSL is registered as a Non-Banking Financial Company ("NBFC") (Non-Deposit Accepting) with Reserve Bank of India (RBI) as per Certificate of Registration bearing No. 14.00720 dated May 04, 1998 issued under Section 45IA of the Reserve Bank of India Act. 1934.
- As on the date of Public Announcement, PCSL has an Authorised share capital of Rs.6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs 10/- each. The total issued, subscribed and paid up capital of the PCSL is Rs.4,36,69,000 (Rupees Four Crores Thirty Six Lacs and Sixty Nine Thousand) divided into 43,66,900 (Forty Three Lacs Sixty Six Thousand and Nine Hundred) Equity Shares of the face value of Rs. 10/- each. There are no partly paid up shares in the Target Company.
- The main objects of the Target Company are to undertake the business of Financial Consultancy, Investment Counseling, Portfolio Management, Providing Financial and Investment Assistance, Syndication of Loans and Dealing in Securities. The Equity Shares of the PCSL are currently listed on the Bombay Stock Exchange Limited, Mumbai (the "BSE"), Delhi Stock Exchange Ltd. (DSE) and Calcutta Stock Exchange Association Ltd. (CSE)
- 3.6. als for the PCSL are as under

			(Rs. In Lacs)	
Profit & Loss Statement	Year Ended 31.03.2008 (Audited)	Year Ended 31.03.2009 (Audited)	Year Ended 31.03.2010 (Audited)	
Total Income	27.79	3.56	31.53	
Profit after Tax	(3.34)	(26.39)	(12.38)	
Paid Up Equity Share Capital	436.69	436.69	436.69	
Net worth (Rs. In Lacs)	254.89	228.5	216.12	ĺ
Earning Per Share(Rs.)	(0.08)	(0.6)	(0.28)	
Return On Networth (%)	(1.31)	(11.55)	(5.73)	
Book Value Per Share	5.84	5.23	4.95	

*As certified by Mr. Sunil Aggarwal (Membership No. 083899), Partner of GSA & Associates, Chartered Accountants, having office at 16, DDA Flat, Ground Floor, Panchsheel Park, Shivalik Mor, Near Malviva Nagar, New Delhi-110017, Tel:,32099205 Fax No: 011-26672949 vide his certificate dated August 30, 2010. Formula: - Return on Net Worth= (Profit After Tax/Net Worth) *100; Book Value of Shares=(Net Worth/ Number of Equity Shares

issued); EPS= (Profit after Tax / Number of Equity Shares issued). The Board of Directors of PCSL as on date of Public Announcement comprises of Mr. Rajan Sehgal, Mrs. Anita Sehgal Mrs Manioo Dhaliwal and Mr R K Agarwa

REASONS FOR THE OFFER AND FUTURE PLANS The Acquirer is interested in taking over the management and control of PCSL. Thus, substantial acquisition of shares and

voting rights accompanied with change in control and management is the reason & rationale for the offer The offer to the shareholders of PCSL is being made in accordance with Regulation 10 & 12 of the SEBI (SAST) Regulations

4.3. The acquirer at present has no intention to change the existing line of business of PCSL

DISCLOSURE UNDER REGULATION 16(IX) 4.4.

The Acquirer at present have no intention to sell, dispose of or otherwise encumber any significant assets of PCSL in the succeeding two years, except in the ordinary course of business of PCSL. PCSL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of PCSL.

STATUTORY APPROVALS/OTHER APPROVALS REQUIRED FOR THE OFFER

As on the date of Public Announcement, to the best of Acquirer knowledge, no approval from any Bank/ Financial Institution is required for the purposes of the Offer.

To the best of the knowledge of the Acquirer, as on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer. If any other statutory approvals become applicable, the Offer would be subject to such In case of delay in receipt of statutory approvals. SEBI has the power to grant extension of time to the Acquirer for paymen

5.3. of consideration to the shareholders of PCSL, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST), Regulations, 1997 as applicable on the reference date. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulation, 1997 as applicable on the reference date will also become applicable. DISCLOSURE UNDER REGULATIONS 21(2)

The Offer (assuming full acceptance) would not result in public shareholding in PCSL being reduced below the minimum level required as per the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis FINANCIAL ARRANGEMENTS

