

R SYSTEMS INTERNATIONAL LIMITED

(HEREINAFTER REFERRED TO AS THE "RSIL" OR "TARGET COMPANY")

Open Offer for Acquisition of 33,45,242 Equity Shares at the rate of Rs. 122/- per share ("Offer Price") from Shareholders of the Target Company By Mr. Bhavook Tripathi (hereinafter referred to as the "Acquirer")

This detailed public statement ("DPS") is being issued by KJMC Global Market (I) Limited, the Manager to the Open Offer ("Manager"), on behalf of Mr. Bhavook Tripathi, 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 ("SEBI (SAST) Regulations") pursuant to the Public Announcement filed on 15th December, 2011 with the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively "the Stock Exchanges"), the Securities and Exchange Board of India ("SEBI") and the Target Company in terms of Regulation 3 of the SEBI (SAST) Regulations in respect of the Open Offer for Acquisition of 33,45,242 Equity Shares from Shareholders of the Target Company by the Acquirer ("Open Offer").

I. ACQUIRER TARGET COMPANY AND OPEN OFFER

A. Acquirer/PAC:

- Mr. Bhavook Tripathi son of Mr. Chandraprakash Tripathi residing at Shri Govardhan Nath Housing Society, North Main Road, Lane B, Koregaon Park, Pune - 411001. Mr. Bhavook Tripathi has graduated from the Institute of Technology, Banaras Hindu University in 1992. Further, he also has a diploma in Finance, which was granted to him in the year 1993 from the University of Wyoming, United States of America.
- The Acquirer is in the business of manufacturing ancillary auto parts through his proprietorship concern Sanshu Industries and has experience of more than 12 years in this field. The Acquirer is also a Director in Bantri Investments Limited, Bantri Financials Private Limited and Sanshu Components Private Limited. These companies have no operations, as on date.
- Mr. B.P. Singh of M/s B.P. Singh and Co., Chartered Accountants (Membership No: 104836) having their office at 414, Labh Chambers, Station Road, Aurangabad, 431005 vide certificate dated 10th December, 2011 have certified the net worth of the Acquirer to be Rs. 2,48,08,66,000 (Rupees Two Hundred and Forty Eight Crores Eight Lakhs and Sixty Six Thousand only) as on 30th November, 2011.
- There is no Person Acting in Concert (hereinafter referred to as "PAC") with the Acquirer.
- The Acquirer presently holds 31.00% Equity Shares/voting rights in the Target Company on fully diluted basis. The father of the Acquirer, Mr. Chandraprakash Tripathi also holds 2,400 Equity Shares of the Target Company aggregating to 0.018% of the paid up share capital of the Target Company on a fully diluted basis.
- The Acquirer has not been prohibited by SEBI from dealing in securities under the provisions of Section 11 (B) of the SEBI Act, 1992.
- There are no persons on the Board of the Target Company, representing the Acquirer.
- There are no pending litigations against the Acquirer.

B. Target Company:

- R Systems International Limited (CIN: L74899DL1993PLC053579) is a public limited company incorporated on 14th May, 1993 as R Systems (India) Private Limited in the National Capital Territory of Delhi and Haryana under the Companies Act, 1956. Pursuant to a special resolution passed by the shareholders of the Target Company on 14th March, 2000, the Target Company was converted into a public limited company and consequently the name of the Target Company was changed to R Systems (India) Limited. A fresh certificate of incorporation reflecting the new name was issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana on 13th April, 2000. Pursuant to a special resolution passed by the shareholders of the Target Company and the approval of the Central Government dated 2nd August, 2000, name of the Target Company was further changed from R Systems International Limited. A fresh certificate of incorporation reflecting the new name was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on 7th August, 2000.
- The Target Company made a public offer of 44,08,355 Equity Shares in March, 2006 and the Equity Shares of the Target Company are listed on the Stock Exchanges since 26th April, 2006.
- The Registered Office of the Target Company is situated at B-104A, Greater Kailash - I, New Delhi - 110048.
- Board of Directors of the Target Company are:

Name of the Director	Designation	DIN	Date of Appointment
Mr. Satinder Singh Rekhi	Chairman & Managing Director	00006955	14 th May, 1993
Lt. Gen Baldev Singh (Retd.)	President & Senior Executive Director	00006966	1 st September, 1997
Mr. Raj Swaminathan	Director & Chief Operating Officer	00788158	29 th September, 2006
Mr. Raj Kumar Gogia	Non-executive Independent Director	00007364	9 th July, 2002
Mr. Suresh Paruthi	Non-executive Independent Director	00777887	29 th September, 2006
Mr. Gurbax Singh Bhasin	Non-executive Independent Director	00012628	27 th December, 2005

As on the date of this DPS, the authorized capital of the Target Company is Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each and its paid up Equity Share capital is Rs.12,86,60,210 (Twelve Crores and Sixty Six Lakhs and Twenty One Thousand Eight Hundred Eighty Six only) divided into 1,23,16,886 (One Crore Twenty Three Lac Sixteen Thousand Eight Hundred Eighty Six only) equity shares of Rs.10/- each. There are 5,49,135 outstanding stock options held by the employees of the Company under the prevailing Employee Stock Option Scheme of the Company entitling the said employees to 5,49,135 Equity Shares of the Company of Rs.10/- each. There are no partly paid Equity Shares. Other than as stated above, there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No Equity Shares of the Target Company are subject to any lock in obligations. Accordingly, the fully diluted Equity Share capital of the Target Company is Rs. 12,86,60,210 (Rupees Twelve Crores Eighty Six Lakhs Sixty Thousand and Two Hundred and Ten) divided into 1,28,66,021 (One Crore Twenty Eight Lakhs Sixty Six Thousand and Twenty One) Equity Shares of Rs.10/- each. However, there are 73,898 Equity Shares which are presently held by the Indus Software Employee Welfare Trust and which may be granted to the 'eligible employees' by the Compensation Committee of the Target Company in the future, although no grants have been made presently in respect thereof.

- The paid up equity capital as per the latest annual report for the year ended 31st December, 2010 is Rs. 12,31,68,860 (Rupees Twelve Crores Thirty One Lac Sixty Eight Thousand Eight Hundred Sixty Six only) divided into 1,23,16,886 (One Crore Twenty Three Lac Sixteen Thousand Eight Hundred Eighty Six only) equity shares of Rs.10/- each. There are 5,49,135 outstanding stock options held by the employees of the Company under the prevailing Employee Stock Option Scheme of the Company entitling the said employees to 5,49,135 Equity Shares of the Company of Rs.10/- each. There are no partly paid Equity Shares. Other than as stated above, there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No Equity Shares of the Target Company are subject to any lock in obligations. Accordingly, the fully diluted Equity Share capital of the Target Company is Rs. 12,86,60,210 (Rupees Twelve Crores Eighty Six Lakhs Sixty Thousand and Two Hundred and Ten) divided into 1,28,66,021 (One Crore Twenty Eight Lakhs Sixty Six Thousand and Twenty One) Equity Shares of Rs.10/- each. However, there are 73,898 Equity Shares which are presently held by the Indus Software Employee Welfare Trust and which may be granted to the 'eligible employees' by the Compensation Committee of the Target Company in the future, although no grants have been made presently in respect thereof.
- As on date of the Public Announcement the Promoters and the Promoter Group hold 57,59,392 Equity Shares constituting 46.76% of the paid up and voting capital of the Company.
- The trading of the Equity Shares of the Target Company on any of the Stock Exchanges has not been suspended. Further, no action has been taken by the Stock Exchanges, SEBI or any other authority against the Target Company, its Promoters or Directors.
- The Equity Shares of the Target Company are frequently traded on the Stock Exchanges within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The Target Company has the following subsidiaries:

Sr. No.	Name of the Company	Country of Incorporation
1.	R Systems (Singapore) Pte Limited	Singapore
2.	R Systems, Inc.	United States of America
3.	Indus Software, Inc.	United States of America
4.	ECnet Limited	Singapore
5.	R Systems Solutions, Inc.	United States of America
6.	R Systems NV	Belgium
7.	R Systems Europe B.V.	The Netherlands
8.	R Systems S.A.S.	France
9.	Computaris International Limited	United Kingdom

