# PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

# CAMPHOR AND ALLIED PRODUCTS LIMITED

**Registered Office:** Plot No.3, GIDC Industrial Estate, Nandesari – 391 340, Dist: Vadodara, Gujarat.
Tel.: +91-265-2840252 ● Fax: +91-265-2840224 ● Website: www.camphor-allied.com

**This Public Announcement ("PA") is being issued by Imperial Corporate Finance & Services Pvt. Ltd. ("Imperial"), the Manager to the Offer, on behalf of Oriental Aromatics Limited (hereinafter referred to as the "Acquirer" or "Oriental") pursuant to and in compliance with Regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "SEBI (SAST) Regulations").**

**1. The Background to the Offer**

1.1 This Open Offer (the "Offer") is being made by the Acquirer to the equity shareholders of Camphor and Allied Products Limited ("Camphor" or "Target Company") in compliance with Regulation 10 and 12 of the SEBI (SAST) Regulations.

1.2 On April 25, 2008, Oriental Aromatics Limited has entered into a Share Purchase Agreement (SPA) with all the existing persons declared as Promoter and Promoter Group of Target Company comprising of Midland Finance and Investment Enterprises Private Limited, Mr. Harshul Dalal, Mrs. Nina Dalal, Ms. Stuti Dalal, Ms. Punya Dalal and Harshul Dalal (HUF) (collectively referred to as "Sellers") to acquire their entire shareholding, who currently hold total 16,77,129 fully paid up equity shares (SPA shares) having a face value of Rs.10/- per equity share aggregating to 32.67% of the total issued, subscribed and fully paid up equity share capital of Target Company at a price of Rs.167/- per equity share aggregating to consideration of Rs.28,00,80,543/- (Rupees Twenty Eight Crores Eighty Thousand Five Hundred Forty Three Only) payable in cash (share consideration) as detailed below:

| Name of Seller | No. of shares | % of paid up capital | Consideration (in Rs.) |
|---|---|---|---|
| Midland Finance and Investment Enterprises Private Limited | 1400000 | 27.27 | 233800000 |
| Mr. Harshul Dalal | 73000 | 1.42 | 12191000 |
| Mrs. Nina Dalal | 50000 | 0.97 | 8350000 |
| Ms. Stuti Dalal | 45169 | 0.88 | 7543223 |
| Ms. Punya Dalal | 59288 | 1.15 | 9901096 |
| Harshul Dalal (HUF) | 49672 | 0.97 | 8295224 |

1.3 Simultaneously with the execution of the SPA, the Acquirer and the Sellers have executed an escrow agreement (the "Escrow Agreement") with The HDFC Bank Limited, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai 400 001 who shall act as the escrow agent (the "Escrow Agent") as provided in the SPA.

1.4 Other salient features of SPA / the Escrow Agreement are as follows:

- The Acquirer has deposited consideration in an Escrow Account and the Sellers have handed over to the Escrow Agent irrevocable delivery instructions to the Depository Participant to transfer the SPA shares, which are dematerialised, to the depository account of the Acquirer in accordance with the Escrow Agreement.
- The Acquirer shall comply with the Provisions of the SEBI (SAST) Regulations.
- The Sellers shall deliver the resignation letters of Mr. Harshul Dalal and Mrs. Nina Dalal from their position as Chairman & Managing Director and Director respectively from Board of Directors of Camphor to the Escrow Agent. The resignations are in terms of SPA. Resignation Letters shall be effective only upon completion of the sale of the SPA shares.
- On the day after receipt of the final report of the Merchant Banker under regulation 24 (7) of SEBI (SAST) Regulations, the Escrow Agent shall hand over all the Escrow documents to the Acquirer and transfer the initial consideration prorata to the Sellers.
- A meeting of the Board of Directors of the Target Company shall be held for co-opting Acquirer nominees as additional directors and accepting resignation of Directors whose resignations have been deposited with the Escrow Agent.

