PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF

BOMBAY POLYMERS LIMITED

(Regd. Off.:318, Mahalaxmi Industrial Estate, D. C. Road, Gandhi Nagar, Worli, Mumbai-400013)

This Public Announcement ('PA') is being issued by Ashika Capital Limited (hereinafter referred to as the 'Manager to the Offer') for and on behalf of **Mr. Nitin Haridas Shenoy** (hereinafter referred to as the 'Acquirer'), pursuant to and in compliance with regulations 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as the 'Regulations').

1. THE BACKGROUND OF THE OFFER:

a) This Offer is being made by Mr. Nitin Haridas Shenoy resident of 102, Ivory Heights, 2nd Cross Lane, Lokhandwala Complex, Andheri (West), Mumbai-400 053 to the Equity Shareholders of Bombay Polymers Limited (hereinafter referred to as 'Target Company' or 'BPL').

b) The Acquirer has entered into a Share Purchase Agreement ('Agreement' or 'SPA') on December 9, 2006 with Mr. Anil Rajgarhia-Promoter Group (hereinafter referred to as 'Seller') for acquisition of 78,900 fully paid up equity Shares of Rs. 10/- each, representing 31.88% of voting capital of the Target Company at a price of Rs. 40/- per share.

2. THE OFFER:

a) Pursuant to the aforesaid SPA, provisions of regulation 10 read with regulation 12 of the Regulations have been attracted. The Acquirer is now making this Open Offer ('Offer') to the shareholders of BPL (other than the parties to the Agreement) to acquire from them up to 69,300 equity shares of Rs. 10/- each, at a price of Rs. 43.50 per share ('Offer Price'), representing 28% of its voting capital, payable in cash.

b) The Equity Shares of BPL are presently listed at Bombay Stock Exchange Limited, Mumbai (BSE). Based on the information available (source: www.bseindia.com), the shares of BPL are frequently traded at BSE in terms of explanation (i) to regulation 20(5) of the Regulations. The Offer Price has been determined in accordance with Regulation 20(4) and 20(5) of the Regulations taking inter-alia into account the following parameters:

i)	Negotiated price under the Agreement	:	Rs. 40.00 Per Share	
ii)	Highest Price paid by the Acquirer for acquisition, including by way of allotment in a public or rights or preferential issue during the Twenty Six week period prior to the date of PA	:	Rs. 3.69 per share	
iii)	Average of the weekly high and low of the closing prices of the equity shares of BPL as quoted on the BSE during the 26 weeks preceding December 14, 2006 i.e. the date of PA	:	Rs. 3.52	
iv)	Average of the weekly high and low of the prices of the equity shares of BPL as quoted on the BSE during the 2 weeks preceding December 14, 2006 i.e. the date of PA	:	Rs. 3.69	
v)	**Other parameters**	:	**Based on audited financial data for the year ended 31.03.2006**	**Based on the certified financial data for the period ended 30.09.2006**
	Earning per Share (EPS)	:	(1.65)	31.36
	Return on Networth (%)	:	(13.93)	0.72
	Book Value per share (Rs.)	:	11.85	43.23
	Price Earning (considering the Offer Price of Rs. 43.50 per share)	:	1.39	

In view of the above, the Offer Price of Rs. 43.50 per equity share is justified in terms of the Regulations.

c) For the purpose of this Offer, there is no Person Acting in Concert as per the provisions of regulation 2(1) (e) of the Regulations.

d) As on date of this PA, Mr. Nitin Haridas Shenoy (Acquirer) holds 36,900 equity shares of Rs. 10/- each representing 14.909% of Voting Capital of BPL. Except above, the Acquirer has not acquired either directly or through any other person any Shares of BPL during the twelve months preceding the date of this PA.

e) The Manager to the Offer i.e. Ashika Capital Limited does not hold any equity share in the Target Company as on date of PA. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the offer till the expiry of 15 days from the date of closure of Offer.

f) The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.

g) This is not a competitive bid.

h) The Acquirer has not entered into any separate non-compete agreement with the Seller.

i) The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement with the Seller.

