DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

SKYWEB INFOTECH LIMITED

Registered Office: 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019; Tel No.: 011-41522023; and Fax: 011-23354134

Open Offer for acquisition upto 2,60,000 Equity Shares from the Shareholders of M/s. Skyweb Infotech Limited by Mr. Neetesh Gupta ("Acquirer") along with Mr. Ashok Gupta ("PAC1") and Mrs. Renu Gupta ("PAC 2") (Hereinafter collectively referred to as "PACs")

Capital Private Limited, the Manager to the Offer ("Manager"), on behalf of Mr. Neetesh Gupta ("Acquirer") along with Mr. Ashok Gupta ("PAC1") and Mrs. Renu Gupta ("PAC 2")(Hereinafter referred to as "PACs"),in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (if any) ("SEBI B.2 (SAST) Regulations") pursuant to the Public Announcement ("PA") filed on November 11, 2014 with Delhi Stock Exchange Limited("DSE"), Securities and Exchange Board of India ("SEBI") and with Skyweb Infotech Limited ("Target Company" or "TC") in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations

This Detailed Public Statement ("DPS") is being issued by Corporate Professionals

ACQUIRER, PACs, TARGET COMPANY AND OFFER

Information about the Acquirer and Persons Acting in Concert (PACs):

A.1. Mr. Neetesh Gupta ("Acquirer"), S/o Mr. Ashok Gupta, R/o C5/15, Vasant Kunj, New Delhi- 110 070 holds Master's Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector He is the product head under Teleecare Network India Private Limited, which produces mobile handsets with the hrand name "7en" Mobiles, one of the key Indian Mobile Phone Brands. The Net worth of Mr. Neetesh Gupta as on September 30, 2014 is ₹ 1,137.11 Lacs as certified by Mr. Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201. Abhinash Mansion 82, Joshi Road, Karol Bagh, New Delhi - 110 005, email: info@spsassociates.org,vide certificate dated November 7, 2014. As on the date of PA, Acquirer does not holds any shares in the Target Company. The entities in which Acquirer holds the position of Director and entities promoted/controlled/managed by the Acquirer are as under

Acquirer's Directorship in Other Companies							
Name of the Company/ Firm	Designation	CIN					
GDN Enterprises Private Limited	Director	U51909DL2010PTC209321					
Pinewood Agencies Limited	Director	U74899DL1991PLC044677					
Oneworld Teleservices Private Limited	Director	U64100DL2013PTC259070					
Techtube Media Works Private Limited	Director	U22100DL2014PTC267494					
Roots Network LLP	Designated Partner	AAA-5438					
Companies/ Firr	ns Promoted/ Co	ontrolled by Acquirer					

Companies/ Firms Promoted/ Co	ontrolled by Acquirer
Name of the Company/ Firm	CIN
Teleecare Network (India) Private Limited	U64202DL2003PTC119799
Mobiphone Network India Limited	U64202DL1996PLC082978
Vision Interiors (India)Private Limited	U45402DL2000PTC107624
GRA Enterprises Private Limited	U72300DL2007PTC168866
United Online India Private Limited	U72900DL2003PTC119792
Pinewood Agencies Limited	U74899DL1991PLC044677
GDN Enterprises Private Limited	U51909DL2010PTC209321
Ace Mobile Manufacturers Private Limited	U32200DL2012PTC236102
Techtube Media Works Private Limited	U22100DL2014PTC267494
Optiemus Infracom Limited	L64200DL1993PLC054086
Mr. Ashok Gupta ("PAC1"), S/o Mr. Roop Chand	Gupta, R/o C5/15, Vasant Kunj, New
Delhi- 110 070 holds an experience of 32 Years Industry, import of mobile handset and acce: & fixtures. Mr. Ashok Gupta has the quality	ssories, Construction, and furniture

skills. Hehas promoted various companies in the field of communication, telecom

construction and allied industries. He is the Chairman and Managing Director of

Optiemus Infracom Limited, a BSE Listed Company. The Net worth of Mr. Ashok Gupta

as on September 30, 2014 is ₹ 2,652,31 Lacs as certified by Mr. Ashish Bansal, partner

of SPS Associates, Chartered Accountants (Membership No. 511005) having office at

