PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF CLS LIMITED

(Regd. Office : 1A, Janki Shah Road, Hastings, Kolkata - 700 022

This Public Announcement ("PA") is being issued by Microsec India Limited, ("Manager to the Offer"/"MIL"), on behalf of Mr. Anand Narayan Singh , Mrs. Indu Singh, Anand Industries Pvt Ltd (AIPL) & Anand Narayan Singh & Sons (H.U.F) (ANS HUF) who are acting in concert with each other for the purpose of this open offer (hereinafter referred to as the "Acquirers" and individually referred to as the "Acquirer") pursuant to Regulation 10 and 12 and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments made thereto (the "SEBI Takeover Code").

I. BACKGROUND OF THE OFFER

a) This offer (the "Offer") is being made by the Acquirers to the equity shareholders of CLS Limited (the"CLS" or the "Target Company"). Other than Mr Anand Narayan Singh, Mrs. Indu Singh, AIPL & ANS HUF, who are acting in concert with each other for the purpose of the Offer, no other person is acting in concert with the Acquirers for the Offer. Due to the operation of Regulation 2(1)(e)(2) of the SEBI Takeover Code, there could be persons who could be deemed to be acting in concert. However, they are not acting in concert for the purposes of the Offer.

b) On March 26 , 2005, the Acquirers have entered into a Share Acquisition Agreement (the "SAA") with some of the existing shareholders of CLS, of whom some are part of the present promoter group of the Target Company to acquire from them 34180 equity shares of Rs. 10/- each representing 54.69% of the present issued and voting equity share capital of CLS at the price of Rs.315/- per equity share, payable in cash, and acquire control over CLS.

c) Pursuant to the aforesaid agreement, provisions of Regulation 10 read with Regulation 12 of the regulations have been attracted. The Acquirer hereby announces an offer under regulations, to acquire upto 12,500 fully paid up equity shares of Rs 10/- each of CLS Ltd representing 20.00% of its paid up equity share capital from the remaining shareholders of CLS (other than "Sellers") on the terms and conditions set out below, at a price of Rs 315/- (Three hundred and fifteen only) per equity share (the "Offer Price") payable in cash (the "Offer").

d) The Offer is not subject to any minimum level of acceptance.

e) The shares of CLS is listed on the Calcutta Stock Exchange Association Limited (CSE). The shares of the Company are infrequently traded on the Stock Exchange in terms of explanation (i) to Regulation 20(5) of the Regulations and therefore the Offer Price has been determined taking into account the following parameters:-

Negotiated price per share	Rs 315/-
Highest Price paid by the Acquirer for any Acquisitions, including by way of allotment in a Public or Right or Preferential Issue during the 26 weeks period prior to the date of Public Announcement.	N.A.
Other parameters as per the financials of CLS as certified by the Management for the year ended 31.03.2004.	EPS – 27.30, RONW – 3.92%, Book Value Rs 203.19

f) There has been no trading in the shares of CLS on the Stock Exchange since 1995 as a result Price/Earning ratio has not been computed and may not be relevant.

g) Taking the above factors into consideration the Offer price of Rs 315/- per share, being 55.03% premium to the book value of the shares as on 31.03.2004 is justified in terms of Regulation 20(11) of the Regulations.

h) The book value i.e. Rs.198.14 per share of CLS as on 30th September 2004 has been certified by the auditors of CLS, M/s Ray & Ray having office at 6, Church Lane, Kolkata –700 001 vide certificate dated –07.03.2005.

i) The Acquirer does not hold any equity shares of M/s CLS Ltd other than those acquired under the agreement mentioned in I(b) above. The Acquirer has not acquired any shares of the target Company during the twelve months preceding this Public Announcement. The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.

j) This is not a Competitive Bid.

k) Microsec India Limited, Manager to the Offer do not hold any equity shares in the Target Company. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of appointment as Manager to the Offer till the expiry of fifteen days from the date of closure of the offer.

l) In case the number of equity shares tendered for sale by the shareholders are more than the equity shares agreed to be acquired under the offer, the acquirer shall accept the offers received from the shareholders on a proportionate basis as per regulation 21(6) of the takeover regulations 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.

II. INFORMATION ON THE ACQUIRER

The Open Offer is being made by Mr. Anand Narayan Singh, Mrs. Indu Singh, aged 44 years and 41 years who reside at 194/2 G.T.Road, North Salkia, Howrah-711 106, West Bengal and are related as husband and wife. Anand Narayan Singh & Sons (HUF) also is acquirer and Mr. Anand Narayan Singh is the Karta. Mr. Singh is a commerce graduate and is experienced in the field of agency, real estate and transportation business.

