CORE
EMBALLAGE

PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF

CORE EMBALLAGE LIMITED

Registered Office: Core House, Off C G Road, Near Parimal Garden, Ellisbridge, Ahmedabad - 380006.

This Public Announcement ("PA") is being issued by Vivro Financial Services Private Limited ("VIVRO" or the "Manager to the Offer"), on behalf of Mr. Zaverilal V. Mandalia, Mr. Chandresh Z. Mandalia, Mr. Vipul Z. Mandalia, Mr. Kishor P. Mandalia, Mr. Bharat P. Mandalia, Mrs. Daksha B. Mandalia, Mrs. Savitri D. Pawani and Mrs. Bharati A. Pawani (hereinafter collectively referred to as the "Acquirers") along with Mrs. Prafullaben Z. Mandalia, Mrs. Fenny C. Mandalia and Mrs. Aruna K. Mandalia (hereinafter collectively referred to as Persons Acting in Concert or PACs) pursuant to and in compliance with Regulations 10 & 12 of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "SEBI (SAST) Regulations, 1997") and subsequent amendments thereto.

1. The Offer:

1.1 The Acquirers along with PACs are making an Open Offer (hereinafter referred to as "Offer") to the Shareholders (other than Parties to the Share Purchase Agreement) of Core Emballage Limited,("CEL" or "Target Company") to acquire 27,24,711 fully paid up equity shares of Rs. 10/- each at a price of Rs. 10/- (Rupees Ten Only) each representing 20% of its subscribed, paid up (net of shares forfeited) and voting capital of the Target Company. The Offer is at a price of Rs. 10/- per fully paid up equity Share (the Offer Price) is payable in cash (the Offer) subject to terms and conditions mentioned hereinafter.

1.2 On March 17, 2009, the Acquirers have entered into Share Purchase Agreement (hereinafter referred to as **"SPA"** or "Agreement") to acquire from existing shareholders belonging to the promoters group (hereinafter referred to as "Sellers") on a definitive basis 68,11,776 fully paid up equity shares (shares) of Rs. 10/- each representing 50% of paid up Equity and Voting Capital of Core Emballage Limited at a price of Rs. 8/- (Rupees Eight only) **["Negotiated Price"]** per fully paid equity share payable in cash from Mr. Sunil Handa and other companies. Depending on the response received in the open offer, the Acquirers have also agreed to acquire on a proportionate basis such number of shares or entire balance 10,88,508 equity shares of Rs. 10/- each representing 7.99% of the paid up capital (the balance shares) at a price of Rs. 8/- (Rupees Eight Only) held by one of the promoter namely Abhimukt Financial Pvt. Ltd. The details of the shares proposed to be acquired are as under;

Name of the Sellers	Shares proposed to be acquired on a definitive basis		Shares proposed to be acquired on proportionate basis	
	No.	% of paid up capital and Voting Capital	No.	% of paid up capital and Voting Capital
Mr. Sunil Handa	5,57,176	4.08	Nil	Nil
Sunil Handa Jointly with Mrs Divya Deepti Handa	84,137	0.62	Nil	Nil
Mr. Sunil Handa (HUF)	2,000	0.02	Nil	Nil
Naivedhya Consultants Pvt. Ltd*	18,16,180	13.33	Nil	Nil
Abhimukt Financial Pvt. Ltd.*	16,35,997	12.00	10,88,508	7.99
Sidhkay Consultants Pvt. Ltd*	18,07,230	13.27	Nil	Nil
Adihan Consultants Pvt. Ltd.*	7,50,006	5.51	Nil	Nil
Chrysalis Finance Ltd.*	1,31,000	0.96	Nil	Nil
Chrysalis Industries Ltd.*	28,050	0.21	Nil	Nil
Total	**68,11,776**	**50.00**	**10,88,508**	**7.99**
Name of the Acquirers				
Mr. Zaverilal V. Mandalia	5,62,478	4.13	90,709	0.67
Mr. Chandresh Z. Mandalia	5,51,117	4.05	90,709	0.67
Mr. Vipul Z. Mandalia	5,61,329	4.12	90,709	0.67
Mr. Kishor P. Mandalia	8,66,744	6.36	1,36,064	1.00
Mr. Bharat P. Mandalia	1,74,170	1.28	25,664	0.18
Mrs. Daksha B. Mandalia	6,90,050	5.06	1,10,399	0.80
Mrs. Savitri D. Pawani	3,40,589	2.50	54,425	0.40
Mrs. Bharati A. Pawani	30,65,299	22.50	4,89,829	3.60
Total	**68,11,776**	**50.00**	**10,88,508**	**7.99**