200-201, Abhinash Mansion, 82, Joshi Road, Karol Bagh, New Delhi – 110 005, email

info@spsassociates.org, vide certificate dated November 7, 2014. As on the date of

PA, Mr. Ashok Gupta holds 52,800 Equity Shares of the Target Company. The entities

in which PAC1 holds the position of Director and entities promoted/controlled/managed

by the PAC1 are as under

Syslogic Mobitech Private Limited

Optiemus Infracom Limited

Oneworld Teleservices Private Limited

My Mobile Infomedia Private Limited

PAC1's Directorship in Other Companies Name of the Company/ Firm Designation Param Exports And Construction U36911DL1979PTC009676 Director Private Limited Mobiphone Network India Director U64202DL1996PLC082978 Limited U64202DL2003PTC119423 Telemax Links India Private Director Limited My Mobile Infomedia Private U72900DL2004PTC127955 Director Limited Jaisalmer Estates Private Limited U74899DL1993PTC056307 Director L64200DL1993PLC054086 Optiemus Infracom Limited Managing Director Emu Exports Private Limited Director U74899DL1992PTC047211 South West Infra Designs Private U74899DL1991PTC045662 Director Limited U64100DL2013PTC259070 Oneworld Teleservices Private Limited Companies/ Firms Promoted/ Controlled by PAC 1 Name of the Company/ Firm CIN Mobiphone Network India Limite U64202DL1996PLC082978 U64202DL2003PTC119423 Telemax Links India Private Limited Jaisalmer Estates Private Limited U74899DL1993PTC056307 U36911DL1979PTC009676 Param Exports And Construction Private Limited G R A Enterprises Private Limited U72300DL2007PTC168866 United Online India Private Limited U72900DL2003PTC119792 U74899DL1991PTC045662 South West Infra Designs Private Limited Easycom Network Private Limited U51909DL2011PTC212320

	PAC2's Directorship in Other Companies
3.	* PAC 1 is holding share in Oneworld Teleservices Private Limited as a registered holder only Mrs. Renu Gupta ("PAC 2"), W/o Mr. Ashok Gupta, R/o C-5/15, Vasant Kunj, New Delhi- 110 070 has an entrepreneurship quality and experience of 15 years in Telecon Sector. The Net worth of Mrs. Renu Gupta as on September 30, 2014 is ₹ 3,583.53 Lacs as certified by Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201, Abhinash Mansion, 82, Josh Road, Karol Bagh, New Delhi – 110 005, email: info@spsassociates.org, vide certificate dated November 7, 2014. As on the date of PA, Mrs. Renu Gupta holds 1,08,000 Equity Shares of the Target Company. The entities in which PAC2 holds the position of Directo and entities promoted/controlled/managed by the PAC2 are as under:

U74999MH2008PTC186924

U64100DL2013PTC259070

L64200DL1993PLC054086

U72900DL2004PTC127955

(Membership No. 511005) having Road, Karol Bagh, New Delhi – 110 I dated November 7, 2014. As on the Shares of the Target Company. The and entities promoted/controlled/m	005, email: info@ date of PA, Mrs entities in which	espsassociates.org, vide concepts. Renu Gupta holds 1,08,00 PAC2 holds the position of
PAC2's Direc	ctorship in Othe	r Companies
Name of the Company/ Firm	Designation	CIN
Param Exports And Construction Private Limited	Director	U36911DL1979PTC009
Mobiphone Network India Limited	Director	U64202DL1996PLC08
Eye Detectives And Investigations Private Limited	Director	U74899DL1995PTC072
Optiemus Infracom Limited	Director	L64200DL1993PLC054
G R A Enterprises Private Limited	Director	U72300DL2007PTC168
Techtube Media Works Private Limited	Director	U22100DL2014PTC26
Companies/ Firm	s Promoted/ Co	ntrolled by PAC 2
Name of the Company/ Firm		CIN
Mobiphone Network India Limited		U64202DL1996PLC0829
Vision Interiors (India) Private Limi	ted	U45402DL2000PTC10762
D F 1 A 10 1 11 F		LISCOLLDI LOZODECOGOS