Anand Industries Pvt Ltd. ('AIPL') :

a) AIPL is a closely held private company limited by shares. The registered and corporate office is situated at LG-19, Thapar Chambers-II, Ring Road New Delhi – 110 014.

b) AIPL was incorporated on November 2, 2000. The main activities of AIPL are trading and investment in shares and securities.

c) AIPL is controlled by Mr. Anand Narayan Singh alongwith his family comprising of Indu Singh.

d) The issued and paid up equity share capital of AIPL consists of 1,98,800 equity shares of Rupees 10 each.The paid-up share capital is held by Mr. ANS (44.06%), Mrs Indu Singh (10.66%), Mr. Rishi Kumar (2.01%), Mrs Manju Singh (2.01%), Mr. Lalit Singh (2.01%), Mrs Tara Singh (2.01%), Mr. Mithilesh Kumar Singh (2.01%), Mr. Binoy Chandra Jha (2.01%), Mr. Naresh Chandra Dubey (3.02%), Mrs Gayatri Singh (11.57%), Mrs Lali Singh (12.07%) and Mr Rajendra Pratap Singh (6.54%).

e) The names of the directors of AIPL are Mr. Anand Narayan Singh and Mrs. Indu Singh

f) The Sales/Income and Net Profit of the company for the half year ended September 30th 2004 and year ended March 31st 2004 stood as Rs. 5,15,390/-, Rs. Nil and Rs.5,07,960/- and Rs. (6540)/- respectively and the Book Value; EPS and return on networth for the same financial years stood at Rs.11.41, Rs.8.85, and Rs.2.56, Rs. Nil and 22.40% , Nil respectively.

Mr. Vimal Lahoti, Chartered Accountant, having his office at 19, R.N.Mukherjee Road T.I. Business Centre, 2nd Floor, R.N.11, Kolkata –700 001 (membership No.060729) has certified vide certificate dated 20.12.2004 that the acquirers have sufficient means to fulfil the obligations under the Offer and the net worth of the acquirers as on 31.03.2004 is as follows

Name	Net worth (Rs in Lacs)
Anand Narayan Singh	50.91
Indu Singh	54.73
Anand Narayan Singh & Sons (H.U.F)	12.38
Anand Industries Pvt Ltd	22.68

III. INFORMATION ABOUT TARGET COMPANY

a) M/s CLS Ltd is a public limited company having its registered office at 1A, Janki Shah Road, Hastings, Kolkata-700 022. The company was originally incorporated on 7th August 1983 under the Legislative Council of Indian Act, 1857 and under the name of M/s Calcutta Landing & Shipping Company Ltd. The name of the Company was changed to M/s CLS Ltd on 20th February 1982.

b) As on the date of this Public Announcement, the Paid-up Equity Share Capital of M/s CLS Ltd is Rs.6,25,000/- comprising of 62,500 Equity Shares of Rs.10/- each fully paid-up. There are neither partly paid-up shares nor outstanding convertible instruments as on the date of this Public Announcement.

c) CLS was earlier in the business of inland river transportation, owning a fleet of tugs and steel barges. With the gradual decline of the Calcutta Port and adverse conditions prevailing in the jute industry, CLS decided diversify and then focussed its attention mainly into real Estate Development, warehousing & rental activities in the early 90's.

d) The property at 20, Salkia School Road, Howrah, was acquired by CLS in 1919. It was the repair yard for its shipping fleet and used for warehousing and storage purposes. Sometime in early 1990, the construction of " Swapnalok" complex was started in part of the premises, as per the sanction plan of the Howrah Municipal Corporation.

e) The Equity Shares of M/s CLS Ltd are listed at the Calcutta Stock Exchange Association Limited. The Equity Shares are traded infrequently on this exchange in terms of explanation (i) to regulation 20(5).

f) As per the audited Accounts for the year ending 31st March 2004, the total income and net profit of CLS is Rs.49,46,611/- and Rs.17,06,298/- respectively. There are no outstanding instruments in nature of warranty/fully convertible debentures/partly convertible debentures etc., which are convertible into equity at a later date. There are no shares under Lock in Period. There has been no merger or demerger or spin off in the company during the past three years.

g) As per the audited financials for the year ended 31/03/2004, CLS has reported a net profit of Rs.17.06 lacs on a turnover of Rs. 49.47 lacs. The said income is mainly on account of rent received. The company has a net-worth of Rs.126.99 lacs and Book Value of Rs.203.19 as on 31/03/2004. As per the unaudited financials for the half year ended 30/09/2004 the company has reported a loss of Rs. 3.16 lacs.