1.5 Prior to the aforementioned acquisition, the Acquirer held 2,56,416 equity shares in the Target Company.

1.6 Besides the Acquirer, there are no other persons acting in concert (PAC) with the Acquirer for the purpose of this offer.

1.7 None of the "Sellers" have 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.

**2. The Offer**

2.1 Consequent to the execution of the above-mentioned SPA, the Acquirer would hold a majority of equity shares in Camphor that results in change of control of the Target Company. The Acquirer is making an open offer in terms of regulation 10 and 12, among other regulations of SEBI (SAST) Regulations 1997, to acquire equity shares of Target Company from all the public shareholders of the Target Company excluding parties to the SPA. The open offer is for acquisition of up to 10,26,735 fully paid up equity shares of Rs.10/- each representing 20% of the voting share capital of Target Company (Offer Size) at a price of Rs.167/-(Rupees One Hundred Sixty Seven Only) per fully paid up equity share ("Offer Price") payable in cash, subject to the terms and conditions mentioned hereinafter (the "Offer"). The Acquirer will purchase all the Shares tendered and accepted under this Offer, subject to certain conditions and other terms and condition set out in the PA and the Letter of Offer to be sent to the Shareholders ("Letter of Offer") and Form of Acceptance cum Acknowledgement ("FOA").

2.2 The present issued, subscribed and paid up equity share capital of Target Company, as on the date of this PA is Rs.51,336,740 consisting of 51,33,674 fully paid-up equity shares of Rs. 10/- each.

2.3 There are no partly paid up equity shares of Target Company as on April 30, 2008.

2.4 This is not a Competitive Bid.

2.5 The Offer is not conditional on any minimum level of acceptance i.e. the Acquirer will acquire all the equity shares of Target Company that are tendered in terms of the Offer up to 10,26,735 fully paid up equity shares representing in the aggregate 20% of the voting share capital, subject to the conditions specified in this PA, Letter of Offer and FOA.

2.6 The Offer is subject to the terms and condition set out herein and in the Letter of Offer ("LOF") that would be sent to the shareholders of Target Company.

2.7 The Manager to the Offer does not hold any equity shares of the Target Company as on date of this PA. The Manager to the Offer 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 fifteen days from the closure of the offer.

2.8 Upon completion of the offer, assuming full acceptance and taking into account the purchased shares, the Acquirer will hold 57.66% of the fully paid up equity share capital of the Target Company.

**3. The Offer Price**

3.1 The equity shares of Camphor are listed on the Bombay Stock Exchange ("BSE").

3.2 Based on the information available, the equity shares of Camphor are frequently traded on BSE within the meaning of Regulation 20 (5) of the SEBI (SAST) Regulations. (Source: www.bseindia.com)

3.3 The Offer Price of Rs. 167/-(Rupees One Hundred Sixty Seven only) per equity share is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations as it is higher of the following:

| | | |
|---|---|---|
| 1 | Share Purchase Consideration payable to the Sellers under SPA per equity share. | 167.00 |
| 2 | Highest Price paid by Acquirer for any acquisition (including by way of allotment in a public or rights or preferential issue) during the 26-weeks prior to the date of the Public Announcement. | 83.84 |
| 3 | The average of the weekly high and low of the closing prices of shares of Camphor on BSE, where it is most frequently traded, during the 26 weeks period preceding the date of the Public Announcement. | *75.58 |
| 4 | The average of the daily high and low of the shares of the Camphor on BSE, where it is most frequently traded, during the 2 weeks period preceding the date of the Public Announcement. | *93.45 |

*Source: www.bseindia.com

3.4 There is no non-compete agreement for payment to any person.

3.5 During the Offer period, Acquirer may purchase additional equity shares of the Target Company in accordance with the SEBI (SAST) 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 SEBI (SAST) Regulations.

3.6 If the Acquirer acquires equity shares of Target Company after the date of the Public Announcement up to seven working days prior to the close of the Offer at the 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, payable for all the valid applications received under the Open Offer. However, the Acquirer shall not be acquiring any equity shares of Target Company during the period of 7 working days, prior to the date of closure of the Offer.