Optiemus Infracom Limited	Director	L64200DL1993PLC054086			
G R A Enterprises Private Limited	Director	U72300DL2007PTC168866			
Techtube Media Works Private Limited	U22100DL2014PTC267494				
Companies/ Firm	s Promoted/ Co	ontrolled by PAC 2			
Name of the Company/ Firm		CIN			
Mobiphone Network India Limited		U64202DL1996PLC082978			
Vision Interiors (India) Private Limit	ted	U45402DL2000PTC107624			
Param Exports And Construction P	vt. Ltd.	U36911DL1979PTC009676			
G R A Enterprises Private Limited		U72300DL2007PTC168866 U72900DL2003PTC119792 U74899DL1991PLC044677 U22100DL2014PTC267494			
United Online India Private Limited					
Pinewood Agencies Limited					
Techtube Media Works Private Lim	ited				
Optiemus Infracom Limited		L64200DL1993PLC054086			
4. The Board of Directors of Target Company in their meeting held on November 2014 proposed to allot 3,00,000 (Three Lakhs Only) equity shares of face value ₹ 10/- each to the Acquirer by way of preferential allotment, in terms of Section 62 re with Section 42 of the Companies Act, 2013 and subject to compliance with applica provisions of SEBI (ICDR) Regulations, 2009, as amended,Listing Agreement ente with Stock Exchangesand subject to approval from the shareholders of the Tar Company and other approvals, if any. Presently, Acquirer does not hold any equiparts of Target Company, however PACs collectively hold 1,60,800 equity share capital of Target Company.					

the said preferential allotment, the Acquirer along with PACs will hold 4.60.800 equity

shares representing 46.08% of the expanded paid up capital of the Target Company.

A.5. Mr. Neetesh Gupta ("Acquirer") is the son of Mr. Ashok Gupta ("PAC1") and Mrs. Renu

A.6. None of the Acquirer and PACs as mentioned above have been prohibited by SEBI from

B.1. Skyweb Infotech Limited was incorporated on January 03, 1985, under the Companies Act, 1956 with the Registrar of Companies, Delhi and Haryana as "Kusum Finance

Skyweb Infotech Limited("Target Company"/"SIL"):

dealing in securities, in terms of directions issued under section 11B of the SEBI Act,

1992 ("SEBI Act") as amended or under any other regulation made under the SEBI Act.

Gupta("PAC2").

	Limited"and obtained its certificate of Commencement of Business on January 24, 1985. Its name was subsequently change to "Skyweb Infotech Limited" with effect from March 28, 2000 vide a fresh certificate of incorporation dated March 28, 2000 issued by Registrar of Companies, Delhi and Haryana. The registered office of SIL is situated at 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019.
2.	The shares of the Target Company are presently listed on Delhi Stock Exchange Limited (DSE) but no trading is taking place at DSE.
3.	The authorised share capital of the Target Company as on the date of DPS is ₹ 12,000,000 (Rupees One Crores Twenty Lacs Only) consisting of 1,200,000 (Twelve Lacs) Equity Shares of ₹ 10 each. The issued and paid up share capital of the Target Company as on the date of DPS is ₹ 7,000,000 (Rupees Seventy Laks Only) divided

	issued by Registrar of Companies, Delhi and Haryana. The registered office of SIL is situated at $15^{\rm th}$ Floor, EROS Corporate Tower, Nehru Place, New Delhi- 110019.	(
	The shares of the Target Company are presently listed on Delhi Stock Exchange Limited (DSE) but no trading is taking place at DSE.	
3.	The authorised share capital of the Target Company as on the date of DPS is $\stackrel{?}{\scriptstyle \sim} 12,000,000$ (Rupees One Crores Twenty Lacs Only) consisting of 1,200,000 (Twelve Lacs) Equity Shares of $\stackrel{?}{\scriptstyle \sim} 10$ each. The issued and paid up share capital of the Target	(

