

PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF SEAHORSE HOSPITALS LIMITED

Registered Office: No 6, Royal Road, Cantonment, Trichy - 620001, Tamil Nadu, India
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This Public Announcement ("PA") is being issued by Religare Capital Markets Limited, ("Religare" or "Manager to the Offer") for and on behalf of Sri Kavery Medical Care (Trichy) Private Limited ("Acquirer" or "KMC") pursuant to and in compliance with, among others Regulations 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("Regulations").

I. Background to the Offer:

- This open offer (the "offer") is being made by the Acquirer in compliance with Regulation 10 & Regulation 12 of the Regulations. This offer is subject to the receipt of certain approvals as more fully set forth in the section entitled "Statutory Approvals and Other Approvals required for the offer" (see Clause VII below).
- On February 6, 2008, the Acquirer entered into a Share Purchase Agreement ("SPA") with the existing promoters of Seahorse Hospitals Limited ("Seahorse" or "Target Company") comprising of Dr. Ashok K. Gandhi, Ms. Nita Gandhi, Seahorse India Private Limited, Ashoni Financial Services Private Limited and Seahorse Ship Agencies Private Limited (collectively referred to as "sellers"), who currently hold total 42,61,935 fully paid equity shares of Rs. 10/- each representing 33.97% of the total issued and fully paid up equity share capital ("Equity Capital") of the target Company, to acquire 42,59,635 fully paid-up shares ("Sale Shares") at a price of Rs. 9.08 per fully paid up equity share aggregating to consideration of Rs. 3,86,77,466/- payable in cash as detailed below:

Name of the Seller	No. of shares	% of Paid up Capital	Consideration (In Rs.)
Dr. Ashok K. Gandhi	125,450	1.00%	1,139,086
Nita Gandhi	28,900	0.23%	262,412
Seahorse India Private Limited	3,849,385	30.68%	34,952,416
Ashoni Financial Services Private Limited	101,500	0.81%	921,620
Seahorse Ship Agencies Private Limited	154,400	1.23%	1,401,952
Total	4,259,635	33.95%	38,677,486

Following is a summary of key terms of the SPA:

- The Acquirer shall comply with the provisions of the Takeover Code and in case of non-compliance of any of the provisions of the Takeover Code, SPA shall not be acted upon.
- The Acquirer has deposited consideration in an Escrow Account and the Sellers have deposited the original share certificates for the Sale Shares. The deposit of both is acknowledged by Escrow Agent.
- In terms of second proviso to Regulation 22(7), the Acquirer shall have the right to deposit 100% of the consideration payable in cash to be entitled to nominate a person to the Board of Directors of Seahorse, who shall be entitled to hold office as such forthwith from expiry of 21 days from the date of the Public Announcement at any time.
- On the completion of the open offer, the Escrow Agent shall deliver to the Acquirer the Sale Shares and transfer the consideration amount to the respective Sellers. On completion of the open offer, the Acquirer shall have absolute authority to reconstitute the Board of Directors of Seahorse.
- Prior to the aforementioned acquisition, the Acquirer did not hold any equity shares in Seahorse. Besides the Acquirer, there are no other persons acting in concert with the Acquirer for the purpose of this offer.
- In compliance with Regulation 22(16) of the Regulations, the SPA contains a provision that the Acquirer shall acquire the Sale Shares only on completion of the offer.
- The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- This acquisition will result in the Acquirer's shareholding in the Target Company to exceed 15% of the equity share capital of the Target Company.