The following are the subsidiaries of ECnet Limited, Singapore:

Sr. No.	Name of the Company	Country of Incorporation
1.	ECnet (M) Sdn. Bhd.	Malaysia
2.	ECnet Inc.	United States of America
3.	ECnet (Hong Kong) Limited	Hong Kong
4.	ECnet Systems (Thailand) Company Limited	Thailand
5.	ECnet Kabushiki Kaisha	Japan
6.	ECnet (Shanghai) Co. Ltd.	Peoples Republic of China

The following are the subsidiaries of Computaris International Limited

Sr. No.	Name of the Company	Country of Incorporation
1.	Computaris International Srl	Moldova
2.	Computaris Malaysia Sdn. Bhd.	Malaysia
3.	Computaris Polska sp z o.o.	Poland
4.	Computaris Romania SRL	Romania
5.	Computaris USA, LLC	United States of America
6.	Computaris Limited	United Kingdom

All the above mentioned subsidiaries are incorporated and based out of India and all are wholly owned subsidiaries of the Target Company, save and except ECnet Limited, Singapore in which the Target Company holds 98.59%.

- The Target Company is not a sick company and is not referred to the Board of Industrial and Financial Reconstruction.
- There has not been any merger or demerger or spin off of activity in the preceding 3 (three) years.
- There are no arrears of listing fee to the BSE or the NSE.
- Historical financials of the Target Company based on the latest audited consolidated financials in the below mentioned format -

Particulars	Year Ended	Year Ended	Year Ended	Nine Months Ended
	31.12.2008	31.12.2009	31.12.2010	30.09.2011
	(Audited)	(Audited)	(Audited)	(Limited review)
Total Revenue	36,488.66	33,556.75	29,745.95	30,079.91
Net Income (Profit after Tax)	2,796.64	772.03	1,677.64	1,107.37
EPS (Diluted) (In. Rs.)	20.36	6.02	13.46	8.89
Net worth	17,165.26	16,739.30	18,025.34	

Financials are as per the Last 3 Years Audited Annual Report and the Unaudited Consolidated Financial Results for the 9 Months ended September 30, 2011 submitted by the Target Company to the Stock Exchanges.

C. Details of the Open Offer:

- The Acquirer is making an Open Offer to the shareholders of the Target Company to acquire 33,45,242 Equity Shares of Rs.10/- each representing 26% of the paid up and voting capital of the Target Company at a price of Rs.122/- (Rupees One Hundred and Twenty Two) each payable in cash, subject to the terms and conditions set out in this DPS and the Letter of Offer.
- Pursuant to completion of the Open Offer (assuming full acceptance), the Acquirer would hold a maximum of 73,34,384 Equity Shares constituting 57% of the Equity Share Capital of the Target Company.
- The payment of consideration shall be made to all the shareholders within 10 working days, who have tendered their Equity Shares in acceptance of the Open Offer, within 10 (ten) days from the date of expiry of the tendering period i.e., 29th February, 2012. Credit for consideration will be paid to the shareholders who have tendered shares in the Open Offer through NECS/RTGS/NEFT/Direct Credit or by crossed account payee cheques/ demand drafts and will be credited to the first shareholder's saving/current account. It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft.
- This Open Offer is being made to all the 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 Open Offer as stated in the Letter of Offer, subject to a maximum of 33,45,242 Equity Shares being 26% of the Equity Share Capital of the Target Company. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholder(s) in the Open Offer will be accepted.
- The Open Offer is not conditional and is not subject to any minimum levels of acceptance.
- Save and except the approvals disclosed hereinbelow, no other statutory approvals are required to be obtained for completion of the Open Offer.
- This is not a competing offer.
- The Equity Shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereon.
- 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 undertakes that it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement and reduce the non-public shareholding within the time period mentioned therein.
- The Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target Company in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business as may be permissible.
- Further, the Acquirer undertakes that he shall not sell, dispose off or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company through special resolution in terms of Regulation 25(2) of SEBI (SAST) Regulations;
- The Acquirer does not intend to make any changes in the Board of Directors or management of the Target Company and the Acquirer will not appoint himself or any his nominees on the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.
- The Acquirer proposes to continue existing business of the Target Company without any interference on the part of the Acquirer.