3.7 To the extent of the Offer Size, all equity shares of Target Company that are validly tendered, pursuant to the Offer will be acquired by the Acquirer.

3.8 The equity shares will be acquired by the Acquirer free from all lien, charges and encumbrances and together with all rights attached thereto, including all the rights to dividend, bonus and rights offer declared thereof.

3.9 The Acquirer is permitted to revise the Offer upwards up to seven working days prior to the closure of the Offer. In the event of such revision, an announcement will be made in the same new papers where PA has appeared and revised offer price would be paid for all the equity shares validly tendered any time during the Offer.

**4. Information on the Acquirer**

4.1 Oriental Aromatics Limited (Oriental) is a deemed Public Limited Company constituted under the Companies Act, 1956. Oriental was incorporated on March 14, 1973 with Corporate Identification Number **(CIN) U24240MH1973PLC016382** having its registered office situated at Sion Trombay Road, Next to Deonar bus depot, Govandi, Mumbai 400 088 (Tel: +91-22-2556 3613 Fax: +91-22-2556 0708).

4.2 Oriental is originally promoted by Late Shri. Keshavlal V. Bodani and continued by Mr. Anil K. Bodani and his two sons Mr. Dharmil Bodani and Mr. Shyamal Bodani. Mr. Anil Bodani aged 67 years started his career in year 1958 as a perfumer after training with the world renowned Antoine de Chiris SA in Grasse, France. Presently he is Chairman & Managing Director of Oriental. He has a vast experience of 49 years in Fragrance & Flavours industry.

4.3 The authorized and paid up equity share capital of Oriental is Rs.40,000,000 comprising of 4,000,000 equity shares of Rs. 10/- each.

4.4 The entire paid up equity share capital is held by Mr. Anil K Bodani and his family.

4.5 Oriental creates and manufactures fragrances and flavours for various end application products such as soaps / detergents, cosmetics, scented candles, packed food, confectionary and pharmaceutical products. Oriental has domestic units in Daman (Union Territory) and EOU in Mangalore (Karnataka). Oriental has a worldwide presence with a fully owned subsidiary company located in 21, Spielman Road, Fairfield, New Jersey, United States of America. Oriental also has export agents and distribution network located round the globe.

4.6 The key financial highlights based on audited accounts are as under:

(Rs. in Lakhs)

| Year Ending | March 31, 2007 | March 31, 2006 |
|---|---|---|
| Total Income | 5347.27 | 5007.42 |
| Profit After Tax | 1148.01 | 1178.23 |
| Equity Share Capital | 400.00 | 400.00 |
| Net Worth | 7667.24 | 6519.23 |
| Return on Net Worth (%) | 14.97 | 18.07 |
| Earnings per share (EPS) (Rs.) | 28.70 | 29.46 |

4.7 Shares of Oriental are not listed on any stock exchange.

4.8 The Board of Directors of Oriental on the date of Public Announcement comprises of:

| | |
|---|---|
| Mr. Anil K. Bodani | Chairman & Managing Director |
| Mr. Dharmil A. Bodani | Director |
| Mr. Shyamal A. Bodani | Director |
| Ms. Chandrika A. Bodani | Director |
| Mr. Ashwin J. Ahya | Director |

4.9 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.

4.10 There is no person acting in concert for the purpose of this Offer, within the meaning of Regulation 2 (1) (e) (2) of the SEBI (SAST) Regulations.

**5. Information on the Target Company**

5.1 A company named Camphor and Allied Products Limited, promoted by Late Shri. Jayant Dalal was incorporated on March 29, 1961 to manufacture synthetic camphor and other chemicals from turpentine.

Terpene Industries Limited (TIL) also promoted by the Late Shri. Jayant Dalal was incorporated on April 7, 1972 under the Companies Act, 1956 vide Registration No. 3111 (Registrar of Companies (ROC) – Punjab, H.P. & Chandigarh) having its registered office at Mehtpur, Dist Una, Himachal Pradesh with object to manufacture Terpineols and other allied chemicals. The name of TIL was subsequently changed to Profeel Sentinel Limited (PSL) vide ROC certificate dated January 2, 1987. PSL was engaged in manufacture of polyethylene foam and other packaging items.

