PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF
FEM CARE PHARMA LIMITED

(Registered Office: Plot no. D-55, MIDC, Additional Industrial Area, Ambad, Nasik-422010)

This Public Announcement (the "PA") is being issued by Ambit Corporate Finance Private Limited ("Manager to the Offer"/"Ambit"), to the equity shareholders of Fem Care Pharma Limited on behalf of Dabur India Limited ("DIL") (hereinafter referred to as the "Acquirer") pursuant to and in compliance with Regulations 10, 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto till the date of this PA (the "SEBI Takeover Code").

The Offer and its background

1. This open offer (the "Offer") is being made by the Acquirer to the equity shareholders of Fem Care Pharma Limited ("FPL" or the "Target Company"). There is no person acting in concert with the Acquirer for the purpose of 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 with the Acquirer. However, such persons are not persons acting in concert for the purposes of this Offer.
2. On November 21, 2008, the Acquirer has entered into a Share Purchase Agreement (the "Share Purchase Agreement") for acquisition of 25,46,596 equity shares of the Target Company (the "Sale Shares") from certain existing shareholders of the Target Company (the "Sellers"). The Sale Shares include 20,25,296 equity shares currently issued and 5,21,300 equity shares of the Target Company (the "Merger Shares"), which would be issued to some of the Sellers pursuant to the scheme of amalgamation between the Target Company and Mirasu Marketing Limited (previously a 60% subsidiary of the Target Company), approved by the Hon'ble Bombay High Court, vide order dated July 7, 2008.

Details of the proposed acquisition under the SPA are as follows:

Sr. No.	Name of the Sellers	Shares held as on the date of SPA	Number of Merger Shares expected to be allotted after the date of the SPA	Total Shares proposed to be sold under the SPA
1	Mr. Sunil Hari Pophale* ("Seller 1")	11,25,696 *	3,12,000	14,37,696
2	Ms. Sunita Ajay Ramnathkar ("Seller 2")	7,49,484	2,08,000	9,57,484
3	Mr. Ajay Motilal Ramnathkar	24,200	260	24,460
4	Ms. Meena Sunil Pophale	33,000	650	33,650
5	Ms. Sonal Ajay Ramnathkar	55,818	195	56,013
6	Ms. Sudha Hari Pophale	26,218	-	26,218
7	Ms. Sujata Pratap Achrekar	6,580	-	6,580
8	Ms. Tejal Ajay Ramnathkar	4,300	195	4,495
	Total existing holding of the Sellers	**20,25,296**		
	Total Merger Shares		**5,21,300**	
	Total Sale Shares			**25,46,596**

* Includes 4,662 shares held by Sunil Hari Pophale HUF

The purchase price for the Sale Shares is Rs 800 per Sale Share, payable in cash. The gross purchase consideration for the Sale Shares works out to Rs. 203,72,76,800 (the "Gross Purchase Consideration"). The Sellers constitute the present Promoter Group of the Target Company and their combined existing holding of 20,25,296 Shares constitutes 67.33% of the present paid up equity and voting capital of the Target Company consisting of 30,08,100 equity shares of Rs. 10 face value. After the allotment of the Merger Shares the issued and voting equity share capital of FPL will consist of 35,29,400 equity shares (the "Fully Expanded Voting Equity Capital"). In the subsequent sections the words "Share" or "Shares" refer to the fully paid up equity shares having face value of Rs. 10 each of the Target Company, including the Merger Shares. Currently there are no locked-in Shares, however, out of the 5,21,300 Merger Shares, 1,30,326 Shares (the "Locked-In Shares") would be locked-in for a period of three years from the date of listing of the Merger Shares. The Sale Shares constitute 72.15% of the Fully Expanded Voting Equity Capital.