	(DSE) but no trading is taking place at DSE.	
B.3.	The authorised share capital of the Target Company as on the date of DPS is $\ensuremath{\overline{\ast}}\xspace$ 12,000,000 (Rupees One Crores Twenty Lacs Only) consisting of 1,200,000 (Twelve Lacs) Equity Shares of $\ensuremath{\overline{\ast}}\xspace$ 10 each. The issued and paid up share capital of the Target Company as on the date of DPS is $\ensuremath{\overline{\ast}}\xspace$ 7,000,000 (Rupees Seventy Lakhs Only) divided into 700,000 (Seven Lakhs) Equity Shares of the face value of $\ensuremath{\overline{\ast}}\xspace$ 10 each. The Expanded Paid up Equity Share Capital of the Target Company post preferential allotment approved by the meeting of Board of Directors dated November 11, 2014 shall be $\ensuremath{\overline{\ast}}\xspace$ 10,000,000 (Rupees One Crore Only) divided into 1,000,000 (Ten Lakhs) Equity Shares of the face value of $\ensuremath{\overline{\ast}}\xspace$ 10 each.	(
B.4.	There are currently no outstanding partly paid up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.	

No.		March 31, 2014	March 31, 2013	March 31, 2012			
	Particulars	Year Ended	Year ended	Year ended			
				(Figure In ₹)			
March 31, 2012 are as follows:							
Key financial information of the Target Company based on the audited standalone financial statements for the financial year ended March 31, 2014, March 31, 2013 and							
			,				

Sr.	Particulars	Year Ended	Year ended	Year ended			
No.		March 31, 2014	March 31, 2013	March 31, 2012			
		(Audited)	(Audited)	(Audited)			
1.	Total Revenue	151,195,546	1,050,500	890,600			
2.	Net Income	277,191	(450,162)	(559,267)			
3.	Earnings Per share	0.40	0.09	0.05			
4.	Net worth/shareholders' funds	26,827,028	31,549,838	31,440,733			
	Source - As certified by Mr. Rajiv Bajpai (Membership No. 405219), Partner of RMA &						

Delhi - 110 092; Tel. 011-45261214 vide certificate dated November 13, 2014 Details of the Open Offer:

C.1. The Acquireris making an Open Offer to acquire upto 2,60,000 Equity Shares (Two lacs Sixty Thousand) Equity Shares of the face value ₹ 10 each being 26% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 3.00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014 a a price of ₹ 38.50/-(Rupees Thirty Eight and Fifty Paisa Only) per fully paid up Equity Share payable in cash, subject to the terms and conditions as set out in PA, this Detailed Public Statement, and the Letter of Offer, that will be sent to the shareholders of the Target Company. The PACs are existing Non-promoter shareholders of the Target Company and being the father and mother, respectively, of the Acquirer, are acting in concert with him and shall be categorized as Promoters on successful completion of this Offer C.2. This Offer is made to all the shareholders of the Target Company other than Acquirer

- and PACs. C.3. The Offer would be subject to the receipt of statutory and other approvals as mentioned in Part VI of this DPS. In terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, if
- the statutory approvals are not received or refused, the offer would stand withdrawn. This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company. The Acquirer will acquire all the Equity Shares
- of the Target Company that are validly tendered as per the terms of the Offer upto a maximum of 2,60,000 Equity Shares (Two lacs Sixty Thousand) Equity Shares being 26% of the expanded paid up capital of the Target Company after taking into account the capital base after the proposed preferential allotment of 3,00,000 Equity Shares, as was approved by the Board of Directors of the Target Company at its meeting held on November 11, 2014. C.5. In case of over subscription in the Offer, acceptance would be determined on proportionate basis and hence there is no certainty that all the Equity Shares tendered
- C.6. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company

by the shareholder(s) in the Open Offer will be accepted.