II. The Offer:

- Pursuant to the above, the Acquirer is hereby making the open offer to all the shareholders of Seahorse (other than the Sellers), to acquire from them upto 25,09,000 fully paid-up equity shares of Seahorse of Face Value Rs. 10/- each (representing 20% of the voting capital of Seahorse) at a price of Rs. 10/- (Rupees Ten Only) per fully paid-up equity share (herein after referred to as the "Offer Price") payable in cash in terms of Regulation 20 and 21 of the Regulations (herein after referred to as the "Offer" or "Open Offer"). The Offer is in accordance with Regulations 10 & 12 of the Regulations, consequent to the acquisition of equity shares by the Acquirer referred to in Clause I (b) above.
- The total issued, subscribed and paid up capital of the Target Company as on the date of PA is Rs. 12,54,50,000/- consisting of 1,25,45,000 equity shares of Rs. 10/- each.
- As on the date of this PA, the Acquirer does not hold any equity shares of Seahorse and they have not acquired any equity shares of Seahorse during the 12 months preceding the date of this PA.
- Upon completion of the offer, assuming full acceptance and taking into account the purchased shares, the Acquirer will hold 53.95% of the fully paid up equity share capital of the Target Company.
- This offer is being made to all the shareholders of the Target Company except the Sellers.
- The Manager to the Offer does not hold any equity shares of the Target Company as on the date of this PA.
- This is not a Competitive Bid.
- The Offer is subject to the terms and condition set out herein and in the Letter of Offer ("LOO") that would be sent to the shareholders of Seahorse.
- This Offer is subject to receipt of the statutory and other approvals mentioned in Clause VII of the PA. In terms of Regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- The Offer is in compliance with Regulations and subsequent amendments thereof.
- There are no partly paid-up equity shares of the Target Company. The Offer is not conditional upon any minimum level of acceptance i.e. the Acquirer will acquire all the equity shares of Seahorse that are tendered in terms of the Offer up to 25,09,000 equity shares representing in the aggregate 20% of the equity shares of the issued capital, subject to the conditions specified in this PA, Letter of Offer and Form of Acceptance-cum-Acknowledgement ("FOA").
- The consideration shall be paid in cash.

III. The offer Price

- The Equity Shares of Seahorse are listed on Bombay Stock Exchange Limited (BSE) and Madras Stock Exchange Limited (MSE).
- The annualized trading turnover in the equity shares of Seahorse in each of the above mentioned Stock Exchanges based on trading volume during August 2007 to January 2008 (six calendar months preceding the month in which the PA is made) is as given below:

Stock Exchange	Total no. of shares traded during 6 calendar months preceding the month in which the PA is made	Total no. of listed shares	Annualized trading turnover (as % of total listed shares)
BSE	1900	1,25,45,000	0.03
MSE	Nil	1,25,45,000	Nil

(Source: www.bseindia.com; MSE certificates dated Jan 25 and Feb 7, 2008)

The Equity Shares of Seahorse are infrequently traded on both BSE and MSE within the meaning of explanation (i) to Regulation 20(5) of the Regulations. The Acquirers have neither acquired nor have been allotted any shares of the Target Company in the 12 months prior to the date of this PA.

- In accordance with Regulations 20(5) of the Regulations, the Offer Price of Rs. 10/- per share is more than the highest of the following:

Particulars	Price
a. Negotiated Price under the SPA for acquisition of shares or voting rights or deciding to acquire shares or voting rights (Rs.)	9.08
b. Highest Price paid by the Acquirer for acquisition including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement	Nil
c. Other Parameters Based on Audited Financials for the period ended March 31, 2007	
- Return on Networth (%)	Negative
- Book Value per share (Rs.)	2.81
- Earnings Per Share (Rs.)	(0.99)
- PE Ratio on Offer price	N.A.
- Price/Earnings Ratio (Industry - Healthcare)*	28.6

(Source: Capital Market Volume XXII/24 Jan 28 - Feb 10, 2008)

Mr. A. Rajasekaran, Partner, M/S. Guru & Ram, Chartered Accountants (Membership No.025549; Address: Shreyas, #26, Dr. Radhakrishnan Salai, 9th Street, Mylapore, Chennai 600 004; Tel. No.: +91-44-28474701/02; Fax No.: +91-44-28474703) have certified that the Fair Value Per Share of Seahorse, based on the valuation methodology as laid down by Hon'ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995, (83 Com case 30) would be Rs. 1.98 per share.

In view of the above, the offer price of Rs. 10/- per share offered by the Acquirer to the shareholders of Seahorse under the proposed Open Offer is justified in terms of Regulation 20 (5) of the Regulations.

- There is no non-compete agreement for payment to any person.
- During the Offer period, Acquirer may purchase additional equity shares of the Target Company in accordance with the Regulations. In the event that the Acquirer purchases additional equity shares of the Target Company during the Offer period, such purchase shall be disclosed to the stock exchanges where the equity shares of the Target Company are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the Regulations.
- In the event of any further acquisition of equity shares by the Acquirer upto 7 working days prior to the closure of the Offer at a 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. However, the Acquirer shall not be acquiring any equity shares of Seahorse during the period of 7 working days, prior to the date of closure of the Offer.