3. INFORMATION ABOUT THE ACQUIRER:

a) Mr. Nitin Haridas Shenoy, S/o Shri Haridas Ramakanth Shenoy, aged about 31 years is a resident of 102, Ivory Heights, 2nd Cross Lane, Lokhandwala Complex, Andheri (West), Mumbai-400 053. He completed his Diploma in Electronics Engineering from Board of Technical Examinations, Maharashtra State in the year 1995. He also completed his Bachelor of Engineering from University of Pune in May 1998. He is having around 8 years of experience in the areas of Software Development and Information Technology. He is Director of RTEngines Software Private Limited, Mumbai which is promoted by him along with his father in the year 2003.

b) His Net worth as on 29.04.2006 is Rs. 108.04 Lakhs as certified by Mr. Haren B. Pandya, (Membership No: 117901) Proprietor of M/s. Haren Pandya & Associates, Chartered Accountant, having Office at A/102, Anand Siddhi, Anand Nagar, M. G. Road, Kandivali (West), Mumbai-400 067; Tel. No. 022-28075072; vide certificate dated 29.04.2006.

4. INFORMATION ABOUT THE TARGET COMPANY:

a) Bombay Polymers Limited (BPL) was originally incorporated in the name & style of 'Bombay Polymers Private Limited' on 24.11.1975 under the Companies Act, 1956 in the State of Maharashtra. The name of the company was subsequently changed to 'Bombay Polymers Limited' and a fresh Certificate of Incorporation consequent on Change of Name was obtained from Registrar of Companies, Maharashtra on 01.01.1983. The Registered Office of the Company is situated at 318, Mahalaxmi Industrial Estate, D. C. Road, Gandhi Nagar, Worli, Mumbai-400 013.

b) As on this Public Announcement, the Authorised Share Capital of the company is Rs. 25.00 Lakhs comprising of 2,50,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of the company is Rs. 24.75 Lakhs comprising of 2,47,500 fully paid-up Equity Shares of Rs. 10/- each. There are no partly paid up shares in the company.

c) BPL is presently not carrying on any business except investment in the securities. The Object Clause of Memorandum of Association of BPL has been altered recently by adding the objects relating to Information Technology services in the main objects through the Postal Ballot.

d) The Equity Shares of BPL are listed on BSE.

e) As per the certified accounts for the period ended 30.09.2006, the company earned a Total Income of Rs. 85.12 Lakhs and earned a Net Profit after Tax of Rs. 77.63 Lakhs. The Networth, Book Value per share, Earning Per Share and Return on Networth for the year ended 31.03.2006 was Rs. 107.01 Lakhs, Rs. 43.23, 31.36 and 0.72 respectively.

5. REASONS FOR THE ACQUISITION AND THE OFFER:

a) The Offer has been made pursuant to regulation 10 & 12 and other provisions of Chapter III and in compliance with the Regulations.

b) The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change of control and management of the company.

c) The Acquirer is having experience in the areas of Software Development and Information Technology and through this acquisition, the Acquirer intends to expand the business through this company and also derive the benefits of a Listed Company.

d) The Acquirer does not have any plans to sell, dispose off or otherwise encumber any assets of BPL in the next two years, except in the ordinary course of business. The Acquirer undertake not to sell, dispose off or otherwise encumber any substantial Assets of BPL except with the prior approval of the shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

6. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER:

a) The Offer is subject to receiving necessary approval(s), if any, from Reserve Bank of India under Foreign Exchange Management Act, 1999 and subsequent amendments thereto for acquiring equity shares tendered by Non Resident Shareholders, if any.

b) As on date of this PA, to the best of the knowledge of the Acquirer, no other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer.

c) In case of delay in receipt of Statutory Approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders, who have accepted the Offer, subject to Acquirer agreeing to pay interest for the delayed period as directed by SEBI under regulation 22(12) of the Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the Approvals, regulation 22(13) of the Regulations will also become applicable.

7. OPTION IN TERMS OF REGULATION 21:

In the event, pursuant to this Offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer will, in accordance with Regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the target company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with the Regulations.