* Signed by Constituted Power of Attorney holder Mr. Sunil Handa

1.3 Upon completion of the offer and acquisition of shares under the SPA along with the shares already held by the Acquirers and the PACs as on the date of PA, the Acquirers and PACs will not hold more than 75% of the Equity share capital of CEL. Under no circumstances the public shareholding shall fall below 25% of the paid up and voting capital of the target company as required under Clause 40 A of the Listing Agreement with the Stock Exchanges for the purpose of listing on continuous basis.

1.4 The Offer is not conditional on any minimum level of acceptance.

1.5 This is not a Competitive Bid.

1.6 The entire shares proposed to be acquired under this offer will be acquired by the Acquirers and no other persons/entity including PACs proposes to take part in the acquisition.

1.7 The offer is not as a result of global acquisition resulting to indirect acquisition of CEL.

1.8 The Manager to the Offer does not hold any share in the Target Company as on the 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.

1.9 As on the date of this PA, The Acquirers and PACs hold 5,26,418 equity shares representing 3.86% of the paid up and Voting Equity Share Capital of CEL. "The Acquirers and PAC's have acquired 1,32,440 equity share of "CEL" during the 12 months preceding the date of this PA at an average price of Rs.9.10/- & the highest price of Rs. 9.58/- per fully paid up Equity Share.

1.10 Acquirers have not entered into any separate non compete agreement with the Sellers.

2. Offer Price

2.1 The equity shares of **"CEL"** are currently listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE).

2.2. The Annualized Trading Turnover of the equity shares of the company during the preceding six calendar months ended on 28th February, 2009 in each of the Stock Exchanges where the equity shares of the company are listed are as follows:

Name of the Stock Exchange	Total No. of shares traded during September 2008 to February 2009	Total No. of Listed Shares	Annualized Trading Turnover (% of total listed shares)
BSE	313823	13623552	4.61
NSE	70641	13623552	1.04

(Source: BSE and NSE website)

Based on the information available the Equity Shares of CEL are infrequently traded on BSE and on NSE within the meaning of explanation (i) to regulation 20(5) of the Regulations

2.3 The Offer Price of **Rs.10/- per fully paid up Equity Share** is justified in terms of regulations 20(5) of SEBI (SAST) Regulations, 1997 since the same has been determined after considering the following facts

a.	Negotiated Price under the Share Purchase Agreement	Rs.8.00
b.	Highest Price paid by the Acquirers & PACs for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of PA	Rs. 7.62
c.	Other Parameters with reference to the Target Company	March 31, 2008 (Audited)
(i)	Return on Net worth (%)	N.A
(ii)	Book Value per share (Rs.)	(1.61)
(iii)	Earnings Per Share (Rs.)	(6.28)
(iv)	Price / Earnings Ratio	
(v)	Industry Average PE Multiple*	-

(Source: Annual Report for the Financial Year ended March 31, 2008)

*Industry PE: There is no comparable industry price earning ratio.

2.4 Mr. Jaydev V. Karani, (Membership No: 033297), Chartered Accountant having office at 407-408, Sanmukh Complex, B/h Navrangpura P.O. Ahmedabad-380009 Ph. No. 079-26449069 vide certificate dated 17th March 2009 has stated that based on the decision of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employee Union v. Hindustan Lever Limited, (1995) (83 Comp Case 30), the value of the equity share of CEL of Rs. 10/- each is Rs. Nil

2.5 The offer price of Rs. 10/- per share offered by the Acquirers to the shareholders of CEL under the proposed open offer is justified in terms of regulation 20(5) read with regulation 20(11) of the Regulations. In the opinion of the manager to the offer, the offer price is justified.