IV. Information about the Acquirer

- Sri Kavery Medical Care (Trichy) Private Limited (KMC) is a company incorporated under the Companies Act, 1956 having its registered office at No. 1, K. C. Road, Tennur, Trichy - 620 017, Tamil Nadu, India. Tel. No: +91 - 431-4022555 Fax No.: +91 - 431-2742444, E-mail: kmchospitals@hotmail.com. KMC was originally incorporated on November 26, 1997 with Corporate Identification No. U85110TN1997PTC039491.
- KMC is running a 200 bed multi speciality hospital, located at Trichy and provides quality health care with the state of the art technology and a team of dedicated medical specialists. KMC is a one stop medical center providing medical care at an affordable cost.
- The Board of Directors of KMC comprises of Dr. S. Chandrakumar (Managing Director), Dr. S. Manivannan (Executive Director), Mr. K. Pari, Dr. A. Meenakshi Sundari, Dr. D. Senguttuvan, Dr. T. Krishnamurthy, Dr. R. Vijayakumar, Mr. D. Selvaraj, and Dr. T. Senthilkumar (Directors).
- The authorised share capital of KMC is at Rs.8,00,00,000 consisting of Rs.80,00,000 equity shares of Rs.10/- each against which the present paid up equity capital is Rs. 4,95,30,000 consisting of 49,53,000 equity shares of Rs. 10/- each.
- The present shareholding pattern of KMC is as follows:

Category	No. of Shares Held	Percentage
Directors and Relatives	40,95,000	82.68
Others	8,58,000	17.32
Total	49,53,000	100.00

- The financial details, based on the audited results for the year ended 31st March, 2007 are: Total Income of Rs. 1476.59 lakhs, Profit After Tax Rs. 198.27 lakhs, Net Worth (excluding revaluation reserve) Rs. 509.42 lakhs, Paid up equity share capital Rs. 247.65 lakhs, Book value per share Rs. 20.57, Return on net worth 38.92%, Earning per share Rs. 8.01.
- The equity shares of KMC are not listed on any stock exchange whether in India or abroad.
- The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.
- There are no Persons Acting in Concert ("PAC") with the Acquirer as per the provisions of Regulation 21(1) (e) of the Regulations taking part in the open offer.

V. Information on the Target Company:

- Seahorse was incorporated under the Companies Act, 1956 with registered office at No. 6, Royal Road, Cantonment, Trichy-620001, Tamil Nadu, India. Tel. No: +91-431-4000661 Fax No.: +91-431-2415402 E-mail: shl_try@yahoo.com. Seahorse was originally incorporated as Advanced Medical Care Private Limited on December 31, 1982 and was converted into a Public Limited Company on July 15, 1998. The name of the Company was changed to Seahorse Hospitals Limited on March 21, 1995. The corporate Identification Number of Seahorse is L33111TN1982PLC009781.
- Seahorse made its Initial Public Offer (IPO) in July, 1992 and the equity shares of the company are listed on Bombay Stock Exchange Limited (BSE) and Madras Stock Exchange Limited (MSE). The Shares of Seahorse are infrequently traded on BSE and MSE.
- Seahorse is presently engaged in the business of running a super speciality hospital having a team of dedicated specialists in disciplines like Neurosurgery, Cardiovascular & thoracic surgery, Orthopedics, Plastic and Reconstructive Surgery, Gynecology, Neonatology and Nephrology (including renal transplants) with the State of the Art facilities for treating the patients.
- The present promoter and promoter group holds 42,61,935 equity shares in the target Company representing 33.97% of the existing equity share capital.
- As on the date of this PA, Seahorse has an authorized share capital of Rs. 25,00,00,000 comprising of 2,50,00,000 equity shares of Rs. 10 each. It has an issued subscribed and fully paid up equity share capital of Rs. 12,54,50,000 consisting of 1,25,45,000 equity shares of Rs. 10 each. There are no partly paid up equity shares in Seahorse.
- There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity at any later date. There are no shares under lock-in period.
- The Board of Directors of the Target Company consists of Dr. Ashok K. Gandhi, Captain V. W. Katre (Non Executive Directors), Mr. A. S. Vardarajan, Captain A. C. Batra, and Captain S. C. Batra (Non Executive Independent Directors).
As per the audited results for the year ended March 31, 2007. The Total Income of Seahorse was Rs.207.65 lakhs, Net Loss was Rs.124.04 lakhs, Net worth Rs.352.51 lakhs, Earning per share of Rs. (0.99), Return on Net worth being Negative and Book Value per share of Rs.2.81.
- Seahorse is not having any outstanding stock options granted to its employees under any ESOP Plan.
- Seahorse has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.