share capital of Target Company

- C.7. There are no conditions stipulated in the Offer document of Preferential Allotment, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the Offer might be withdrawn under Regulation 23 of the SEBI (SAST)
- C.8. The Acquirer does not directly hold any equity shares except 3,00,000 Equity Shares $\,$ $\,$ $\,$ $\,$ $\,$ $\,$ $\,$ $\,$ $\,$ proposed to be acquired by him by way of Preferential Allotment which was approved by the Board of Directors at their meeting held on November 11, 2014 however PACs collectively hold 1,60,800 equity shares representing 22.97% of the present paid up
- Regulations shall be adhered to, i.e. extension of time to the Acquirer and PACs for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer agreeing to pay interest as directed by the SEBI, in exercise of SEBI's powers in this specific regard. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining any statutory approvals in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner

provided in clause (e) of sub-regulation (10) of regulation 17 of SEBI (SAST) Regulations

up, free from all liens, charges and encumbrances and together with the rights attached

two years from the completion of Offer will be decided by its Board of Directors, subject

to the applicable provisions of the law and subject to the approval of the shareholders

through Special Resolution passed by way of postal ballot in terms of Regulation 25(2)

C 10. The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid

C.9. In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST)

- ereto, including all rights to dividend, bonus and rights offer declared thereof The Acquirer along with PACs do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company, SIL's future policy for disposal of its assets, if any, for
- of SEBI (SAST) Regulations. Unon completion of the Offer, assuming full acceptances in the Offer, the Acquirer along with PACs will hold 7.20.800 (Seven lakh Twenty Thousand and Eight Hundred) Equity Shares constituting 72.08% of the expanded paid up capital of the Target Company 3.00.000 Equity Shares, as was approved by the Board of Directors of the Target (F) Company at its meeting held on November 11, 2014. Pursuant to this Open Offer, if the public shareholding in the Target Company reduces
- below the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement, the Acquirer along with PACs undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended, the Listing Agreement and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations and reduce the non-public shareholding within the time period mentioned therein. BACKGROUND TO THE OFFER

This Offer is made in accordance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 pursuant to the proposed allotment of Equity Shares on preferential

basis by the Board of Directors of the Target Company. The Board of Directors of Target Company in their meeting held on November 11, 2014 (B) proposed to allot 300,000 (Three Lakh Only) equity shares of face value of ₹ 10/- each to the Acquirer by way of preferential allotment, in terms of Section 62 read with Section 42 of the Companies Act, 2013 and subject to Compliance with applicable provisions

of SEBI (ICDR) Regulations, 2009 as amended the Listing Agreement with DSE and

subject to approval from shareholders of Target Company and other approvals if any

at a price of ₹ 38.50/- per share. Presently, Acquirer does not hold any equity shares

of Target Company, however PACs Mr. Ashok Gupta and Mrs. Renu Gupta hold52,800

(7.54%) equity shares and 108,000 (15.43%) of the present paid up equity share

capital of Target Company. After the said preferential allotment, the Acquirer along with

compete with competitors of the Target Company Acquirer is desirous to take control

of the Target Company. The Acquirer & PACs will continue existing line of business of

the Target Company and may, subject to the advice of their consultants, consolidate

one or more of their telecom or allied business with the current business of the Target

Company, if feasible, either by way of merger or acquisition, subject to the applicable

PACs will hold 4,60,800 equity shares representing 46.08% of the Post Preferential Paid up equity share capital of Target Company. Mode of Payment: The Offer Price is payable in Cash in accordance with Regulation 2. 9(1)(a) of the SEBI(SAST) Regulations, 2011. As the Target Company is in the business of telecommunication. Acquirer along with

PACs, who possess rich experience in the telecommunication business wish to use his domain expertise and knowledge to expand the business of the Target Company. In order to take the Target Company to the new business heights and at the same time to

laws and approval of shareholders, as may be required.