3. Information about Acquirers and Persons Acting in Concert

3.1 **ACQUIRERS :**

i. Mr. Zaverilal V. Mandalia, S/o Mr. Virjibhai H. Mandalia, aged 61 years, FY B.Com, residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006 (Tel No.(079) 26426868 Fax No. (079) 26569898) has 37 years of experience in Jewellery business (Gold, Silver & Diamond). He holds 92,806 Equity shares of Rs. 10/- each of CEL representing 0.68% of paid up equity share capital as on the date of PA.

ii. Mr. Chandresh Z. Mandalia, S/o Mr. Zaverilal V. Mandalia, aged 37 years, SY. B.Com, residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006 Tel No. (079)26426868 Fax No. (079) 26569898 has 14 years of experience in Jewellery business (Gold, Silver, Diamond). He holds 97,267 Equity shares of Rs. 10/- each of CEL representing 0.71% of paid up equity share capital as on the date of PA.

iii. Mr. Vipul Z. Mandalia, S/o Zaverilal V. Mandalia, aged 27 years, residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006 Tel No. (079)26426868 Fax No. (079) 26569898 is a Bachelor in Business Administration (BBA). He has 4 years of experience in Jewellery business (Gold, Silver and Diamond) and has experience in Import-Export of Ornaments. He holds 94,055 equity shares of Rs. 10/- each of CEL representing 0.69% of paid up equity share capital as on the date of PA.

iv. Mr. Kishor P. Mandalia, S/o Mr. Pranjivandas V. Mandalia, aged 45 years, FY. B.Com, residing at 12-A, Ashwamegh Part III, 132Ft Ring Road, Satellite, Ahmedabad-380015 (Tel No. (079) 26426868 Fax No. (079) 26569898) has 19 years of experience in Jewellery business (Gold, Silver & Diamond) and has experience in Import - Export of Ornaments and Bullion. He holds 98,463 Equity shares of Rs. 10/- each of CEL representing 0.72% of paid up equity share capital as on the date of PA.

v. Mr. Bharat P. Mandalia, S/o Mr. Pranjivandas V. Mandalia, aged 46 years, SY. B.Com, residing at 12-A, Ashwamegh Part III, 132Ft Ring Road, Satellite, Ahmedabad-380015 Tel No. (079)26426868 Fax No. (079) 26569898 has 21 years of experience in Jewellery business (Gold, Silver and Diamond). He holds 99,999 equity shares of Rs. 10/- each of CEL representing 0.73% of paid up equity capital as on the date of PA..

vi. Mrs. Daksha B. Mandalia, W/o Mr. Bharat P. Mandalia, aged 44 years, residing at 12-A, Ashwamegh Part III, 132 Ft Ring Road, Satellite, Ahmedabad-380015 Tel No. (079)26764141 Fax No. (079) 26569898. She is a housewife and an investor. She holds 18,858 Equity shares of Rs. 10/- each of CEL representing 0.14% of paid up equity share capital as on the date of PA.

vii. Mrs. Savitri D. Pawani, W/o Mr. Dayaram P. Pawani, aged 77 years, residing at AFGA Colony, Row House No: 122, Rajendra Prasad Road, Mulund (W), Mumbai-400080 Tel No. (022) 25694542 is a housewife and an investor. She does not hold any equity share in CEL

viii. Mrs. Bharati A. Pawani, W/o Mr. Anil P. Pawani, aged 57 years, residing at Tulsi Bhuvan, 2nd Floor, R H B Road, Mulund (W), Mumbai-400080 Tel No. (022) 25928272 is a housewife and an investor. She does not hold any equity share in CEL.

3.2 **PERSONS ACTING IN CONCERT:**

i. Mrs. Prafulla Z. Mandalia, W/o Mr. Zaverilal V. Mandalia, aged 58 years, primary education, residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006 Tel No.(079) 26426868 Fax No. (079) 26569898. She is a housewife and an investor. She holds 100 Equity Shares of Rs. 10/- each of CEL as on the date of PA.

ii. Mrs. Fenny C. Mandalia, W/o Mr. Chandresh Z. Mandalia, aged 33 years, graduate in Home Science residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006 Tel No.(079) 26426868 Fax No. (079) 26569898. She is a housewife and an investor. She holds 7000 Equity Shares of Rs. 10/- each of CEL representing 0.05% of the paid up equity share capital as on the date of PA.

iii. Mrs. Aruna K. Mandalia, W/o Mr. Kishor P. Mandalia, aged 42 years, B.A, residing at 12-A, Ashwamegh Part III, 132 Ft Ring Road, Satellite, Ahmedabad-380015 Tel No. (079)26764141 Fax No. (079) 26569898. She is a housewife and an investor. She holds 17,870 Equity Shares of Rs. 10/- each of CEL representing 0.13% of the paid up equity share capital as on the date of PA.