8. FINANCIAL ARRANGEMENTS:

a) The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources/Networth and no borrowings from any Bank and/or Financial Institutions is envisaged. Mr. Haren B. Pandya, (Membership No: 117901) Proprietor of M/s. Haren Pandya & Associates, Chartered Accountant, having Office at A/102, Anand Siddhi, Anand Nagar, M. G. Road, Kandivali (West), Mumbai-400 067; Tel. No. 022-28075072; has certified vide letter dated 11.12.2006 that sufficient resources are available with the Acquirer for fulfilling the obligations under this 'Offer' in full.

b) The total fund requirement for the Offer is Rs. 30,14,550/- (Rupees Thirty Lakhs Fourteen Thousand Five Hundred and Fifty only). In accordance with regulation 28 of the Regulations, the Acquirer has opened an Escrow Account in HDFC Bank Limited, Fort Branch, Mumbai-400 001 and made a Cash deposit of Rs. 7,60,000/- (Rupees Seven Lakhs and Sixty Thousand only) in the account being more than 25% of the total consideration payable to the shareholders under the Offer. A lien has been marked on the said Escrow Account in favour of the Manager to the offer by the bank.

c) The Manager to the Offer i.e. Ashika Capital Limited has been solely authorised by the Acquirer to operate and realise the value of Escrow Account in terms of the Regulations.

d) The Manager to the Offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9. OTHER TERMS OF THE OFFER:

a) The Letter of Offer along with Form of Acceptance cum Acknowledgment shall be mailed to all those shareholders of BPL (except parties to the Agreement) whose name appear on the Register of Members of BPL and to those beneficial owners of the equity shares of BPL, whose names appear as beneficiaries on the records of the respective Depository Participants, at the close of business hours on December 22, 2006 ('Specified Date').

b) The Registrar to the Offer has opened a Special Depository Account with Kotak Securities Limited, (Registered with NSDL), styled 'ISRL-BOMBAY POLYMERS OPEN OFFER ESCROW ACCOUNT'. The DP ID is IN300214 and Client ID is 12666158. Shareholders having their beneficiary account in CDSL have to use Inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account.

c) Shareholders holding equity shares in physical form and wish to tender their shares will be required to send their duly signed Form of Acceptance cum Acknowledgement, Original Share Certificate (s) and duly signed and executed Transfer Deed (s) to the Registrar or Manager to the Offer, either by hand delivery on weekdays between (10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.) or by Registered Post so as to reach on or before the Closing of the Offer, i.e. February 21, 2007 (Wednesday) in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

d) Beneficial owners and Shareholders holding shares in the Dematerialised Form and wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instructions in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by the Depository Participant ('DP'), in favour of the Special Depository Account, to the Registrar either by hand delivery on weekdays between (10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.) or by Registered Post, on or before the Closing of the Offer, i.e. .m. to 4.00 p.m.) or by Registered Post so as to reach on or before the Closing of the Offer, i.e. February 21, 2007 (Wednesday) in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

e) Shareholders who have sent their shares for dematerialisation need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account should be received on or before the closure of the Offer, else the application would be rejected.

f) All owners of the shares, Registered or Unregistered (except parties to the Agreement) who own the shares any time prior to the closing of the Offer are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar or Manager to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s), if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the original Share Certificate(s), valid Transfer Deeds and the original Contract Note issued by the Broker through whom they acquired their shares. No indemnity is required from unregistered owners.

g) In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar or Manager to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Distinctive Number, Folio Number and Number of Shares offered, along with documents as mentioned in above point ('f'), so as to reach the Registrar or Manager to the Offer on or before the Closing of the Offer, i.e. .m. to 4.00 p.m.) or by Registered Post so as to reach on or before the Closing of the Offer, i.e. February 21, 2007 (Wednesday) or in case of beneficial owners, they may send the application in writing to the Registrar or Manager to the Offer, on a plain paper stating the name, address, number of shares held, number of shares tendered, DP name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar or Manager to the Offer, on or before the Closing of the Offer, i.e. .m. to 4.00 p.m.) or by Registered Post so as to reach on or before the Closing of the Offer, i.e. February 21, 2007 (Wednesday).