Camphor and Allied Products Limited was amalgamated with Profeel Sentinel Ltd vide Bombay High Court order dated October 12, 1989 and Ahmedabad High Court order dated November 23, 1989 with retrospective effect from July 1, 1988 and the name of the amalgamated company was changed to Camphor and Allied Products Limited. A fresh certificate of incorporation consequent on change of name was issued by ROC Gujarat on January 3, 1990.

5.2 Camphor and Allied Products Limited, (the amalgamated company) has its registered office at, Plot No. 3, GIDC Industrial Estate, Nandesari – 391 340 Dist. Vadodara, Gujarat (Tel: +91-265- 2840 252 Fax: +91-265-2840 224) and Corporate Office at, Jehangir Building, 133, Mahatma Gandhi Road, Mumbai 400 001 (Tel: +91-22-2267 0833 Fax: +91-22-2267 0490). The corporate identification number of Camphor is L17299GJ1972PLC011626.

5.3 Camphor is the pioneer in the field of terpene chemistry having established its first Synthetic Camphor manufacturing plant in India based on Indian turpentine with technology from Dupont of USA. Camphor is also one of India's largest manufacturer of variety of fragrance chemicals and fragrance chemicals intermediaries, finding applications in industries based on flavour and fragrance, soaps and cosmetics, pharmaceuticals, rubber and tyre, paints and varnishes and many more.

5.4 The authorised share capital of Camphor is Rs.100,000,000 divided into 10,000,000 equity shares of Rs. 10 each.

5.5 The present issued, subscribed and paid up equity share capital of Camphor, as on the date of this PA is Rs.51,336,740 consisting of 5,133,674 fully paid-up equity shares of Rs. 10/- each. There are no partly paid up equity shares as on date of this Public Announcement.

5.6 All shares of Camphor are listed on Bombay Stock Exchange.

5.7 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.

5.8 The Key financial highlights based on audited accounts are as under:

(Rs. in Lakhs)

| Year Ending | March 31, 2007 | March 31, 2006 |
|---|---|---|
| Total Income | 11679.31 | 9350.66 |
| Profit after Tax (PAT) | 167.06 | 31.57 |
| Equity Share Capital | 513.37 | 513.37 |
| Net Worth | 5311.23 | 5233.30 |
| Return on Net Worth (%) | 3.14 | 0.60 |
| Earnings per Share (EPS) (Rs.) | 3.25 | 0.62 |

5.9 The Board of Directors of Camphor on the date of Public Announcement Comprises of

| | |
|---|---|
| Mr. Harshul Dalal | Chairman & Managing Director |
| Mr. S R Laghte | Executive Director |
| Mr. J K Setna | Independent Director |
| Mr. H R Prasad | Independent Director |
| Mr. Shobhan M Thakore | Independent Director |
| Ms. Nina H Dalal | Director |
| Mr. S N Mehta | Independent Director |

5.10 Target Company 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.

5.11 For the period 1997-2002, as the Promoters had not filed their declarations under Regulation 6 and Regulation 8 of the SEBI (SAST) Regulations, the Target Company also did not file its declaration under Regulation 6(2), 6(4) and 8(3) of SEBI (SAST) Regulations. The BSE by its letter dated January 19, 2004 called upon the Target Company to submit the declarations under Regulations 6 and 8 of SEBI (SAST) Regulations, which the Target Company did on February 27, 2004. Thereafter no further communication was received from the BSE or SEBI.

To date, the shareholding of Ms. Punya Dalal and Ms. Stuti Dalal (the daughters of Mr. Harshul Dalal and Mrs. Nina Dalal), have not been included in the declarations filed under Regulations 6 and 8(2) of SEBI (SAST) Regulations and consequently the Target Company also could not comply with Regulations 6(2), 6(4) and 8(3) of SEBI (SAST) Regulations in respect of these shareholdings.