3.3. **Relationship between Acquirers & PACs with each other:**

Sr. No.	Name of the Acquirers	Relationship among them
1.	Mr. Zaverilal V. Mandalia	Father of Sr. No. 2 & 3 and Uncle of Sr. No. 4 & 5
2.	Mr. Chandresh Z. Mandalia	Son of Sr. No. 1, brother Sr. No. 3 and Cousin of Sr. No. 4 & 5
3.	Mr. Vipul Z. Mandalia	Son of Sr. No. 1, brother of Sr. No. 2 and cousin of Sr. No. 4 & 5.
4.	Mr. Kishor P. Mandalia	Brother of Sr.No. 5, Nephew of Sr. No. 1 and cousin of Sr. No. 2 & 3.
5.	Mr. Bharat P. Mandalia	Brother of Sr.No. 4, Nephew of Sr. No. 1 and cousin of Sr. No. 2 & 3
6.	Mrs. Daksha B. Mandalia	Wife of Sr. No. 5
7.	Mrs. Savitri D. Pawani	Sister in Law of Sr. No. 8 and not related to Sr. No.1 to 6
8.	Mrs. Bharati A. Pawani	Sister in Law of Sr. No. 7 and not related to Sr. No.1 to 6
	Name of PACs	
9.	Mrs. Prafullaben Z. Mandalia	Wife of Sr. No. 1, Mother of Sr. No. 2 & 3, Aunt of Sr. No. 4 & 5
10.	Mrs. Fenny C. Mandalia	Wife of Sr. No. 2, daughter in law of Sr. No. 1 and sister in law of Sr.No. 3
11	Mrs. Aruna K. Mandalia	Wife of Sr. No.4, Sister in law of Sr. No. 5

3.4 Mr. Jaydev V. Karani, (Membership No: 033297), Chartered Accountant having office at 407-408, Sanmukh Complex, B/h Navrangpura P.O. Ahmedabad-380009 Ph. No. +91-79-26449069, vide certificate dated 05/03/09 has certified the net worth of the Acquirers and PACs are as under:

Sr. No.	Name of the Acquirers	Net worth as on 28/02/2009 (Rs. In Lakhs)
1	Mr. Zaverilal V. Mandalia	408.31
2	Mr. Chandresh Z. Mandalia	316.84
3	Mr. Vipul Z. Mandalia	213.60
4	Mr. Kishor P. Mandalia	195.08
5	Mr. Bharat P. Mandalia	51.32
6	Mrs. Daksha B. Mandalia	108.10
7	Mrs. Savitri D. Pawani*	52.80
8	Mrs. Bharati A. Pawani*	413.52
	Name of PACs	**Net worth as on 28/02/2009 (Rs. In Lakhs)**
9.	Mrs. Prafullaben Z. Mandalia	292.69
10.	Mrs. Fenny C. Mandalia	104.79
11.	Mrs. Aruna K. Mandalia	113.06

* Net Worth as on 31st March, 2008

3.5 None of the Directors of CEL represent the Acquirers or PACs.

3.6 Acquirers and PACs have 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. Information on the Target Company ("Core Emballage Limited"/"Target Company" "CEL")

4.1 CEL was incorporated on 15th February, 1984 as a Public Limited Company with the name Growth Leasings and Finance Limited in the office of Registrar of Companies, Gujarat. The name of the Company was subsequently changed to Growth Finance Limited and also changed main object clause of the Company and a fresh Certificate of Incorporation was obtained from Registrar of Companies, Gujarat on 13th August, 1991. Again the name was changed to Core Biotech Limited on 20th October, 1992. On 22nd July, 1996 it was finally changed to Core Emballage Limited and a fresh Certificate of Incorporation was obtained from Registrar of Companies, Gujarat.

4.2 The Registered Office of CEL is situated at Core House, Off C G Road, Near Parimal Garden, Ellisbridge, Ahmedabad-380006 Tel No. (079)26461629. Fax No. (079)26563681. Email:investorcomplaints@gmail.com, Website: www.coreemb.com. The CIN No. of the Company is U65910GJ1984PLC006746.

4.3 The present Authorized Share Capital of the Company is Rs. 1,00,00,00,000 (Rupees Hundred Crores only) consisting of 6,00,00,000 equity shares of Rs.10/- each and 4,00,00,000 Preference shares of Rs. 10/ each. The Issued, Subscribed and Paid Up Share Capital of the Company is Rs. 33,62,35,520.00 (Rupees Thirty Three Crores Sixty Two Lakhs Thirty Five Thousand Five Hundred Twenty only) consisting of 1,36,23,552 (Net of Shares Forfeited) Equity Shares of Rs. 10/- each and 2,00,00,000 Preference Shares of Rs. 10/- each.

