

# CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT

For The Attention Of The Equity Shareholders Of

## HSBC INVESTDIRECT (INDIA) LIMITED

Registered Office: Dhana Singh Processor Premises, J. B. Nagar,  
Andheri-Kurla Road, Andheri (E), Mumbai-400 059, India.

This Corrigendum to the Public Announcement ("**First Corrigendum**") is in continuation of and shall be read in conjunction with the Bid Letter dated April 13, 2010 ("**Bid Letter**") dispatched to the equity shareholders of HSBC InvestDirect (India) Limited ("**HIDIL**" or the "**Company**") as on the specified date being Saturday, April 10, 2010 and Public Announcement published on Saturday, April 10, 2010 ("**PA**") (PA and First Corrigendum collectively referred to as "**Announcements**") issued by SBI Capital Markets Limited ("**Manager to the Offer**") on behalf of HSBC Securities and Capital Markets (India) Private Limited ("**HSCI**") and HSBC Violet Investments (Mauritius) Limited ("**Violet**") (hereinafter collectively referred to as the "**Acquirers**" and individually as the "**Acquirer**") in respect of the delisting of the fully paid up equity shares of HIDIL pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**") to acquire 50,18,330 fully paid-up equity shares of face value of Rs. 10/- each ("**Offer Shares**") representing 7.11% of the paid up equity share capital of the Company ("**Delisting Offer**").

The equity shareholders of HIDIL are requested to kindly note the following subsequent developments with respect to the Delisting Offer:

### Revision in Offer Shares

- a. HIDIL has vide resolution dated April 21, 2010 passed by its Committee of Directors, allotted 2,23,000 fully paid up equity shares of Rs.10/- each pursuant to the exercise of 2,23,000 options (out of 7,04,500 vested options) under the ESOP Scheme-2006 in terms of SEBI (Employee Stock Option and Employee Stock Purchase Scheme) Guidelines, 1999. Thus, as on date, 4,81,500 vested options are outstanding with employees/ ex-employees of the Company and accordingly Para 4(c) of the PA and Para 4(d) of the Bid Letter stands revised.
- b. Pursuant to the above allotment, the paid up equity share capital of the Company has increased from Rs. 70,56,67,730/- consisting of 7,05,66,773 equity shares of Rs. 10/- each to Rs.70,78,97,730/- consisting of 7,07,89,773 equity shares of Rs.10/- each and accordingly the Offer Shares stand revised from 50,18,330 equity shares to 52,41,330 equity shares ("**Revised Offer Shares**"), now representing 7.40% of the increased paid up equity share capital of the Company. Also, the Acquirers collective holding of 6,55,48,443 equity shares representing 92.89% of the paid up equity share capital, stands revised to 92.60% of the increased paid-up share capital of the Company. Further, HSCI and Violet's individual shareholding in the Company stands revised from 49.49% and 43.40% respectively to 49.33% and 43.27% respectively. Paras 1(e), 6 and 8(a) of the PA, definition of 'Offer Shares' on page no. 3 of the Bid Letter and Paras 1(e), 6 and 16(a) of the Bid Letter with respect to the Offer Shares; Paras 1(c), 4(c) and 6 of the PA, definition of 'Paid up Equity Share Capital of the Company' on page no. 4 of the Bid Letter and Paras 1(c), 4(d), 4(e) and 6 of the Bid Letter with respect to the total number of equity shares and paid up equity share capital of the Company; Paras 1(c), 2, 4(c), 5 and 6 of the PA and Paras 1(c), 2, 4(e), 4(f) and 6 of the Bid Letter with respect to percentage holding of the Acquirers in the Company stands revised accordingly. Also, Para 10(b) of the PA and Para 9(b) of the Bid Letter stands revised so that '50% of the Offer Shares' would be 26,20,665 equity shares.
- c. Also, based on the floor price of Rs.124, the Offer Size stands revised to Rs.64,99,24,920/- (Sixty-Four Crores Ninety-Nine Lacs Twenty-Four Thousand Nine Hundred and Twenty only) ("**Revised Offer Size**"). Paras 1(e) and 8(a) of the PA, definition of 'Offer Size' on page no. 3 of the Bid Letter and Paras 1(e), 16(a) and 16(b) of the Bid Letter with respect to the Offer Size stands revised accordingly.
- d. In terms of regulation 11(1) of the Delisting Regulations, the Acquirers have deposited an additional amount, which is in excess of 100% of the incremental consideration payable upon such revision, in the Escrow Account maintained with The Hongkong and Shanghai Banking Corporation Limited ("**HSBC Bank**"). Accordingly, the Escrow Account with HSBC Bank holds an amount aggregating Rs.65,00,00,000/- (Rupees Sixty Five Crores Only) as on date of this First Corrigendum. Para 8(b) of the PA and Para 16(b) of the Bid Letter stands revised accordingly.
- e. Accordingly, the Delisting Offer made shall be deemed to be successful if, the shareholding of the Acquirers taken together with the shares accepted in the book-building offer through eligible bids at the Exit Price, reaches at least 6,81,69,108 equity shares constituting 96.30% of the increased paid-up equity share capital being the aggregate of pre-offer shareholding of the Acquirers and fifty per cent of the Revised Offer Shares. Paras 10 (c) and 11 of the PA and Paras 9(c) and 10 of the Bid Letter stands revised accordingly.

References to Offer Shares, Offer Size and Paid up Equity Share Capital of the Company throughout the PA and the Bid Letter shall stand revised accordingly.

The capitalized terms used but not defined herein will have the same meaning as defined in the PA/Bid Letter. All other terms and conditions of the Delisting Offer shall remain unchanged.

The Acquirers accept responsibility for the information contained in this First Corrigendum and also for the obligations of the Acquirers as laid down in the Delisting Regulations.

	<p><b>Issued by : Manager to the Offer</b></p> <p><b>SBI Capital Markets Limited,</b> 202 Maker Tower 'E', Cuffe Parade, Mumbai – 400 005; Tel: +91-22-2217 8300; Fax: +91-22- 2218 8332; E-mail: hidil.delistingoffer@sbicaps.com; Contact Person: Ms. Sylvia Mendonca/ Mr. Gitesh Vargantwar</p>
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This First Corrigendum is issued for and on behalf of the Acquirers.

#### For and on behalf of the Acquirers

<p>Sd/- <b>Mrs. Sonal Dave</b> Managing Director and Chief Operating Officer For HSBC Securities and Capital Markets (India) Private Limited</p>	<p>Sd/- <b>Mr. V. Anand</b> Director For HSBC Securities and Capital Markets (India) Private Limited</p>
<p>Sd/- <b>Mr. Swapnil Jain, Assistant Company Secretary</b></p>	
<p><b>Place:</b> Mumbai <b>Date:</b> April 26, 2010.</p>	
<p>Sd/- <b>Mr. Kamalsing Burun</b> Director For HSBC Violet Investments (Mauritius) Limited</p>	<p>Sd/- <b>Mr. John Botley</b> Director For HSBC Violet Investments (Mauritius) Limited</p>
<p>Sd/- <b>Kross Border Trust Services Limited, Company Secretary</b></p>	
<p><b>Place:</b> Ebene <b>Date:</b> April 26, 2010</p>	