The Acquirer has adequate resources to meet the financial requirements of the Open Offer. The Acquirer has made firm arrangement for the financial resources required to complete the Open Offer in accordance with the SEBI (SAST) Regulations

The PACs will help the Acquirer in funding the Offer with necessary financial assistance, if required. Assuming full acceptance, the total requirement of funds for the open Offer would be Rs. 1.02.18.546/- (Rupees One Crore Two Lacs Eighteen Thousand Five Hundred and Forty Six Only). The Acquirer has already made firm arrangements for the financial resources required to implement the Open Offer in full. As per Regulation 28 of SEBI (SAST) Regulations, 1997 Acquirer has opened an Escrow Account with HDFC Bank Limited, New Delhi and have deposited cash of an amount

of Rs. 25,60,000/- (Rupees Twenty Five Lacs Sixty Thousand Only) being in excess of 25% of the amount required for the Open Offer. 7.4. Mr. Mahesh Teiwani, Chartered Accountant, Membership No. 37194 having office at 11-E. Parvati, Jai Bharat Society, 5" Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30. 2010 that the Net Worth of Mr. Anupam Narain Gupta as on the date of certificate is Rs. 4,22,43,132/- (Rupees Four Crore Twenty Two Lacs Forty Three Thousand One Hundred and Thirty Two Only).

Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5th Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30, 2010 that the Net Worth of Mr. Abhay Narain Gupta as on the date of certificate is Rs. 93,14,073/- (Rupees Ninety Three Lacs Fourteen Thousand and Seventy Three Only).

Mr. Mahesh Tejwani, Chartered Accountant, Membership No. 37194 having office at 11-E, Parvati, Jai Bharat Society, 5" Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30, 2010 that the Net Worth of Mr. Narain Kumar Kumar as on the date of certificate is Rs. 38,20,594/- (Rupees Thirty Eight Twenty Thousand Five Hundred and Ninety Four Only).

Mr. Mahesh Teiwani, Chartered Accountant, Membership No. 37194 having office at 11-E. Parvati, Jai Bharat Society, 5" Road, Mumbai-400052, Tel No. 26041322/26053149, Fax No.: 26041322 has certified vide his certificate dated August 30, 2010 that the Net Worth of Ms. Rashi Gupta as on the date of certificate is Rs. 31,45,332/- (Rupees Thirty One Lacs Forty Five Thousand Three Hundred and Thirty Two Only).

The Acquirer have duly empowered M/s Corporate Professionals Capital Private Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

The Manager to the Open Offer, M/s Corporate Professionals Capital Private Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations. Other Terms of the Offer The Offer is not subject to any minimum level of acceptance from the shareholders i.e. it is not a Conditional Offer. The

Acquirer will accept the equity shares of PCSL those are tendered in valid form in terms of this offer upto a max 8,73,380 (Eight Lacs Seventy Three Thousand Three Hundred and Eighty) representing 20% of the paid up capital and voting rights of the PCSL. Letters of Offer (hereinafter referred to as "LOO") will be dispatched to all the equity shareholders of PCSL, whose names appear in its Register of Members on October 01, 2010, Friday, the Specified Date, except the acquirers, the persons acting

8.3. The Registrar to the Offer, M/s Beetal Financial and Computer Services Pvt. Ltd. has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

All shareholders of the PCSL, other than the Acquirer, PACs and the Seller, who own equity shares at any time before the Closure of the Open Offer, are eligible to participate in the Offer.

Beneficial owners and shareholders holding equity shares in the physical form, will be required to send their share certificates, Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. November 15, 2010, Monday.

Beneficial owners and shareholders holding shares in the dematerialized form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. November 15 2010. Monday, along with a photocopy of the delivery instructions in "Off market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "Escrow A/c Beetal - Open Offer-PCSL" ("Depository Escrow Account") filled in as per the instructions given below:

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DP Name	:	NDA Securities Limited
ID	:	IN303663
Client ID	:	10023847
Depository	:	National Securities Depository Limited ("NSDL")

Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL")have to use interdepository delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with PCSL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e November 15, 2010, Monday. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 8.6 above, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. November 15, 2010, Monday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

The following collection centre would be accepting the documents by Hand Delivery /Regd Post/Courier as specified

above, bott in case of shares in physical and dematerialist	cu ioiiii.	
Address of the Collection Centre	Contact Person	Phone/Fax / Email
BEETAL Financial and Computer Services Pvt. Ltd. BEETAL House, 3 rd Floor, 99, Madangir, Behind Local	Mr. Punit Mittal	Ph.: 011-29961281/82/83, Fax: 011-29961284
Shopping Centre, Near Dada Harsukhdas Mandir,		Email: beetal@rediffmail.com

8.10. Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.00 PM upto the date of Closure of the Offer, i.e November 15, 2010, Monday, else the application would be

The Letter of Offer alongwith the Form of Acceptance cum acknowledgement/ withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website. No indemnity is needed from unregistered shareholders.

Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of PCSL is 100{Hundred} Equity Share.

Shareholders who have offered their equity shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, will be paid by Demand Draft only in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and 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 dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be send to the shareholders. 8.15. Applications in respect of equity shares that are the subject matter of litigation wherein the shareholder(s) may be

precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these equity shares are not received together with the equity shares tendered under the

8.16. A schedule of some of the major activities in respect of the Offer is given below

S.No	Activity	Date & Day
1.	Date of Publication of Public Announcement	September 02, 2010, Thursday
2.	Specified date (For the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	October 01, 2010, Friday
3.	Last date for announcement of a competitive Bid	September 23, 2010, Thursday
4.	Date by which Letter of Offer will be dispatch to Shareholders.	October 15, 2010, Friday
5.	Date of Opening of the Offer	October 27, 2010, Wednesday
6.	Last date for revising the offer price / number of Shares.	November 04, 2010, Thursday
7.	Last date for withdrawing acceptance from the Offer	November 11, 2010, Thursday
8.	Date of Closure of the Offer	November 15, 2010, Monday
9.	Date of communicating rejection / acceptance and payment of consideration for applications accepted.	November 30, 2010, Tuesday

8.17. The Registrar to the Offer will hold in trust the equity shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of PCSL who have accepted the Offer, until the cheques / drafts for the consideration and / or the

unaccepted shares / share certificates are dispatched / returned. GENERAL CONDITIONS

Shareholders of PCSL, who accept 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 date of closing of the offer i.e. November 15, 2010, Monday in terms of regulation 22(5A) of SEBI (SAST) Regulations 1997. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no. number of equity shares tendered, etc. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

The intimation of returned shares to the Shareholders will be sent at the address as per the records of PCSL/Depository as the case may be.

If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirer till the last day of revision. viz., at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the successful shares tendered anytime during the Offer.

"If there is competitive bid:

i. The public offers under all the subsisting bids shall close on the same date.

As the offer price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly

Based on the information available from the Acquirer, PACs, and the Target Company, Acquirer, PACs, Seller and the Target company have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992 or under any other Regulation under the SEBI Act, 1992. The Pubic Announcement would also be available at SEBI's website, www.sebi.gov.in

Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirer has appointed M/s Corporate Professionals appointed M/s Corporate Professionals appointed of the Professional Section (SAST) and the Profession (SAST) and the PrCapital Private Limited as Manager to the Offer and M/s Beetal Financial and Computer Services Private Limited as

Registrar to the Offer. Wherever necessary the financial figures are rounded off to nearest lac or crore. This Public Announcement is being issued on behalf of the Acquirer and PACs by the Manager to the Offer.

M/s Corporate Professionals Capital Private Limited. 9.10. Mr. Abhay Narain Gupta and Mr. Anupam Narain Gupta (Directors of Acquirer) and PACs accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the

SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof. MANAGER TO THE OFFER **REGISTRAR TO THE OFFER** Corporate Professionals

Corporate Professionals Capital Private Limited D-28. South Extn. Part 1,

New Delhi - 110049 Contact Person: Mr. Manoj Kumar Ph.: 91-11-40622228. Fax: 91-11-40622201 Email: manoj@indiacp.com

SEBI Regn. No: INM000011435

BEETAL FINANCIAL & COMPUTER SERVICES PVT. LIMITED Beetal House, 3rd Floor, 99 Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062

Tel. Nos.: 29961281-82, Fax No.: 29961284 E. Mail: beetal@rediffmail.com Contact Person: Mr. Punit Mittal SEBI Rgn. No.: INR000000262

Date: September 02, 2010 Place: New Delhi

ISSUED ON BEHALF OF THE ACQUIRER AND PACS BY MANAGER TO THE OFFER