II. BACKGROUND TO THE OPEN OFFER

- The Acquirer prior to making of the Public Announcement on 15th December, 2011 held 23.82% Equity Shares (fully diluted basis) of the Target Company. The Acquirer was desirous of acquiring additional Equity Shares of the Company from the open market, which has necessitated the Open Offer in terms of Regulations 3(1) of the SEBI (SAST) Regulations. The Open Offer is subject to the provisions of SEBI (SAST) Regulations and the Listing Agreement of the Target Company with the Stock Exchanges and other applicable Laws and Regulations in force.
- The prime objective of the Acquirer behind the Acquisition is the investment value in the Equity Shares of the Target Company and NOT substantial holding of shares / voting rights / control or management of the Target Company.
- The Offer Price is payable in cash, in accordance with Regulation 9(1) of the SEBI (SAST) Regulations.

III. SHAREHOLDING AND ACQUISITION DETAILS

- The current and proposed shareholding of the Acquirer in the Target Company and the details of his acquisition are as follows:

Details	Acquirer	
	No. of Share	% (fully diluted basis)
Shareholding as on the PA date	30,65,000	23.82%
Equity Shares to be acquired in the Open Offer (assuming full acceptance)	33,45,242	26%
Equity Shares acquired between the PA date and the DPS date	9,24,142	7.18%
Post Offer shareholding (*) (On Diluted basis, as on 10th working day after closing of tendering period) (assuming 100% acceptance)	73,34,384	57%

No other person/individual/entity is acting in concert with the Acquirer for the purposes of this Open Offer in terms of Regulation 2(1)(q) of the SEBI (SAST) Regulations.

IV. OFFER PRICE

- The Equity Shares of the Target Company are listed on the Stock Exchanges. The Equity Shares are placed under Group "TT" and have a Scrip Code of 532735 and Scrip ID: RSystems on the BSE and Scrip ID: RSystems on the NSE.
- Based on the information available on the websites of the stock exchanges, the Equity Shares of the Target Company are frequently traded shares within the meaning of Section 2(1)(j) of the SEBI (SAST) Regulations.
- The Offer Price of Rs. 122/- (Rupees One Hundred and Twenty Two only) is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011 being the highest of the following:

Sr. No.	Particulars	Price
(a)	Negotiated Price	N/A
(b)	Volume weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with him, during the 52 weeks immediately preceding the date of the Public Announcement	116.28
(c)	Highest price paid or payable for any acquisition whether by the Acquirer or by any person acting in concert with him, during the 26 weeks immediately preceding the date of the PA	121.952
(d)	Volume weighted average market price of such Equity Shares for a period of 60 trading days immediately preceding the date of the PA as traded on the stock exchange where maximum volume of trading in the Equity Shares are recorded during such period	114.81

- The Acquirer during the period of twenty six weeks prior to Public Announcement has acquired 12,69,376 Equity Shares of the Target Company. The Highest price paid during the period of twenty six weeks prior to the date of Public Announcement is Rs.121.952/- . As on date there is no revision in the Open Offer size or Offer Price. In case of any revision in the Open Offer size or Offer Price, the Acquirer shall comply with SEBI (SAST) Regulations which are required to be complied with for the said revision in the Open Offer size or Offer Price.
- 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 i.e., 14th February, 2012 and would be notified to shareholders.