SHAREHOLDING AND ACQUISITION DETAILS

10th working

day after clos-

ing of tendering

eriod)

The current and proposed shareholding of the Acquirers in the Target Company and the

details of its acq	etails of its acquisition are as follows:							
Details	Acquirer	r PAC 1		PAC 2		Total		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date	Nil	-	52,800	7.54	108,000	15.43	160800	22.97
Shares ac- quired between the PA date and the DPS date	Nil	-	Nil	-	Nil	-	Nil	-
Post Offer shareholding (On Diluted basis, as on					tuting 72.08 suming full			

IV. OFFER PRICE

(A) The Equity Shares of the Target Company are listed on DSE (hereinafter referred to as "Stock Exchange"). There is no trading in shares of the Target Company.

Since there is no trading in the equity shares of the Target Company on the Stock Exchange where its shares are listed, therefore, the equity shares of the Target Company are infrequently traded within the meaning of definition of "frequently traded shares under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations). (C) The Offer Price of ₹ 38.50/- (Thirty Eight Rupees and Fifty paisa only) is justified. in terms

of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

Acquirer pursuant to the preferential issue approved by the Board

(a) The price at which the equity shares will be allotted to the ₹ 38.50 per

	of Directors in the meeting held on November 11, 2014	
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirer or by any person acting in concert with him, during 52 weeks immediately preceding the date of PA	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during 26 weeks immediately preceding the date of the PA	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not Applicable

Other Parameters*	Based on the audited financial data for the period ended March 31, 2014
Return on Net Worth (%)	1.52
Book Value per Share (₹)	38.32
EarningsPer Share (₹)	0.40

Delhi - 110 092; Tel. 011-45261214 vide certificate dated November 13, 2014

We have considered the Net Asset Value Methodology in our valuation analysis as the

Target Company's market price is not available due to no trading on DSE. Further we

have ignored earning multiple, because the company is operating in exceptionally low

profit margin as against the industry, moreover the turnover of the Company is also not stable. So we are in the view that Net Asset Value reflects the value of the Target Company and other approaches to valuation are not relevant in the current context. In view of the parameters considered and presented in table and paragraph above, in the opinion of the Acquirer, PACs and Manager to the Offer, the Offer Price of ₹ 38.50/-

(Thirty Eight Rupees and Fifty paisa only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

price higher than the Offer Price, then the Offer Price will be revised upwards to be

equal to or more than the highest price paid for such acquisition in terms of Regulation

8(8) of the SEBI (SAST) Regulations. However, the acquirer or /and PACs shall not be

acquiring any equity shares of the Target Company after the third working day prior to

(E) In the event of further acquisition of Equity Shares of the Target Company by the Acquirer or PACs during the offer period, whether by subscription or purchase, at a

the commencement of the tendering period and until the expiry of the tendering period If the Acquirer or PACs acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the even that such acquisition is made under an open offer under the SEBI (SAST) Regulations. or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated

(SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to the shareholders.

As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any

revision in the Open Offer Price or Open Offer Size, the Acquirer along with PACs shall

comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI

acquisition of shares of the Target Company in any form.

The total fund requirement for the Offer (assuming full acceptances) i.e. for the (1) acquisition upto 2,60,000 Equity Shares (Two lakhs Sixty Thousand) Equity Shares

FINANCIAL ARRANGEMENTS

from the public shareholders of the Target Company at an Offer Price of ₹ 38.50/-(Thirty Eight Rupees and Fifty paisa only) per fully paid up equity share is ₹ 10,010,000 (Rupees One Crore Ten Thousand Only) (the "Maximum Consideration") The Acquirer along with PACs have adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed

through internal resources The Acquirer along with PACs, the Manager to the Offer and The DCB Bank Limited (formerly known as Development Credit Bank Limited), a banking corporation incorporated under the Companies Act. 1956, and having one of its branch offices at 15-G Hansalaya Building, Barakhamba Road, New Delhi- 110001 have entered into an escrow agreement dated November 12, 2014 for the purpose of the Offer (the "Offer Escrow Agreement") in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Escrow Agreement, the Acquirer along with PACs have opened an