4.4. There are no partly paid up equity shares in the Company. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity shares at any later date. There are no shares under lock-in period.

4.5 Originally CEL was engaged in manufacturing of Corrugated Boxes made out of Kraft paper and later in the year 2008 started new activity in the field of trading. Presently the main activity of CEL is trading in commodities.

4.6 Pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, the manufacturing division of **"CEL"** was demerged with CEL Packaging Pvt. Ltd,(hereinafter referred to as "CELPPL") under a Scheme of Arrangement between Core Emballage Limited, Ahmedabad,**("CEL or Demerged Company")** and CELPPL ,(the **"Resulting Company or CELPPL"**)The Hon'ble, High Court of Gujarat has passed an order in company's application No. 441/2008(Core Emballage Ltd.) and 442/2008 (CEL Packaging Pvt. Ltd.) in respect of Scheme of Arrangement in the nature of Demerger of manufacturing division of the company to CEL Packaging Private Limited without any modification on 12th December 2008. The said order was submitted with the office of Registrar of Companies, Gujarat on 16/01/2009. By virtue of this, the effective date is 16/01/2009. Upon the Scheme becoming effective, the Demerged Company (CEL) shall carry on the remaining business i.e. only trading activities more particularly trading of Commodities. The information about the commencement of trading activity in commodities by the company was given to BSE and NSE vide its letter dated 18/7/2008.

4.7 CEL has signed Agreement with both the Depositories for offering shares in dematerialized form and is traded in compulsory Demat mode. The marketable lot for the shares of CEL is 1 (one) only. The ISIN No. is INE218C01016.

4.8 The equity shares of CEL are listed on Bombay Stock Exchange Limited (BSE) (Scrip Code: 509009) and National Stock Exchange Limited (NSE) (Scrip Code: COREEMBLG). CEL has paid the listing fees till date to both the Stock Exchanges. The Equity Shares of "CEL" have been de-listed from the Ahmedabad Stock Exchange Ltd. (ASE) vide notice no: ASE/2003/2628 dated 9th October, 2003 and Delhi Stock Exchange Ltd. (DSE) vide notice no: DSE/LIST/5203/NR/131 dated 9th December, 2003 with effect from 10th December, 2003.

4.9 **Financial information of CEL for the year ended March 31, 2008:** Total Income was Rs. 2964.33 Lakhs; Profit After Tax was Rs. (525.60) Lakhs; Paid up Equity Share Capital was Rs.1362.46 Lakhs (including amount of Rs. 10,750 received on shares forfeited); Preference Share Capital was Rs. 2000.00 Lakhs and the Net Worth (excluding Revaluation Reserve-Nil) was Rs. (219.94) Lakhs; Return on Net Worth was Nil (as the Net Worth is negative); Book Value per share was Rs. (1.61) and Earning per Share (Earning Per Share is derived after considering Preference Share Dividend payable of Rs. 247.5 Lakhs.) was Rs. (6.28).
(* Source: Based on Audited Balance Sheet)

4.10 At present "CEL" is not a sick company within the meaning of the provisions contained in Section 424A - 424L under chapter VI A of the Companies Act 1956.

4.11 As on the date of this PA the directors of the "CEL" are Mr. Sunil Handa, Mr. Baldev Raj Handa, Mrs Divya Deepti Handa, Mr. (Justice) B.J.Divan, Mr. Rajiv Mehta and Mr. (Dr.) Bimal Patel.

4.12 "CEL" has confirmed that it 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. Reasons for the Offer and Future Plans

5.1 The offer has been made pursuant to regulation 10 & 12 of SEBI (SAST) Regulations, 1997 and other provisions of Chapter III of the Regulations.

5.2 The main object of the offer is to acquire substantial acquisition of shares /voting rights accompanied with the change of control and management of the company.

5.3 CEL is presently engaged in the activity of trading in Commodities. The Acquirers along with PACs propose to continue with the existing activity of the Target Company in future. Mr. Zaverilal V. Mandalia, Mr. Chandresh Z. Mandalia, Mr. Vipul Z. Mandalia, Mr. Kishor P. Mandalia and Mr. Bharat P. Mandalia, Acquirers have considerable experience in the trading of bullion for last several years. Acquirers are confident of utilizing their experience to enhance the business of the Target Company and hence taking control over the Target company will be more beneficial and in the interest of the company and its shareholders.