3. Summary of the key terms of the SPA and associated Escrow Agreement, are as follows:
Capitalised terms not defined in the summary are the same as defined in the Share Purchase Agreement.
   - The Sale Shares which have been issued as on date of the SPA, have been transferred to the respective demat accounts of the Sellers with HDFC Bank Ltd, which would act as the escrow agent for the transaction contemplated under the SPA (the "SPA Escrow Agent"). The consideration in respect of these Sale Shares has been deposited by the Acquirer with the SPA Escrow Agent. Upon issuance, the Merger Shares would be transferred to the respective demat accounts of the Sellers with the SPA Escrow Agent and the balance purchase consideration would be deposited by the Acquirer with the SPA Escrow Agent.
   - Seller 1 & Seller 2 shall procure that the Target Company shall allot the Merger Shares and procure all relevant approvals for listing of the Merger Shares. They shall also take all steps to obtain relevant approvals to sell the Locked-In Shares as part of the Sale Shares, provided upon transfer subject to applicable approvals, the residual lock-in on the Locked-In Shares would continue in the hands of the Acquirer. If due to any reason:
     - Merger Shares are not allotted by the Target Company, as on the Completion Date, then the Acquirer may choose to complete the transaction excluding the Merger Shares.
     - The approvals related to transfer of the Locked-In Shares are not obtained by Seller 1 & Seller 2 within stipulated time, the Locked-In Shares would be excluded from the Sale Shares
     - The transfer of the Merger Shares is delayed such that the Acquirer can no longer acquire the Merger Shares, or any part thereof, without making another open offer under the SEBI Takeover Code then, the Acquirer shall no longer be under any obligation to purchase such Merger Shares.

     In the above events, the number of Sale Shares (as well as the Gross Purchase Consideration) would accordingly be reduced and residual shareholding, if any of the Sellers will be classified as non promoter shareholding, post the Completion Date.
   - Seller 1 & Seller 2 have agreed to undertake and cause the Target Company to undertake, inter alia, the following transactions, subject to necessary approvals:
     - Upon the terms and subject to the conditions to be set forth in the Business Transfer Agreement (the "BTA"), the Target Company will sell its division which manufactures & sells specialty chemicals including related assets, liabilities, agreements, personnel, etc ("Specialty Division") and Mr. Sunil Hari Pophale (one of the Sellers) or his nominee shall buy the Specialty Division on an 'as is where is' basis on the Completion Date, for an aggregate sum of Rs. 1,084.50 lacs or the fair market value as determined by an independent valuer, whichever is higher.
     - Upon the terms and subject to the conditions set forth in the Mumbai flat sale agreement (the "Mumbai Flat Sale Agreement"), the Target Company will sell a residential property admeasuring 1,330 sq. ft. carpet area (approximately), located at Flat No. 12, Maison Belvedere, Maharishi Karve Road, Mumbai 400 020 to Mr. Sunil Hari Pophale (one of the Sellers) or his nominee, on the Completion Date, for an aggregate sum of Rs. 300 lacs.
     - Transfer 25% of the ordinary voting shares of total face value held in a US company (Fem Mitchell Group USA LLC) by Jaquline Inc., USA (a wholly owned subsidiary of the Target Company) in favour of Mr. Sunil Hari Pophale and Ms. Sunita Ajay Ramnathkar, in equal proportion, for a sum of USD 10,00,000 (the "Fem Mitchell Sale Consideration") in accordance with the proposed Fem Mitchell Shares Sale Agreement on 'as is where is' basis and to cause repayment of the loan amount granted by Jaquline Inc., USA to Fem Mitchell Group USA LLC of USD 5,00,000.