Escrow Account bearing name and style as "CPCPL-SIL- Open Offer Escrow Account"

(the "Fscrow Account") and deposited cash of ₹ 25,05,000 (Rupees Twenty Five Lakh

The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations Mr. Ashish Bansal, partner of SPS Associates, Chartered Accountants (Membership No. 511005) having office at 200-201, Abhinash Mansion, 82, Joshi Road, Karol Bagh, New Delhi – 110 005, email: info@spsassociates.org vide certificate dated November

7, 2014 certified that the Acquirer along with PACs have sufficient resources to meet

Five Thousand Only) being more than 25% of the Maximum Consideration

Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer along with PACs to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations STATUTORY AND OTHER APPROVALS

Shareholder of the Target Company who are either Non-Resident Indians ("NRIs") or Overseas Corporate Bodies (OCBs) and wish to tender their Equity Shares in this Open

the fund requirement for the takeover of Target Company.

Offer shall be required to submit all the applicable approvals (specific and general) from the Reserve Bank of India (RBI) that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer along with PAC reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs. As on the date of this DPS, there are no other statutory approvals required to acquire (P)

the equity shares tendered pursuant to this Open Offer. If any other statutory approvals required or become applicable, the Open Offer would be subject to the receipt of such

other statutory approvals. The Acquirer along with PACs will not proceed with the

Open Offer in the event such statutory approvals that are required are refused in terms

of Regulation 23 of SEBI (SAST) Regulations. This Open Offer is subject to all other

statutory approvals that may become applicable at a later date before the completion

In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer and PACs for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period subject to the Acquirer and PACs agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations. The Acquirer along with PACs do not require any approval from financial institutions/

banks in India for the Offer. TENTATIVE SCHEDULE OF ACTIVITY

Date

11.11.2014

18.11.2014

Day

Tuesday

Tuesday

Activity Public Announcement

Detailed Public Statement

of the Open Offer

Tuesday Filing of draft offer document with SEBI 25.11.2014 Friday Identified Date³ 2.1.2015 Tuesday Last date for a competing offer 9.12.2014 Comments on the Offer by a Committe 13.01.2015 Independent Directors constituted by the BODs of the Target Company Date by which Letter of Offer will be dispatched to the 9.1.2015 Friday shareholders** Upward Revision in Offer 12.01.2015 Monday 15.1.2015 Issue of advertisement announcing the schedule of Thursday activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company 16.1.2015 Date of Opening of Tendering period Friday Friday Date of Closing of Tendering period 30.1.2015 Last date of communicating of rejection/ acceptance 13.02.2015 Friday and payment of consideration for accepted tender return of unaccepted shares Filing of Report to SEBI by Manager to the Offer 24.02.2015 Tuesday *Identified Date is only for the purpose of determining the names of the shareholders as or closure of the Offer.

Letter of Offer (hereinafter referred to as "L00"), specifying the detailed terms and conditions, together with Form of Acceptance cum Acknowledgement ("Form of Acceptance") and Transfer Deeds (For shareholders holding equity shares in Physical Form) will be dispatched to all the equity shareholders of SIL, whose names appear

eligible to participate in the Offer (except the Acquirer and PACs) any time before

in its Register of Members on January 2, 2015, Friday, the Identified Date, except the Acquirer and PACs. Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), Transfer Deed(s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own

risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. January 30, 2015, Friday. (D) The Target Company, at present, has no Demat Connectivity and hence, no shares of the Company are in Demat Form. However, it has made application to both National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") for taking Demat connectivity. Keeping this in view, the Registrar to the Offer, M/s Beetal Financial & Computer Services Pvt. Ltd has opened a special

depository account with NSDL for receiving equity shares during the offer from eligible

(E) For shareholders holding equity shares in dematerialize form, will be required to send

shareholders who hold equity shares in demat form.