5.4 The Acquirers do not have any plans to dispose off or otherwise encumber any assets of the Company in the succeeding two years from the date of the closure of the offer, except in the ordinary course of business with the prior approval of the shareholders of the Company.

6. Statutory/Other Approvals Required for the Offer

6.1 The Offer is subject to the receipt of approval, if any, of RBI under the Foreign Exchange Management Act, 1999 (FEMA) for the acquisition of equity shares by "The Acquirers" from the Non-Resident shareholders under the Offer. In case acceptances from Non Residents, then the acquirers shall make requisite application to the RBI after closure of the offer.

6.2 Barring unforeseen circumstances, the Acquirers would endeavour to obtain all the approvals within 15 days from the date of closure of the offer. In case of delay in receipt of any statutory approval, if any, SEBI has power to grant extension of time to the "Acquirers" for the payment of the consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(12) of "SEBI (SAST) Regulations, 1997". If the delay occurs due to willful default of the "Acquirers" in obtaining the requisite approval, if any, Regulation 22(13) will become applicable under which amount lying in the escrow account shall be liable to be forfeited apart from the penalty as provided in the regulations.

6.3 No Approval from any Banks/ Financial Institutions is required for the purpose of this offer, to the best of the knowledge of the "Acquirers".

7. Delisting Option to the Acquirers

The Open Offer will not result in public shareholding being reduced to less than a level below the limit specified in the Listing Agreement with the stock exchanges for the purpose of listing on continuous basis.

8. Financial Arrangements

8.1 The maximum purchase consideration payable by the Acquirers in case of full acceptance of offer i.e. 27,24,711 fully paid up equity shares is Rs. 2,72,47,110 /- (Rupees Two Crores Seventy Two Lakhs, Forty Seven Thousand One Hundred and Ten only) at a price of Rs.10.00 per equity share (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

8.2 In accordance with Regulation 28 of SEBI (SAST) Regulations, the "Acquirers" have created an Escrow Account in the form of a Fixed Deposit for Rs. 68,12,000/- (Rupees Sixty Eight Lakhs Twelve Thousand Only) being more than 25% of the total consideration payable under the Offer in the name and style of **"CEL - Open Offer - Escrow Account"** with HDFC Bank Limited at its branch office at "HDFC House", 1st Floor, Near Jain Derasar, Navrangpura, Ahmedabad-380009 and a lien has been marked on the said Escrow Account in favour of Vivro Financial Services Pvt. Ltd., Manager to the Offer.

8.3 "The Acquirers" have adequate financial resources to meet the financial requirements of the Offer. The Acquirers have made firm financial arrangements in terms of Regulation 16 (xiv) for the resources required to complete the offer in terms of the Regulations. No borrowings from Banks/ Financial Institutions are being made for the purpose. The funds to be utilized shall be domestic and not any foreign funds.

8.4 Mr. Jaydev V. Karani, Chartered Accountant having office at 407-408, Sanmukh Complex, B/h Navrangpura P.O. Ahmedabad-380009 (Membership No: 033297) has certified from the verifiable means vide his certificate dated 5th March, 2009 that sufficient financial resources are available with the "Acquirers" to meet their obligation under the Offer.

8.5 Based on the above certificate, Manager to the Offer, Vivro Financial Services Pvt. Ltd. is satisfied with the arrangements for funds to fulfill the obligations under the Offer.

9. Other Terms of the Offer

9.1 This is not a conditional offer and there is no stipulation as to the minimum level of acceptance.

9.2 The Letter of Offer ("LOO") together with the Form of Acceptance cum Acknowledgement ("FOA") and Form of Withdrawal("FOW") and Transfer Deed(for shareholders holding equity shares in the physical form) will be mailed to those shareholders of "CEL" (except Acquirers,PACs and the **"Sellers"** under the SPA as stated in Para 1.2 hereinabove) whose names appear on the register of members of "CEL" and to the Beneficial Owners of the equity shares of CEL whose names appear as beneficiaries on the records of the respective Depositories at the closure of business hours on 27th March 2009 (the "Specified Date").

9.3 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.