In the year 1999 - 2000, the Promoters acquired 2.91% of equity shares from the open market, which was not reported to the Stock Exchange and the Target Company under Regulation 7(1A) of SEBI (SAST) Regulations. Hence the Target Company could not comply with Regulation 7(3) of SEBI (SAST) Regulations.

In the year 2005-06, the Promoters did not disclose acquisition of 2.07% of the equity share capital in terms of Regulation 7(1A) of SEBI (SAST) Regulations and consequently the Target Company did not comply with Regulation 7(3) of SEBI (SAST) Regulations.

**6. Reason for the Offer and future plan about the Target Company**

6.1 The Offer to the Shareholders is being made following the transaction referred in paragraph 1.2 above, which upon conclusion will result in substantial acquisition of shares accompanied with change in control and management of the Target Company, enabling the Acquirer to exercise control over Target Company by virtue of its substantial share holding. In accordance with Regulations 10 and 12 read with Regulation 14 (1) of the SEBI (SAST) Regulations, the Acquirer is making this Offer to the public shareholders.

6.2 The Acquirer proposes to explore new business opportunities for Target Company by making it an integral part of the future business plan of Oriental. The acquisition therefore will enhance the business potential for the Acquirer and the Target Company and will provide more operational flexibility and extended geographical presence as well as bring in new products to the Target Company.

The Acquirer also wants to make current process of the Target Company more efficient and cost-effective in terms of improving output and making products more competitive.

6.3 To the extent required and to optimise the value to all shareholders, the Acquirer may, subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, rationalising and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of Target Company. The Board of Directors of Target Company will take appropriate decisions in these matters.

6.4 The Acquirer does not have any plan to dispose off or otherwise encumber any asset of Target Company in the next two years except in the ordinary course of business of Target Company and except to the extent mentioned above. However, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of Target Company except with the prior approval of the shareholders of Target Company.

6.5 Upon completion of the Transaction, the Acquirer will reconstitute the Board of Directors of the Target Company, in accordance with the provisions contained in the SEBI Regulations and the Companies Act, 1956.

**7. Disclosure in terms of Regulation 21 (2) of the SEBI (SAST) Regulations**

Assuming full acceptance, the Offer will not result in public shareholding being reduced to a level below the minimum limit specified in the Listing agreement with the stock exchange for the purpose of listing on 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 SEBI (SAST) Regulations is not applicable.

**8. Statutory/Other Approvals Required for the Offer**

8.1 This Offer, along with any obligation in terms of SEBI (SAST) Regulations to make payment for, or purchase the Shares tendered and accepted from NRIs, is subject to the receipt of approval from Reserve Bank of India ("**RBI**"), under the Foreign Exchange Management Act, 1999 ("**FEMA**"). Besides this, as on the date of this PA, to the best of the Acquirer's knowledge, no other statutory approval is required to purchase the Shares tendered pursuant to this Offer.

8.2 To the best knowledge of the Acquirer, there are no other statutory approvals, which are required for the consummation of the Transaction and the Offer. If any other statutory approval becomes applicable either for the Transaction or for the Offer, the Acquirer will have a right to not proceed with the Offer.

8.3 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer.

8.4 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to the tendering shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will become applicable.

8.5 The Acquirer does not require any approval from the banks or financial institutions for the offer.

**9. Financial Arrangements for the Offer**

9.1 The total fund requirement for the acquisition of 10,26,735 equity shares (assuming full acceptance of the offer), being 20.00% of the paid up equity share capital of Target Company at Rs.167/- per share is Rs.17,14,64,745/- (Rupees SeventeenCrores Fourteen Lakhs Sixty Four Thousand Seven Hundred Forty Five 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 April 28,, 2008. The Acquirer has adequate resources by way of internal accruals and liquid investments to finance this acquisition.