h) The Registrar will hold in trust the Share Certificates, shares lying in credit of the Special Depository Account, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form/s on behalf of the shareholders of BPL who have accepted the Offer, till the Cheques/Drafts for the consideration and/or the unaccepted shares/share certificates are despatched/returned.

i) In case the shares tendered in the Offer by the shareholders of BPL are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of Regulation 21(6) of the Regulations on a proportionate basis. The rejected Applications / Documents will be sent by Registered Post.

j) Share Certificates, Transfer Forms and other documents in respect of shares not accepted under the Offer, if any, will be returned by Registered Post at the shareholders 'unregistered owners' sole risk to the sole/first shareholder. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

k) The payment of acquisition of shares will be made by the Acquirer in Cash through a crossed Demand Draft/Pay Order to the equity Share holders of BPL whose equity share certificates and other documents are found in order and accepted, with in 15 Days from the date of closing of the Offer.

l) In terms of 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 by submitting the required documents, so as to reach the Registrar. The withdrawal option can be exercised by submitting the Form of Withdrawal enclosed with Letter of Offer. Incase of non-receipt of Form of Withdrawal the withdrawal can be exercised by making it on plain paper along with the details as mentioned in point 'f' above. The shares withdrawn by the Shareholders, if any, would be returned by Registered Post.

m) A Schedule of some of the major activities in respect of the Offer is given below:

Activities	Date	Day
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	December 22, 2006	Friday
Last Date for a Competitive Bid, if any	January 4, 2007	Thursday
Date by which the Letter Of Offer to be Despatched to the shareholders	January 27, 2007	Saturday
Date of Opening of the Offer	February 2, 2007	Friday
Last date for revising the Offer Price/ Number of Shares	February 9, 2007	Friday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	February 15, 2007	Thursday
Date of Closing of the Offer	February 21, 2007	Wednesday
Date by which communicating acceptance /rejection and payment of consideration for accepted shares / despatch of Share Certificate in case of rejection	March 8, 2007	Thursday

10. GENERAL:

a) Shareholders who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of Closure of the Offer i.e. February 15, 2007 (Thursday).

b) If there is any upward revision in the Offer Price up to seven working days prior to the date of Closure of the Offer i.e. February 9, 2007 (Friday) or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same Newspapers where this original Public Announcement appeared and such revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and accepted under the Offer.

c) If there is a Competitive Bid:

i) The Public Offers under all the subsisting bids shall close on the same date.

ii) As the Offer Price cannot be revised during 7 working days prior to the Closing date of the Offers/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.

d) The Acquirer, the Seller and BPL have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any other Regulations made under the SEBI Act.

e) Pursuant to regulation 13 of the Regulations, the Acquirer has appointed Ashika Capital Limited, as Manager to the Offer.

f) The Acquirer has appointed Intime Spectrum Registry Limited as Registrar to the Offer having office at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West) Mumbai-400 078 ; Tel: 022- 25963838 Fax: 022-25946969. E-mail: isrl@intimespectrum.com. The Contact Person is Mr. Vishwas Attawar.

g) The Acquirer accepts full responsibility for the information contained in this PA and also for the obligations of Acquirer laid down in the Regulations.

h) This Public Announcement will be available on SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of Letter of Offer along with Form of Acceptance cum Acknowledgement and Form of Withdrawal, which will also be available on SEBI's website from the Offer opening date i.e. February 2, 2007 (Friday) and apply in the same.

i) For further details, please refer to the Letter of Offer and Form of Acceptance cum Acknowledgement.

Place: Mumbai
Date: December 14, 2006

Issued by Manager to the Offer on behalf of the Acquirer:

ASHIKA CAPITAL LIMITED

1008, 10th Floor, Raheja Centre,
214, Nariman Point, Mumbai-400021.
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Contact Person: Mr. Narendra Kumar Gamini