9.4 The Acquirers can revise the price upwards up to 7 working days prior to the date of closure of the offer i.e. 12th May 2009 and revision, if any, in the offer price would appear in the same newspaper where the original Public Announcement was published and same price would be paid to all the shareholders who tender their shares in the offer

9.5 The Acquirers have appointed Link Intime India Private Limited as Registrar to the Offer. Shareholders who are holding shares in physical form (i.e. share certificates) and wish to tender their shares may send the Form of Acceptance cum Acknowledgement together with the Original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer at the following address in an envelope subscribing the same with **LIIPL- CEL- ESCROW ACCOUNT** either by hand delivery during normal business hours Monday to Friday 11.00 a.m. to 4.00 p.m. (excluding Bank Holidays) or by Registered Post on or before the closure of the offer i.e. 21st May, 2009 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement.

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person / e-mail ID	Telephone No. / Fax No.	Mode of Delivery
1.	Bhandup, Mumbai	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup, Mumbai - 400078.	Mr. Nilesh Chalke cel-offer@link intime.co.in	Tel : 022-25960320 Fax: 022-25960329	Hand delivery/ Registered Post
2.	Ahmedabad	Link Intime India Pvt. Ltd. 211, Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad-560 011.	Mr. Hitesh Patel	Tel: 079-26465179 Fax : 079-26465179	Hand delivery only
3.	Fort, Mumbai	Link Intime India Pvt. Ltd. 203, Davar House, Next to Central Camera D N Road, Fort, Mumbai - 400 001.	Mr. Vivek Limaye	Tel : 022-22694127	Hand delivery

9.6 The Registrar to the Offer has opened a Special Depository Account with Stock Holding Corporation of India Ltd. (Registered with NSDL). Beneficial owners and Shareholders holding shares in the dematerialized form will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the offer as mentioned in para 9.5 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 LIIPL- CEL- ESCROW ACCOUNT and filled in with the details given below:

DP Name	Stock Holding Corporation Of India Ltd.
A/c Title	LIIPL CEL ESCROW ACCOUNT
DP Id Number	IN301330
Client ID Number	20663791
ISIN	INE218C01016
Depository	NSDL
Market	"Off Market"

9.7 All owners of shares registered or unregistered (except the Acquirers, PACs and parties to the SPA) who own the shares at any time prior to the closure of the offer are eligible to participate in the offer. Unregistered owners/ shareholders who have not received Letter of Offer can send their application in writing, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered to, Distinctive Numbers, Folio No., together with documents stated at para 9.5 above so as to reach the Registrar to the Offer on or before 21st May, 2009 i.e. before the closing date. In case of unregistered owners, the same should be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

9.8 In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, 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, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e.21st May, 2009. Such shareholders may also download the Form of Acceptance Cum Acknowledgement from the website of SEBI i.e. http://www.sebi.gov.in which will be made available from the date of opening of the Offer.

9.9 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the closure of the Offer, else the application would be rejected. **Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") have to use inter- Depository slip for the purpose of crediting their equity shares in favour of the special depository account with NSDL**

9.10 The Registrar to the Offer will hold in trust the shares, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of CEL, who have accepted the offer, until the cheques / drafts for the consideration and / or the unaccepted shares/ share certificates are dispatched/ returned.

9.11 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 as appearing in the Register of Members of "CEL".

9.12 Shares, if any, that are subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions / orders regarding these shares are not received together with the shares tendered under the offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

9.13 In case the shares tendered in the Open Offer are more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept all valid application received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking due care to ensure that the basis of acceptance, is decided in a fair and equitable manner and does not result in non-marketable lots.

9.14 Applications which are complete in all respects and which reach to the Registrar to the offer on or before the date of closure of the offer i.e. 21st May, 2009 would be approved and accepted by the Acquirers. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the share holders by registered/ Speed Post at the shareholder's sole risk. In case of joint holder(s) the Cheque/ Demand Draft will be drawn in the name of the First Holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

9.15 The payment consideration for the applications so accepted in the offer, if any to the beneficiary account with Depository Participants shall be given within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by ECS,(Electronic Clearing Services) Direct Credit ("DC"), or Crossed Account [Payee Cheques/Pay orders/ Demand Drafts, National Electronic Funds Transfer("NEFT") and Real Time Gross Settlement (RTGS)

9.16 In accordance with Regulation 22 (5) (A) of "SEBI (SAST) Regulations, 1997", shareholders who have tendered requisite documents in terms of Public Announcement and Letter of Offer shall have the option to withdraw acceptance tendered up to 3 working days prior to the offer closing date. The withdrawal option can be exercised by submitting the form of withdrawal (separately enclosed with the Letter of Offer which will be mailed to the shareholders of "CEL" as on the Specified Date being 27th March 2009) together with copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details:

- Name, Address, Distinctive No., Folio No., No: of shares tendered / withdrawn

In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above.