9.2 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has established an Escrow Account under the name and title of ORIENTAL AROMATICS LTD-ESCROW ACCOUNT with HDFC Bank Limited, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai 400 001 and made a Cash deposit of Rs. 4,29,00,000/- (Rupees Four Crores Twenty Nine Lakhs Only) in the account being more than 25% of the total consideration payable in accordance with the SEBI (SAST) Regulations. Imperial, the Manager to the Offer has been solely authorized to operate and realize the value of Escrow in terms of the SEBI (SAST) Regulations.

9.3 M/s. N. Varma &Associates, Chartered Accountants, (Membership No. 102862), have certified vide their letter dated April 26, 2008, that on the basis of necessary information and explanation given by the Acquirer and on verification of assets, liabilities, requirement of funds, the Acquirer has adequate resources to meet the financial requirements of the Open Offer.

9.4 Imperial, on basis of the above, has satisfied itself about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

9.5 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 SEBI (SAST) Regulations.

**10. Other Terms of the Offer**

10.1 The Offer will be made to the shareholders of Target Company and the Letter of Offer ("LOF") together with the Form of Acceptance cum Acknowledgement ("FOA"), the Form of Withdrawal ("FOW") and Transfer Deed ("TD") (for shareholders holding shares in physical form) will be mailed to those shareholders of Target Company (except the parties to SPA) whose names appear on the register of members of Target Company and the beneficial owners of the shares whose names appear on the beneficial records of the respective share depositories, at the close of business hours, Thursday, May 08, 2008 (the "Specified Date").

10.2 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 terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of Target Company as on the Specified Date.

10.3 All the shareholders, (except the parties to the SPA) who own the equity shares of Target Company before the closure of the Offer, are eligible to participate in the Offer.

10.4 The Acquirer has appointed Sharex Dynamic (India) Pvt. Ltd ("Sharex") as Registrar to the Offer. Sharex has set up the following centres to collect the acceptances being tendered in this Offer. The documents can be tendered at the below mentioned centres between 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturdays. The centres will be closed on Sundays and bank holidays.

| Name & Address of Collection Centres | Contact Person & Contact Number | Mode of Delivery |
|---|---|---|
| Sharex Dynamic (India) Pvt. Ltd.17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai- 400 001 | Mr. B.S. Baliga<br>Tel.: 022-2270 2485<br>Fax: 022-2264 1349<br>E-mail: sharexindia@vsnl.com | Hand Delivery/ Registered Post |
| Skystock Financial Services Pvt. Ltd.45, Taskent Society, Near Dave Deep Shoping Complex, Nizampura, Vadodara- 390 002 | Mr. Sanjay Suthar<br>Mobile: 098254 50718 | Hand Delivery |
| Skystock Financial Services Pvt. Ltd. C/o S S Enterprises, Above Avoji Showroom, Opp. Tailor Point, Relief Road, Ahmedabad – 380 001 | Mr. Hitesh Mehta<br>Mobile: 098254 65963<br>Mobile: 092272 32513 | Hand Delivery |

10.5 All owners of equity shares, demat/ physical, registered/ unregistered (except the parties to the SPA) are eligible to participate in the Offer anytime before closure of the Offer. All registered owners can send duly completed FOA, filled and signed in accordance with the instructions contained in the LOF and FOA, to the Registrar to the Offer, Sharex, at the collection centres mentioned in 10.4 either by hand delivery or post (as per respective mode of delivery specified above) before the closure of the Offer i.e. Saturday, July 12, 2008. No indemnity shall be required from the unregistered shareholders.

10.6 Sharex has opened a special depository account with following details

| | | |
|---|---|---|
| Name of A/c | : | SHAREX DYNAMIC (INDIA) PVT. LTD.- CAPL OPEN OFFER-ESCROW A/C |
| DP Name | : | ARCADIA SHARE & STOCK BROKERS PVT LTD |
| BOID NO. | : | 1203440000393761 |

10.7 The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the close of business on Saturday, July 12, 2008. FOA in respect of dematerialised equity shares not credited to the above special depository account before the closure of Offer is liable to be rejected. Beneficial owners are therefore requested to tender the delivery instructions at least 2 working days prior to the date of closure of the Offer. Shareholders having their beneficiary account in National Securities Depository Ltd ("NSDL") have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the above mentioned special depository account.