IV. OBJECTS OF THE OFFER AND FUTURE PLANS

a) The object of the Offer is substantial acquisition of shares and voting rights accompanied with change in control / management of CLS in accordance with Regulation 10 & 12 of the Regulations.

b) The Acquirers future plans about M/s CLS Ltd is to venture into a suitable business by utilising the corporate structure of CLS in order to compliment their existing operations after taking regulatory approvals.

c) The Acquirers do not have any plans to dispose off or otherwise encumber any assets of CLS in the next two years except in the ordinary course of business of CLS.

d) The Acquirer shall not sale, dispose of or otherwise encumber any substantial assets of CLS except with the prior approval of the shareholders.

V. STATUTORY APPROVALS/OTHER APPROVALS REQUIRED FOR THE OFFER

a) The Offer is subject to the approval(s), if any of the Reserve Bank of India (RBI), under the Foreign Exchange Management Act, 1999, for acquiring shares tendered by non-resident shareholders including NRIs/FIIs and OCBs.

b) As on the date of this Public Announcement, to the best of the knowledge of the Acquirers, there are no other statutory approvals and/or consents required. However, the Offer would be subject to all such statutory approvals as may be required and/ or may subsequently become necessary to acquire at any later date

c) The Acquirers shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer. In terms of Regulation 22(12) of the SEBI (SAST) Regulations, in the case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment, subject to the Acquirers agreeing to pay interest for the delayed period to the shareholders as directed by SEBI. Further, if the delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 22(13) of SEBI (SAST) Regulations will also become applicable. .

d) No approval is required to be obtained from banks/ financial institutions for the Offer.

VI. DISCLOSURE IN TERMS OF REGULATION 21 OF THE SEBI TAKEOVER CODE

The members of the existing promoter group of CLS, to the extent they continue to be shareholders after the proposed acquisition, would not constitute the promoter group of CLS after the control of the Company is acquired by the acquirers. The total promoter shareholding pursuant to the Offer would depend on the Offer response. Assuming full subscription to the Offer, the total promoter shareholding in CLS would be 46,680 shares representing 74.69% the total equity capital. Assuming nil response to the Offer, the total promoter shareholding in SCL would be 34180 shares representing 54.69% of the total equity capital and hence would not result in the non-promoter shareholding being reduced to less than the limit specified in the Listing Agreement with the stock exchanges for the purpose of continuous listing.

VII. FINANCIAL ARRANGEMENTS

Assuming full acceptance, the total monetary vale of the offer would be Rs 39.38 lacs. The acquirer has opened an Escrow Account in the form of a fixed deposit with Indian Bank, Babudanga Branch, Salkia in favour of the Manager to the Offer for an amount of Rs.9.84 lacs being 25% of the monetary value of the offer. The acquirer has empowered the Manager to the Offer to realise the value of the aforesaid Escrow Account in terms of Regulation 28(7). The financial obligation under the offer is being fulfilled through internal accruals and will not be through any bank/financial institutions. In view of this, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the offer as firm financial arrangements through verifiable means are in place to fulfil the offer obligations.

VIII. OTHER TERMS OF THE OFFER

a) The Letter of Offer ("LO") together with Form of Acceptance cum Acknowledgement shall be mailed to those equity shareholders of M/s CLS Ltd (except the Acquirer, the persons acting in concert and parties to the agreement, if applicable) whose names appear on the Register of Members of M/s CLS Ltd at the close of business hours on April 19, 2005 ("Specified Date").

b) Shareholders holding shares in Physical Form: Shareholders who wish to tender their 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 M/s S.K. Computers ("the Registrar to the Offer") on or before the date of Closure of the Offer i.e. June 08, 2005. In accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement at the address mentioned below:

S. K. Computers 34/1A Sudhir Chatterjee Street Kolkata – 700 006,
Tel (033) 2219-4815/6797, Fax: (033) 2219-4815,
E-mail:agarwalskc@rediffmail.com
SEBI Registration No. INR 000003886
Contact Person: Mr.Dilip Bhattacharya

c) The documents can be sent by either by registered post or hand delivery to the Registrar to the Offer at the address mentioned above during business hours on all week days (Other than Sundays and Public Holidays) so as to reach the Registrar to the Offer on or before June 08, 2005

d) All the shareholders other than mentioned in VIII(a) above, who own the equity shares of CLS anytime before the closure of offer are eligible to participate in the offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, No of shares held, No of Shares offered, Distinctive Nos. Folio No., 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 the unregistered owners.