     The drafts of agreements for each of the above transactions are agreed and form annexures to the SPA.
   - The SPA Escrow Agent shall make the following payments / retentions out of the purchase consideration deposited with it:
     - Payments to the Target Company towards consideration under the BTA, Mumbai Flat Sale Agreement and settlement of loans given to some of the Sellers and to Specialty Division aggregating to Rs. 1,652.53 lacs.
     - An amount of Rs. 890 lacs would be retained for reimbursement to the Target Company in the event of any liability arising out of Final Settlement of proceedings in respect of certain excise duty related claims / show cause notices (the "Excise Retention Amount"). Based on the Final Settlement, Excise Retention Amount would be released to the Target Company or to Mr. Sunil Hari Pophale.
     - An amount of Rs.750 lacs (equivalent to US Dollar 15,00,000) shall be retained in relation to the Fem Mitchell Sale Consideration and repayment of loan given by Jaquline Inc to Fem Mitchell Group USA LLC. The said amount would be released, upon repayment of the loans in full and receipt by Jaquline Inc. of the Fem Mitchell Sale Consideration, to Mr. Sunil Hari Pophale and Ms. Sunita Ajay Ramnathkar.
     - Remaining amount, after payment of fees to advisors of Sellers, shall be distributed to the Sellers in appropriate proportion. (the "Net Disbursement")

     The SPA Escrow Agent will pay interest on the purchase consideration deposited with it. Interest in respect of the Net Disbursement made to the Sellers would accrue to the Sellers. Interest on amounts payable to Target Company and retained amounts will accrue to the Target Company, except the retention in respect of the excise matter where the interest will accrue to Mr. Sunil Hari Pophale (one of the Sellers).
   - Acquirer may at its sole discretion elect to deposit the entire consideration payable in relation to the Offer under the SEBI Takeover Code and appoint one nominee as a Director of FPL in accordance with Regulation 22(7) of the SEBI Takeover Code. If the Acquirer does not appoint a Director in this manner, then it, may at its option, subject to applicable laws, require the Sellers to cause FPL to permit a representative of the Acquirer to attend all meetings of the Board and all meetings of the board of directors of the Subsidiaries and all committees of the Board in a non-voting, observer capacity.
   - At the request of the Acquirer, Seller 1 & Seller 2 shall cause the Target Company to appoint a consultant identified by the Acquirer to review the operations (including examination of records) and business practices of the Target Company and any recommendations made by such consultant shall be assessed by the Target Company.
   - The Target Company shall take all steps to assign the trademark "BARCODE" in favour of Seller 1 & Seller 2 and they have agreed for restricted use of the same. They shall cause the Target Company to take steps for the recordal of title of the brand name "Bambi" in favour of the Target Company for certain product categories.
   - The Sellers have agreed to certain non compete and non solicitation undertakings, which would be valid for a period of five years from the Completion Date. No separate consideration is payable by the Acquirer in this respect.
   - The Parties shall use reasonable efforts to transfer the Sale Shares and consideration thereof, in accordance with the SEBI Block Trade Guidelines, on the floor of the BSE, failing which the transaction will be done 'off market'.
   - The Sellers have agreed to exercise their voting rights to vote on resolution(s) to ensure that the Target Company and its Subsidiaries do not engage in certain actions without the prior written consent of the Acquirer. These, *inter-alia*, include change of the articles and memorandum of association of the Target Company; declaration of dividends; issuance of securities; disposing of or encumbering any assets; incurring capital expenditure; raising debt above an agreed value; constituting change in the Board of Directors except as previously agreed upon.
   - There are certain covenants, representations and warranties of the Sellers and the Acquirer which are intended to protect the rights of the concerned Parties.
   - SPA is liable to be terminated by either the Acquirer or Seller 1 & Seller 2 if the conditions precedent to completion, including completion of the Acquirer's obligations under the SEBI Takeover Code, are not met within six months from the date of SPA. The principal transaction is subject to the following approvals: the Target Company's Board and shareholders (if required) resolution for the issue & allotment of the Merger Shares, for the execution of the BTA and the Mumbai Flat Sale Agreement; Jaquline's Board and shareholders (if required) resolution for execution and performance of the Fem Mitchell Shares Sale Agreement; No-objection from the Corporation Bank and Standard Chartered Bank in relation to the Transaction; the RBI approval in relation to the transfer of the Fem Mitchell Shares; Approval for the Transaction from the relevant authority in relation to the deferred sales tax scheme being availed of by the Target Company; Approval for the Transaction from the relevant authority in relation to the octroi incentives being availed of by the Target Company; and Approvals from any Governmental Authority that has leased or allotted or transferred any land to the Target Company, to the extent that such approvals are required for consummating the Transaction.
   - Simultaneous with the SPA, the Target Company has also executed a technology transfer agreement (the "Technology Transfer Agreement") with Aqua In Process, a sole proprietorship of Mr. Ajay M. Ramnathkar (one of the Sellers), to cause the vesting of the essential formulae and Technical Know-How relating to the manufacturing of liquid soaps, with the Target Company, for an aggregate sum of Rs. 1,000. The Target Company, through an addendum, has also amended certain terms of agreement dated August 16, 2006 with Aqua In Process.
4. Other than as stated above, the Acquirer has neither acquired nor has been allotted any equity shares of the Target Company in the last 12 months. As on the date of this PA, the Acquirer does not hold any Shares of the Target Company. The Manager to the Offer does not hold any Shares in the Target Company, as on the date of this PA.
5. The above acquisition by Acquirer would lead to a change of control of FPL. The Acquirer is making the Offer in terms of, among others, Regulations 10 and 12 of the SEBI Takeover Code.
6. The Offer is for acquisition of 7,05,880 Shares ("Offer Size") from the existing shareholders of FPL (other than the Sellers) representing 20% of the Fully Expanded Voting Equity Capital of FPL at a price of Rs. 800 per fully paid up equity share (Rupees Eight Hundred only), payable in cash (the "Offer Price"). This Offer is not subject to any minimum level of acceptance.