10.8 The shareholders tendering equity shares of Target Company in the dematerialised form, will be required to send the FOA along with counterfoil / photocopy of the delivery instructions (in "Off-market" mode) in favour of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar either by hand delivery or by registered post on or before the closure of the Offer. For shareholders of Target Company holding physical certificates and who wish to accept the Offer and tender their shares will be required to send the FOA together with the share certificate (s) and transfer deed(s) to the Registrar.

10.9 In case of non-receipt of the LOF/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Sharex at any of the collection centres clearly marking the envelope "Camphor and Allied Products Limited - Open Offer" or make an application on a plain paper duly signed and stating Name/Address/No. of shares offered/DP Name/DP ID/ together with the counterfoil/photocopy of the delivery instructions in "off market" in favour of special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"). Unregistered owners holding shares in physical form can send their application in writing on plain paper, duly signed and stating Name/Address/No. of shares offered/Share Certificate No.(s)/Distinctive (No).s/Folio (No).s together with the original Share Certificate(s), valid transfer deeds as received from the broker (Columns meant for transferee / buyer should be kept blank) to the Registrar to the Offer.

10.10 In case any person has lodged shares of Target Company for transfer and the transfer has not yet been affected, the concerned person may apply on plain paper giving details as stated above along with a transfer deed duly signed (Columns meant for transferee / buyer should be kept blank) and the acknowledgement of the lodgement of shares of transfer. Such person should also instruct Target Company and its Registrar and Transfer Agent to send the transferred share certificate(s) directly to the collection centres as mentioned in 10.4 above. The applicant should ensure that the certificate(s) reach the designated collection centre before the closure of the Offer. In case any person has lodged shares of Target Company for dematerialization and the dematerialisation has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialisation request form acknowledged by shareholder's DP. The shareholder should ensure the credit of shares in favour of the special depository account mentioned above, before the closure of the Offer. A copy of the delivery instructions acknowledged by the DP should also be forwarded along with the FOA and other documents.

10.11 If the number of shares tendered by the shareholders are more than the Offer size, the acquisition from each shareholder will be as per regulation 21(6) of SEBI (SAST) Regulations on a proportional basis in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.

10.12 The Registrar will hold in trust the share certificates, transfer deeds, shares lying in credit of the special depository account, FOA on behalf of the shareholders of Target Company who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the SEBI (SAST) Regulations.

10.13 Equity shares tendered by the shareholders of Target Company 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 Target Company may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/ orders

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# PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF
# CAMPHOR AND ALLIED PRODUCTS LTD.

**Registered Office:** Plot No.3, GIDC Industrial Estate, Nandesari – 391 340, Dist: Vadodara, Gujarat.
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regarding the free transferability of such equity shares are received together with the equity shares tendered under the Offer prior to the date of closure of the Offer.

10.14 The consideration received by shareholders for shares accepted in the Offer will be subject to the capital gains tax applicable as per the Income-tax Act, 1961. Further, the securities transaction tax will not be applicable on shares accepted in this Offer.

10.15 While tendering the 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 the Shares of Target Company. In case the previous RBI approvals are not submitted, Acquirer/PAC reserves the right to reject such Shares tendered.

10.16 TAX TO BE DEDUCTED AT SOURCE- As per the provisions of section 195(1) of the Income Tax Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable under the Offer would be chargeable to capital gains under applicable section of the Income Tax Act or as business profits as the case may be, Acquirer may need to deduct tax at source (including surcharge and education cess) at the applicable rate on the gross consideration payable to the following categories of shareholders, as given below:

- Non resident Indians
- Overseas Corporate Bodies/ Non-domestic companies
- Other persons who are not resident in India

Accordingly, 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 Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, Acquirer will arrange to deduct tax at the 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 respect of Foreign Institutional Investors ("FII"): The Acquirer will not deduct tax at source if the Shares are held by the FII on investment/capital account. FIIs will have to certify in the Form of Acceptance cum Acknowledgment that the said shares are held on investment/capital account and enclose the certificate of registration by SEBI as FII.