VI. Reasons for the Acquisition and Future plan about Target Company:

- This Offer is being made in accordance with Regulation 10, Regulation 12 and other applicable provisions of the Regulations consequent to the Share Purchase Agreement entered into by the Acquirer as explained in clause I (b) above, resulting in substantial acquisition of shares and voting rights in the Target Company and consequent change in control and composition of Board of Directors of the Target Company.
- The acquisition of Equity Shares will enable the Acquirer to get the substantial ownership of the equity shares/voting rights accompanied with the control and

management of the Company. The Acquirer already is in the same line of the business as the Target Company, the present acquisition of shares of Target Company would enable the Acquirer to scale up its business operation by adding additional beds, addition of more departments for specialization and enhanced opportunities in terms of business consolidation.

- To the extent required and to optimize the value to all shareholders, the Acquirer may, subject to applicable shareholders' consent, propose any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and / or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of Seahorse. The Board of Directors of Seahorse will take appropriate decisions in these matters. The Acquirer does not have any plan to dispose off or otherwise encumber any asset of Seahorse in the next two years except in the ordinary course of business of Seahorse. However, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of Seahorse except with the prior approval of the shareholders of Seahorse and in accordance with and subject to applicable laws, permissions, consents, if any.
- The Acquirers have the right to appoint and reconstitute the Board of Directors of the Target Company upon the completion of the purchase of the Sale Shares under the SPA.

VII. Statutory and other Approvals required for the Offer:

- As of the date of this PA, to the best of the knowledge of the Acquirer there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approval becomes applicable prior to the completion of the Offer, the Offer would be subject to such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals are not obtained in terms of Regulation 27 of the SEBI (SAST) Regulations.
- In case of delay in receipt of any approval, SEBI has the power to grant an extension of the time required for payment under the Offer provided that the Acquirer agrees to pay interest in accordance with Regulation 22(12) of the Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will also become applicable.
- The Acquirer does not require any approval from the banks or financial institutions for the offer.

VIII. Disclosure in terms of Regulation 21 (2) of the Takeover Code

Assuming full acceptance, the offer would not reduce the public shareholding below the minimum limit specified in the listing agreement with the Stock Exchange for the purpose of listing on a continuous basis. As per the listing agreement, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. Hence, Regulation 21(2) of the Regulations is not applicable.

IX. Financial Arrangements:

- The total fund requirement for the acquisition of 25,09,000 equity shares (assuming full acceptance of the offer), being 20.00% of the paid up equity share capital of Seahorse at Rs. 10 per share is Rs. 2,50,90,000 (Rupees Two Crores Fifty Lakhs Ninety Thousand Only). The Acquirer has made firm financial arrangements to meet its obligations in full under the Offer and have confirmed the same vide their letter dated February 8, 2008. No borrowings from the Banks / Financial Institutions is being made for the purpose. The sources of funds would be internal accruals.
- In accordance with Regulation 28 of the Regulations, the Acquirer has established an Escrow Account under the name and title of SEAHORSE - ESCROW ACCOUNT - OPEN OFFER with Axis Bank Limited, Thillai Nagar, No. 75 E/1, Salai Road, Near Thillai Nagar Arch, Thillai Nagar Trichy, 620018, Tamil Nadu, India and made a Cash deposit of Rs. 63,00,000/- (Rupees Sixty three lakhs Only) in the account being more than 25% of the total consideration payable in accordance with the Regulations. Religare, the Manager to the Offer has been solely authorized to operate and realize the value of Escrow in terms of Regulations.
- Mr. P.M.R. Gowrissankar, Partner, M. Lakshman & Co., Chartered Accountants (Membership No.20231; Address: Bharani Residency, No. 15, Vathukkara Street, Worayur, Trichy - 620003) has been verified their certificate dated February 8, 2008 that the Acquirer has adequate resources to meet the financial requirements of the Open Offer.
- In case of a revision in the Offer price, the Acquirer would raise the amount in the escrow account to ensure compliance with Regulation 28 of the Regulations.
- Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations as firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