Offer Price:

7. The Shares are listed on The Bombay Stock Exchange Limited ("BSE"). Based on the information available, the Shares are frequently traded on the BSE and consequently, the Offer Price of Rs. 800 per equity share of FPL is justified in terms of Regulation 20 (4) of the SEBI Takeover Code, in view of the following:

i.	Proposed Sale Price payable for Sale Shares	:	Rs. 800 per Share
ii.	Highest price paid by the Acquirer for acquisition of Shares during the 26 weeks period preceding the date of the PA	:	Not applicable
iii.	The average of the weekly high and low of the closing prices of Shares on BSE during the 26 weeks preceding the date of the PA^	:	Rs.342.06
iv.	The average of the daily high and low prices of Shares during the 2 weeks preceding the date of the PA^	:	Rs.630

^ Source: www.bseindia.com

The Offer Price of Rs. 800 is the highest of i, ii, iii and iv above, as required under the SEBI Takeover Code.

8. If the Acquirer acquires any Shares after the date of this PA and up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

Information about the Acquirer

9. Dabur India Limited (www.dabur.com) is one of the leading consumer goods company in India. DIL is presently engaged in the manufacture of ayurvedic medicines, personal care products, health care products, home care products and food products covering a wide range of brands. DIL has 4 strategic business units - Consumer Care Division, International Business Division, Consumer Healthcare Division and Retail Division. DIL, directly or through subsidiaries, has manufacturing facilities in eight States / union territories of India and in seven other countries - Bangladesh, Nepal, Dubai, Sharjah, Ras-Al-Kheima, Egypt & Nigeria. Major markets of DIL include India, Nepal, Bangladesh, Middle East & North Africa, USA and UK.
10. In 1884, Late Dr. S.K. Burman had established a proprietary firm for the manufacture of chemicals and ayurvedic drugs. Subsequently on November 19, 1930 a private limited company was incorporated in the name and style of Dabur (Dr. S.K. Burman) Pvt. Ltd. ("DPL") which took over the business of the proprietary firm. On September 16, 1975 a company in the name and style of Vishal Chemicals (India) Limited ("VCIL") was incorporated and the management was taken over by DPL. The name of VCIL was changed to Vidogum & Chemicals Limited ("VCL") in 1981. In 1986, DPL was merged with VCL and the name was changed to Dabur India Limited ("DIL") and a fresh Certificate of incorporation was obtained on October 13, 1986.
11. The pharmaceutical division of DIL was demerged from the existing entity with the appointed date being April 1, 2003. In September 2006, the High Courts of Delhi and Mumbai approved the merger of the three companies - Balsara Hygiene Products Limited, Balsara Home Products Ltd and Besta Cosmetics Ltd with DIL with effect from April 1, 2006. Subsequently, in March 2008, Dabur Foods Limited, a wholly owned subsidiary of DIL, was amalgamated with DIL, with effect from April 1, 2007.