10 Schedule of Activities pertaining to the Offer:

ACTIVITY	DATE	DAY
Specified Date (for the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent	27/03/2009	Friday
Last Date for Competitive Bid	09/04/2009	Thursday
Day by which Letter of Offer to be Posted to the Shareholders	24/04/2009	Friday
Date of Opening of the Offer	02/05/2009	Saturday
Last Date for Revising the Offer price/No. of Shares	12/05/2009	Tuesday
Last Date up to which the Shareholders may withdraw	18/05/2009	Monday
Date of Closure of the Offer	21/05/2009	Thursday
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	05/06/2009	Friday

11. General

11.1 **Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of the closure of the offer i.e. 18th May, 2009 by filling the Withdrawal Form attached herewith. The Withdrawal Form is also available SEBI website (www.sebi.gov.in)**

11.2 The withdrawal of shares will be available only for the share certificates/shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

11.3 The Acquirers can revise the price upwards upto 7 working days prior to the date of closure of the offer i.e.12th May, 2009, and revision, if any, in the offer price would appear in the same newspapers in which this PA has appeared and same price would be paid to all the shareholders who tender their shares in the offer.

11.4 Pursuant to Regulation 13 of the Regulations, The Acquirers have appointed Vivro Financial Services Private Limited as Manager to the Open Offer and the Manager to the Offer issues this Public Announcement on behalf of the Acquirers. The Acquires have appointed Link Intime (India) Pvt. Ltd. as the Registrar to the Offer.

11.5 **If there is competitive bid:**

- **The public offer under all the subsisting bids shall close on the same date.**
- **As the offer price cannot be revised during 7 working days prior to the closing date of the offers/ bids, it would be therefore, in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender acceptance accordingly.**

11.6 The Acquirers, PAC's, the Sellers and CEL have not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of SEBI Act, 1992, as amended or any other regulation made under the SEBI Act.

11.7 The Acquirers and PACs severally and jointly accept full responsibility for the information contained in this PA and also for the fulfillment of obligations of the Acquirers as laid down in SEBI Takeover Regulations and subsequent amendments made thereto.

11.8 For further details please refer to the Letter of Offer and the Form of Acceptance cum Acknowledgement. This Public Announcement and the Letter of Offer together with Form of Acceptance cum Acknowledgement would also be available on SEBI's website at http://www.sebi.gov.in/ Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgement from the said website from the Offer Opening Date, 2nd May, 2009, and apply in the same.

VIVRO

Issued by: Manager to the Offer
Vivro Financial Services Private Limited
"Vivro House", 11, Shashi Colony,
Opp. Suvidha Shopping Centre, Paldi, Ahmedabad - 380 007.
Tel.: (079) 26650670, 26650671, 26650672, Fax: (079) 26650570
Email: investors@vivro.net
Contact Person: Mr. Jayesh Vithlani

On behalf of the Acquirers and PACs

Mr. Zaverilal V. Mandalia, Mr. Chandresh Z. Mandalia, Mr. Vipul Z. Mandalia all residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006; Mr. Kishor P. Mandalia, Mr. Bharat P. Mandalia and Mrs. Daksha B. Mandalia all residing at 12-A, Ashwamegh Part III, 132Ft Ring Road, Satellite, Ahmedabad-380015; Mrs. Savitri D. Pawani residing at AFGA Colony, Row House No: 122, Rajendra Prasad Road, Mulund (W), Mumbai-400080; Mrs. Bharati A. Pawani residing at Tulsi Bhuvan, 2nd Floor, R H B Road, Mulund (W), Mumbai-400080 (Acquirers); Mrs. Prafulla Z. Mandalia, Mrs. Fenny C. Mandalia residing at Ambasadan, Panchvati 2nd Lane, Ambawadi, Ahmedabad-380006; Mrs. Aruna K. Mandalia residing at 12-A, Ashwamegh Part III, 132 Ft Ring Road, Satellite, Ahmedabad-380015. (PACs)

Place: Ahmedabad **March 20, 2009**