X. Other Terms of Offer:

- The Letter of Offer together with Form of Acceptance cum Acknowledgement ("FOA"), the Form of Withdrawal (FOW) and Transfer Deed ("TD") will be mailed to all the shareholders of Seahorse, (except the parties to the SPA), whose names appear on the Register of Members of the Target Company at the close of business hours on February 29, 2008 (specified date). All the share holders of the Target Company are holding the equity shares in Physical form as the Target Company has not sought for dematerialization of its equity shares.
- All the shareholders, (except the parties to the SPA) who own the equity shares of Seahorse before the closure of the Offer, are eligible to participate in the Offer.
- Accidental omission to dispatch Letter of Offer to any member entitled to this open offer or non-receipt of the Letter of Offer by any member entitled to this open offer shall not invalidate the open offer in any manner whatsoever. 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 Seahorse as on the specified date.
- This is not a conditional Offer and there is no stipulation as to the minimum level of acceptance.
- The Acquirer has appointed Cameo Corporate Services Limited as Registrar to the Offer. Registrars have set up the following center to collect the acceptances being tendered in this offer:

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person	Telephone No./ Fax No.	Mode of Delivery
1.	Chennai	Cameo Corporate Services Ltd. Subramanian Building No. 1, Club House Road, Chennai 600 002	Ms. K. Sreepriya	Tel: 044-28460390/ 28460014 Fax: 044-28460129	Post and Hand Delivery
2.	Mumbai	Cameo Corporate Services Ltd. 304, Sai Sadan, 76-78, Mody Street, Fort, Mumbai 400 001	Mr. Prashant N. Sanil	Tel: 022-22644325/ 2264 2979 Fax: 022-22644325	Hand Delivery only
3.	Kolkata	Cameo Corporate Services Ltd. C/o. C.R.M Services, P-527, Raja Basanthi Road, Kolkata 700 029	Mr. Sanjiv Majumdar	Tel: 033-24464803	Hand Delivery only
4.	New Delhi	Cameo Corporate Services Ltd. C/o. Sterling Services, F-75, 1 st Floor, Bhagal Singh Market, Near Gole Market New Delhi 110001	Mr. Sridhar	Tel: 011-41561305	Hand Delivery only
5.	Ahmedabad	Cameo Corporate Services Ltd. 101, Shal Dal Complex, Opp. Bata Show Room, Asram Road, Ahmedabad 380009	Mr. M. Bala-Subramanian	Tel: 093270 55153	Hand Delivery only
6.	Cochin	Cameo Corporate Services Ltd. 1st Floor, Easwar Bldg., Krishna Samsi Road, Ennakulam, Cochin 682035	Mr. E. V. Vijesh-Kumar	Tel: 0484-2369970/ 0995160180	Hand Delivery only
7.	Hydrabad	Cameo Corporate Services Ltd. 2nd Floor, 9-1-152 A, Sebasian Road, Secunderabad 500003	Mr. A. Ranjith Kumar	Tel: 040-44537951 0986648267	Hand Delivery only
8.	Trichy	Cameo Corporate Services Ltd. C/o. Sea Horse Hospitals Ltd. No.6, Royal Road, Trichy 620 001	Mr. Rangarajan	Tel: 0431-4000661/	Hand Delivery only

Shareholders who wish to tender their equity shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer to the above addresses either by Hand Delivery between (10 a.m. to 4 p.m.) from April 1, 2008 to April 21, 2008 or by Post or through courier (as per respective mode of delivery specified above) so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e. April 21, 2008 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

- Persons who own the equity shares but have not registered the same will be required to submit documents such as original broker's contract note and transfer deed(s) executed by the registered holder of the equity shares to prove their title

to the equity shares in respect of which they are accepting the Offer.