V. FINANCIAL ARRANGEMENTS

- The total fund requirement for the acquisition of 33,45,242 Equity Shares (assuming full acceptance of the Open Offer) being 26% of the issued, subscribed and paid up Equity Share capital of the Company at Rs.122/- per share is Rs.40,81,19,524/- (Rupees Forty Crore Eighty One Lac Nineteen Thousand Five Hundred and Twenty Four only).
- The Acquirer has adequate financial resources to meet the financial requirements of the Open Offer. The acquisition of the Equity will be financed through the personal funds of the Acquirer viz. investments and fixed deposits.
- M/s B. P. Singh and Company, Chartered Accountants having their office at 414, Labh Chambers, Station Road, Aurangabad, 431005 vide certificate dated 10th December, 2011 have confirmed that sufficient resources are available with the Acquirer to fulfill the obligations under the Open Offer.
- The Acquirer has opened escrow account with Kotak Mahindra Bank ("Escrow Bank"), having their branch office at Kandi Tower, CTS No 12995, Jaina Road, Aurangabad, Maharashtra - 431 001, in the name of "R Systems International Limited-Open Offer Escrow Account" bearing no. 6011147598 ("Escrow Account") and deposited Rs.10,20,30,000/- (Rupees Ten Crore Twenty Lac Thirty Thousand Only) in cash, being 25% of the total purchase consideration payable under the Open Offer assuming full acceptance at the Offer Price in accordance with Regulation 17 of the SEBI (SAST) Regulations. The Acquirer has confirmed that the funds lying in the Escrow Account will be utilized exclusively for the purpose of the Open Offer. The Acquirer has authorized the Manager to operate the Escrow Account in compliance with Regulation 17 of the SEBI (SAST) Regulations.
- The Manager to the Open Offer has been duly authorized by the Acquirer to realize the value of the Escrow Account in terms of SEBI (SAST) Regulations, 2011.
- Based on the above, the Manager to the Open Offer is satisfied about the ability of the Acquirer to implement the Open Offer in accordance with the Regulations. The Manager to the Open Offer confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the obligations of the Open Offer.

VI. STATUTORY AND OTHER APPROVALS

- Save and except as has been permitted in terms of A.PDIR Circular No. 43 dated 4th November 2011 bearing no. RBV/2011-12/247 issued by the Reserve Bank of India (hereinafter referred to as "RBI"), transfer of shares from non-resident equity shareholders to resident shareholder will require the prior permission of the RBI save and except where:
 - The original and resultant investment are in line with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation, etc.;
 - The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations / guidelines (such as IPO, Book building, block deals, delisting, exit, open offer / substantial acquisition / SEBI SAST, buy back); and
 - Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations / guidelines as indicated above is attached to the form FC-TRS to be filed with the AD ("Authorised Dealer") bank.
- Since the shares are being acquired under the Open Offer made under the SEBI (SAST) Regulations, the price at which such Open Offer shares will be acquired, will be determined in accordance with the SEBI (SAST) Regulations. However, pursuant to the Open Offer, the shares may have to be acquired from persons resident outside India who have acquired shares other than as "foreign direct investment". Accordingly, the Acquirer has made an application to Reserve Bank of India dated 15th December 2011 seeking approval for the acquisition of shares pursuant to the Open Offer from non-resident shareholders.
- This Open Offer is subject to receipt of the requisite RBI approval, if any, for acquisition of Equity Shares by the Acquirer from non-resident shareholders. While tendering Equity Shares under the Open Offer, non-resident Shareholders (Non Resident Indians/Overseas Corporate Bodies/Foreign Shareholders) will be required to submit, wherever applicable, the previous approvals (specific or general) obtained from the RBI and/or the Foreign Investment Promotion Board (as applicable) for acquiring the Equity Shares of the Target Company. In case such previous approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered.
- As on the date of Public Announcement, to the best of knowledge and belief of the Acquirers, no approvals from Bank/Financial Institutions are required for the purpose of the Open Offer.
- If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Open Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI.
- No other statutory approvals, other than the approval mentioned above, are required for the Open Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