e) In case of non-receipt of the Letter of the Offer, the eligible persons may send their application to the Registrar to the Offer, on a plain paper stating the Name, Address, No of Shares held, Distinctive Nos, Folio No., No. of Shares offered, bank account no., along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the Closure of the Offer. Such shareholders may also obtain a copy of the "the Letter of Offer" from the Registrar to the Offer on providing suitable documentary evidence to that effect or download the Form of Acceptance cum Acknowledgement from the website of SEBI at www.sebi.gov.in

f) Subject to the conditions governing the Offer as mentioned in the Letter of Offer, the acceptance of this Offer by equity shareholders of CLS must be absolute and unqualified. Any acceptance to this Offer which is conditional and incomplete in any respect will be rejected without assigning any reason whatsoever.

g) The Registrar to the Offer will hold in trust the Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of CLS who have accepted the offer, till the drafts or pay orders for the consideration and/or the unaccepted share certificates are despatched/returned. Equity shares not accepted under the offer will be sent to the shareholders/applicants at their own risk by registered post.

h) Payment to those shareholders whose share certificates and/or other documents are found valid and in order will be made by way of crossed account payee demand draft/pay order. Unaccepted Share Certificates, transfer forms and other documents, 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 acquired or accepted/ withdrawn will be credited back to the respective beneficiary account with their respective DP as per details furnished by the beneficial owners in the Form of Acceptance cum Acknowledgement.

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

Activity	Date and Day
Public Announcement	Wednesday, 30th March 2005
Specified Date	Tuesday, 19th April 2005
Last Date for a Competitive Bid	Wednesday, 20th April 2005
Letter of Offer to be posted to shareholders	Monday, 9th May 2005
Date of Opening of the Offer	Friday, 20th May 2005
Date of Closing of the Offer	Wednesday, 8th June 2005
Last date for revising the Offer Price / No. Of Shares	Monday, 30th May 2005
Last Date for withdrawal of acceptance by shareholders who have accepted the Offer	Friday, 3rd June 2005
Date by which communicating rejection/ acceptance and despatch of cheques/ demand drafts towards payment of consideration to be completed.	Thursday, 23rd June 2005

IX. GENERAL

a) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of this Public Announcement / Letter of Offer shall have the option to withdraw acceptance tendered by them up to 3 (three) working days prior to the date of closure of the Offer, in terms of Regulations 22 (5A) of the SEBI Takeover Code. The withdrawal option can be exercised by submitting the 'Form Of Withdrawal' (separately with LOF) to the Registrar to the Offer S.K.Computers, so as to reach them before Wednesday, 8th June 2005 (Date of Closure of Offer).

b) If there is any upward revision in the Offer Price or number of equity shares by the Acquirers till the last date of revision viz. Monday, May 30, 2005, or if the Offer is withdrawn, the same would be informed by way of a public announcement in the same newspapers in which this Public Announcement has appeared. The acquirers would pay such revised price for all the equity shares validly tendered any time during the Offer and accepted under the Offer.

c) Shareholders may note that "If there is a competitive bid":

a. The public offers under all the subsisting bids shall close on the same day.

b. 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."

d) The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulations made under the SEBI Act, 1992. Based on the information presently available publicly, the Sellers, and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992.

e) Pursuant to Regulation 13 of the Regulations, the Acquirer has appointed Microsec India Limited, Kolkata, as the Manager to the Offer.

f) This PA will be available on SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the LO along with Form of Acceptance and Form of Withdrawal which will also be available on the SEBI's website from the Offer opening date i.e. 20th May 2005 and apply in the same. For further details, please refer to the Letter of Offer & Acceptance Form.

g) S.K.Computers having office at 34/1A Sudhir Chatterjee Street, Kolkata – 700 006, Tel (033) 2219-4815/6797, Fax: (033) 2219-4815, E-mail: agarwalskc@rediffmail.com is the Registrar to the Offer.

h) The Acquirers accept full responsibility for the information contained in this Public Announcement and also for their obligations as laid down in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997" and subsequent amendments made thereof.

This Public Announcement would also be available on the 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. Friday, May 20, 2005.

Issued by the Manager to the Offer

MICROSEC
partners in growth

Microsec India Limited
Azimganj House, 2nd Floor
7, Camac Street, Kolkata-700 017
Tel: (033) 2282-9330 (5 Lines),
Fax (033) 2282-9335
SEBI Regd No. INM 000010791
(Contact Person: Mr. Kamlesh Agarwal)
Email: kagarwal@microsec.co.in

On Behalf of the Acquirer: Mr.Anand Narayan Singh, Mrs Indu Singh, Anand Industries Pvt Ltd and Anand Narayan Singh & Sons (HUF).

Place: Kolkata
Date: 30th March 2005

Sobhagya/161/04-05