IN303655

DP ID

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 so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. January 30, 2015, Friday, 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 SKYWEB INFOTECH LTD OPEN OFFER ESCROW ACCOUNT ("Denository Escrow Account") filled in as per the instructions given below: DP Name SMC Global Securities Limited- New Delhi

	Client ID	10004388
	Depository	National Securities Depository Limited
	Shareholders having their beneficiary account in Central Depository Services (India) Limit	
	("CDSL") shall use t	he inter-depository delivery instruction slip for the purpose of crediting
	their shares in favor o	f the Special Depository Account with NSDL.
)	١ /	holders who have not received the Letter of Offer, (b) unregistered

Company for transfer, may send their consent to the Registrar to the Offer on plain

paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with SIL), 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, shall need to be provided so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e January 30. 2015. Friday. Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect. In case of shareholders who have not received the LOO and holding equity shares in the dematerialized 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 LD. 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 VIII (E) above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. January 30, 2015, Friday. 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, both in case of shares in physical and dematerialized form.

BEETAL House, 3rd Floor, Mr. Punit Mittal Ph: 011-29961281/82/83 99, Madangir, Behind Loca Fax No.: 011-29961284 Shopping Centre. Email: beetal@beetalfinancial.com New Delhi-110062 Shareholders who have sent their equity shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the

	closing of the business hours on the date of closure of the Offer i.e. January 30, 2015, Fridayelse the application would be rejected.
(J)	Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer along with PAC, the Acquirer along with PAC will accept the offers received from the shareholders 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.

No indemnity is needed from unregistered shareholders (M) The Registrars to the Offer will hold in trust the equity shares and share certificate(s), equity shares lying in credit of the Special Depository Account, Form of Acceptance. and the transfer deed(s) on behalf of the shareholders of Target Company who

The Letter of Offer along with the form of acceptance cum acknowledgement would

also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply

by downloading such forms from the said website.

have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted equity shares/ share certificates are dispatched/ returned. Any equity shares that are subject matter of litigation or are held in abevance due

to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under The consideration to the shareholders whose shares have been accepted will be paid

by crossed account payee cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post, at the shareholders' registered / unregistered owners sole risk to the sole/ first shareholder/ unregistered owner. Equity shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficia owners' depository account with the respective depository participant as per the details

furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer It must be noted that the detailed procedure for tendering the shares in the Offer will be mentioned in the Letter of Offer Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer along with PACs have appointed Corporate Professionals Capital Private Limited as the Manager to

The Acquirer along with PACs have appointed Beetal Financial and Computer Services Pvt. Limited (CIN: U67120DL1993PTC052486) as the Registrar to the Offer having office at Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,

Delhi-110062, Contact Person: Mr. Punit Mittal, Ph: 011-29961281/82/83 Fax No.: 011-29961284, Email: beetal@beetalfinancial.com The Acquirer along with PACs accept full responsibility for the information contained in this DPS and PA and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof

This Detailed Public Statement will also be available on SEBI's website (www.sebi.gov.in) and the website of the Manager to the Offer (www.corporateprofessionals.com)

Issued by



CIN: U74899DL2000PTC104508

D-28. South Extn. Part 1. New Delhi - 110049

Contact Person: Mr. Manoj Kumar/ Ms. Divya Vijay Ph.: 91-11-40622228/248. Fax: 91-11-40622201 Email: manoj@indiacp.com/ divya@indiacp.com SEBI Regn. No: INM000011435

On behalf of

(Ashok Gupta)

(Renu Gupta)

Sd/-

Place: New Delhi

Date: November 17, 2014

VIII. PROCEDURE FOR TENDERING THE SHARES (A) All owners of equity shares of the Target Company, registered or unregistered, are

in the Offer any time before the closure of the Offer.

such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and PACs) are eligible to participate

(Neetesh Gupta)