10.17 The Acquirer will purchase the shares from the shareholders of Target Company who have validly tendered the shares in the Offer (i.e. equity shares and/or other documents are in order in terms of the Offer) and remit the consideration in respect thereof within 15 days from Offer closure by crossed account payee cheques / demand drafts. Consideration in excess of Rs.1,500/-, unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders'/ unregistered owners' sole risk to the sole/first shareholder/unregistered owner. All dispatches involving payment of a value up to Rs. 1500/- will be made under certificate of posting at the shareholders' sole risk. Equity shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished in the FOA.

10.18 In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, equity Shareholders desirous of withdrawing the acceptance tendered by them in the Offer, may do so up to 3 (three) working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before Wednesday, July 09, 2008.

i. The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

ii. In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
   - In case of physical Shares: Name, Address, Distinctive numbers, Folio number, number of shares tendered; and
   - In case of dematerialized Shares: Name, Address, number of Shares offered, 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.

10.19 A schedule of some of the key events in respect of the Offer is given below:

| ACTIVITY | DAY | DATE |
|---|---|---|
| Specified date * | Thursday | May 08, 2008 |
| Last date for competitive bid | Thursday | May 22, 2008 |
| Date by which Letter of Offer to be dispatched to shareholders | Thursday | June 12, 2008 |
| Date of opening of the Offer | Tuesday | June 24, 2008 |
| Last date for revision of offer price/number equity shares | Thursday | July 03, 2008 |
| Last date for shareholders to withdraw their acceptance of the Offer | Wednesday | July 09, 2008 |
| Date of closure of the Offer | Saturday | July 12, 2008 |
| Date by which acceptance/ rejection under the Offer would be communicated and the corresponding payment for the acquired equity shares will be dispatched and/ or the unaccepted equity shares/ share certificates will be dispatched/ credited | Saturday | July 26, 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.

## 11 General

11.1 Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the PA/ 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 Regulations 22 (5A) of the SEBI (SAST) Regulations.

11.2 If there is any upward revision in the Offer Price by Acquirer till the last date of revision viz. Thursday, July 03, 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 PA had appeared. Acquirer would pay such revised price for all the Shares validly tendered any time during the Offer and accepted under the Offer.

**11.3 If there is a competitive bid:**

**11.3.1 the public Offer under all the subsisting bids shall close on the same date.**

**11.3.2 as the Offer Price cannot be revised during the 7 working days prior to the closing date of the offers/bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final Offer price of each bid and tender their acceptances accordingly.**

11.4 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.

11.5 Pursuant to regulation 13 of the SEBI (SAST) Regulations, the Acquirer has appointed Imperial Corporate Finance & Services Pvt. Ltd., as Manager to the Offer. As on date of PA, the Manager to the Offer does not hold any share in the Target.

11.6 The Acquirer represented by its Board of Directors severally and jointly accepts full responsibility for the information contained in this Public Announcement (except that which pertains to the Target Company and has been compiled from publicly available sources) and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

11.7 For further details please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.

**11.8 This Public Announcement would also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at (www.sebi.gov.in) from the Offer Opening Date, i.e. Tuesday, June 24, 2008**


**REGISTRAR TO THE OFFER:**

**Sharex Dynamic (India) Pvt. Ltd.**
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Horniman Circle, Fort, Mumbai 400 001
Tel.: +91-22-2270 2485
Fax: +91-22-2264 1349
Email: sharexindia@vsnl.com
Contact Person: Mr. B.S. Baliga

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

**Imperial Corporate Finance & Services Pvt. Ltd.**
102, Mittal Chambers, Nariman Point, Mumbai-21
Tel.: +91-22-4002 4601, 2204 6796
Fax: +91-22-2287 5825;
Email: imperial1@vsnl.com,
Contact Person: Mr. Ramesh Satagopan


Mumbai, April 30, 2008