Activity	Date	Day
Public Announcement - to be sent to Stock exchanges	15 th December, 2011	Thursday
Detailed Public Statement (DPS) in the newspapers	22 nd December, 2011	Thursday
Last date for announcement of competing offers	12 th January, 2012	Thursday
Identified Date	31 st January, 2012	Tuesday
Dispatch Letter of Offer to shareholders	7 th February, 2012	Tuesday
Last Date for upward revision of Offer Price and/or Offer Size	8 th February, 2012	Wednesday
Last date by which Board of Target Company shall give its recommendation in the same newspapers as of DPS	10 th February, 2012	Friday
Issue Opening Public Announcement date	10 th February, 2012	Friday
Offer opens	14 th February, 2012	Tuesday
Offer closes	29 th February, 2012	Wednesday
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/return of unaccepted shares	15 th March, 2012	Thursday

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- All shareholders of the Target Company, who own Equity Shares any time before the closure of the Open Offer and who hold such Equity Shares as on the date of tender of the shares pursuant to the Open Offer, are eligible to participate in the Open Offer.
- Persons who have acquired the Equity Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target after the Identified Date or those who have not received the Letter of Offer, may also participate in this Open Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their consent to participate in this Open Offer as per the terms and conditions of this Open Offer. The application is to be sent to Link Intime India Private Limited ("Registrar to the Offer") at the address mentioned below so as to reach the Registrar to the Offer on or before Wednesday, 29th February, 2012 (i.e. the date of closing of the Tendering Period), together with:
 - In the case of Equity Shares held in physical form, the name, address, number of shares held, number of shares offered, distinctive numbers and folio number together with the original share certificate/s and valid transfer deeds. Persons who have acquired shares of the Target Company should send to the Registrar to the Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such shares were acquired and/or such other documents as may be specified; or
 - In the case of Equity Shares held in dematerialized form, Depository Participant ("DP") name, DP ID, beneficiary account number together with photocopy or counterfool of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares in favour of "LIPL RSIL Open Offer Escrow Demat Account" filled in as per the instructions given below:

DP Name : Ventura Securities Limited
 DP ID : IN303116
 Client ID No. : 10904238
 Account Name : LIPL RSIL Open Offer Escrow Demat Account
 Depository : NSDL

- Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") shall be required to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account created with NSDL.
- In case (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders (c) owner of the shares who have sent the shares to the Target Company for transfer and, a consent to the Registrar to the Open 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 the Target Company), 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 Open Offer on or before 6.30 p.m upto the date of closure of the Open Offer i.e Wednesday, 29th February, 2012. 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.
- 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.

Collection Centre	Contact Person	Contact Details
Link Intime India Pvt. Ltd., C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078.	Pravin Kasare	Ph: 022 - 25960320 Fax: 022 - 25960329 email: rsil.off@linkintime.co.in
203, Dadar House, Next to Central Camera, D. N. Road, Fort, Mumbai- 400001.	Vivek Lymaye	Ph: 022 - 22694127 Fax: 022 - 25960329 email: rsil.off@linkintime.co.in

- The Letter of Offer along with 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 said website.
- No indemnity is needed from unregistered shareholders.

IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION

- The Acquirer, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities under directions issued pursuant to Section 11B or under any other regulations of SEBI Act.
- Acquirer accepts the responsibility for the information contained in the Public Announcement, this DPS and also for the obligations of acquirers laid down in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
- The Acquirer has appointed Link Intime India Pvt Ltd as the Registrars to the Offer having office at C-13, Panalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078. Contact Person: Mr. Pravin Kasare Ph: 022-25960320, Fax: 022-25960329, email: rsil.off@linkintime.co.in
- The Acquirer has appointed KJMC Global Market (I) Limited as Manager to the Offer pursuant to Regulation 12 of SEBI (SAST) Regulations. This Detailed Public Statement is being issued by the Manager to the Offer on behalf of the Acquirer.

The Detailed Public Statement would also be available at SEBI's website, www.sebi.gov.in and the Managers to the Offer (www.KJMC.com)

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER



KJMC Global Market (India) Limited
 SEBI Regn No. : INM00002509

168, 16th Floor, Atlanta, Nariman Point, Mumbai 400021
 Telephone: +91 22 4094 5500 Fax : +91 22 22852892
 Email: rsil.off@kjmc.com
 Contact Person: Ms. Sangeeta Sanghvi / Mr. Hemant Soni

Place: Mumbai
 Date: December 22, 2011