- Unregistered owners can send their application in writing to the Registrar to the Offer on a plain paper stating the Name, Address, Number of equity shares held, Number of equity shares offered, valid transfer deeds and the original contract note issued by the SEBI registered broker through whom they acquired their equity shares.
- In case of non-receipt of the LOO / FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrar to the offer at the collection center in Chennai clearly marking the envelope "Seahorse - Open Offer" or make an application on plain paper stating their name, address, number of equity shares held, distinctive numbers, folio number and the number of equity shares in respect of which they are accepting the Offer along with the original share certificate(s) and duly signed transfer deed(s).
- In case the Share Certificate(s) and Transfer Deeds are lodged with Seahorse (its Share Transfer Agent) for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by Seahorse (its Share Transfer Agent) for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent along with.
- Equity shares tendered by the shareholders of Seahorse in the offer shall be free from lien, charges and encumbrances of any kind whatsoever.
- Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of Seahorse may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered in the offer prior to the date of closing of the offer.
- While tendering shares under the Offer, NRIs / OCBS / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the offer. While tendering shares under the Offer, NRI / OCBS / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.
- In case the shares tendered in the Offer by the shareholders, are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provisions of Regulation 21 (6) of the SEBI Takeover Code on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 100 (hundred) Equity Shares.
- The consideration received by the shareholders for shares accepted in the offer will be subject to the capital gains tax / deduction of tax source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on shares accepted in this offer.
- The Registrar to the Offer will hold in trust the Shares / Share certificates, FOA, if any, and the transfer form/s on behalf of the shareholders of Seahorse who have accepted the Offer, till the Acquirer completes the offer obligations in accordance with the Regulations. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post to the shareholders / unregistered owners' sole risk to the sole/first shareholder.
- In accordance with Regulation 22(5A) of the Regulations, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date i.e. upto April 15, 2008.
- Shareholders who wish to withdraw their shares from the Offer will be required to send the FOW duly completed & signed along with the requisite documents.
- In case of non-receipt of Form of Withdrawal, the withdrawal can be exercised by making an application on plain paper along with the Name, Address, Distinctive numbers, Folio number, Number of shares tendered and to be withdrawn so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before April 15, 2008.
- The Letter of Offer along with the Form of Acceptance & Form of Withdrawal will be available for download from SEBI website: <http://www.sebi.gov.in> from the date on which the Offer opens.

A tentative schedule of the major activities in respect of the Offer is given below:

Activity	Day and Date
Specified Date*	Friday, February 29, 2008
Last date for a competitive bid	Tuesday, March 04, 2008
Date by which Letter of Offer to be dispatched to shareholders	Tuesday, March 25, 2008
Date of opening of the Offer	Tuesday, April 01, 2008
Last date for upward revision of the Offer Price	Wednesday, April 09, 2008
Last date for withdrawing acceptance of the Offer	Tuesday, April 15, 2008
Date of closing of the Offer	Monday, April 21, 2008
Last date of communicating rejection / acceptance and payment of consideration for accepted tenders and / or the unaccepted equity shares / share certificates will be dispatched / credited.	Monday, May 05, 2008

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

XI. General:

- Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement, Letter of Offer shall have the option to withdraw acceptance tendered by them upto 3 (three) working days prior to the date of Closure of the Offer, in terms of Regulation 22 (5A) of the Regulations.**
- If there is any upward revision in the Offer Price before the last date of revision in terms of Regulation 26 of the Regulations, i.e. April 9, 2008, or Withdrawal of the Offer, the same would be informed by way of a Public Announcement in the same newspapers in which the original Public Announcement appeared. Such revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and have been accepted under the Offer.
- If there is competitive bid:**
 - 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.
- Neither the Acquirer, parties to the SPA nor the Target Company has been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992, as amended or any other Regulation made under the SEBI Act.
- Pursuant to Regulation 13 of Regulations, the Acquirer has appointed Religare as Manager to the Offer.
- The Acquirer accepts full responsibility for the information contained in this Public Announcement, brochure, circular, letter of offer or any other advertisement or publicity material issued to shareholders in connection with the offer and also for the obligations of the Acquirer as laid down in the Regulations.
- This Public Announcement will also be available on SEBI's website at <http://www.sebi.gov.in>

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

RELIGARE
Values that bind

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Tel: +91-22-40074800 Fax: No.: +91-22-40074869
E-mail: seahorse.openoffer@religare.in Contact Person: Ritesh Shroff
Chennai Branch: Citi Towers, 117, Sir Theagaraya Road, T. Nagar, Chennai - 600 017.

Place : Trichy
Date : February 12, 2008

C O N C E P T
Size: 42x32.9sq.cm