12. The registered office of DIL is situated at 8/3, Asaf Ali Road, New Delhi-110002 (Tel: +91 11 23253488, Fax: +91 23222051) and the corporate office is situated at Dabur Tower, Kaushambi, Sahibabad, Ghaziabad-201 010, Uttar Pradesh (Tel: +91 120 3982000 / 3001000 Fax: +91 120 4374935).
13. DIL is promoted by Mr. A C Burman, Mr. V C Burman, Mrs. Asha Burman, Mr. Pradip Burman and Mr. Siddharth Burman and is controlled by companies promoted and controlled by them and their family members.
14. The Board of Directors of DIL comprises Dr. Anand Burman, Mr. Amit Burman, Mr. Pradip Burman, Mr. Mohit Burman, Mr. P. D. Narang, Mr. Sunil Duggal, Mr. R. C. Bhargava, Mr. P. N. Vijay, Dr. S. Narayan, Mr. Albert Wiseman Paterson and Mr. Analjit Singh.
15. Presently, the issued and subscribed equity share capital of DIL consists of 86,50,76,249 equity shares of Re. 1 each aggregating Rs. 8,650.76 lacs. DIL has issued 10,53,276 equity shares during the last six months to employees of DIL and its subsidiaries under the Employee Stock Option Scheme.
16. The shares of DIL are listed on BSE and The National Stock Exchange of India Limited ("NSE"). The closing price of DIL equity share on BSE was Rs.80.60 and on NSE was Rs.80.70, on November 25, 2008.
17. As on September 30, 2008, 70.73% of the equity share capital of DIL was held by the promoter and promoter group of DIL, 22.09% was held by Institutional shareholders, 6.08% was held by individual public shareholders (including employees) and the remaining was held by other public shareholders.
18. As per the consolidated audited accounts for the year ended March 31, 2008, DIL recorded total income of Rs. 239,507.68 lacs, (Rs. 2,25,963.01 lacs for the previous financial year ended March 31, 2007). The net profit after minority interest for the same period was Rs. 33,392.20 lacs (Rs. 28,304.46 lacs for the previous financial year ended March 31, 2007). The paid up equity share capital as on March 31, 2008 is Rs. 8,640.23 lacs (Rs. 8,628.84 lacs for the previous financial year ended March 31, 2007). The total networth as on March 31, 2008 is Rs. 60,362.26 lacs, (Rs. 45,974.80 lacs for the previous financial year ended March 31, 2007). The earnings per share for the year ended March 31, 2008 is Rs. 3.86 (Rs. 3.28 for the previous financial year ended March 31, 2007) and return on networth for the year ended March 31, 2008 is 55.32% (61.57% for the previous financial year ended March 31, 2007). Book value per equity share is Rs. 6.99 (Rs. 5.33 for the previous financial year ended March 31, 2007). The price to earnings was 20.86 (based on the closing price on BSE on November 25, 2008).
19. Based on the periodic quarterly disclosures to the stock exchanges, DIL has recorded consolidated total income of Rs. 1,32,160 lacs and net profit after minority interest of Rs. 17,846 lacs for the six months period ended on September 30, 2008.

Information about the Target Company
(The information under this section has been sourced from FPL and from public sources)

20. FPL was originally incorporated as Fem Care Pharma Private Limited on September 3, 1986. Prior to the formation, the business was conducted as a partnership firm since 1982. Subsequently, it was converted to a public company on April 20, 1993 and the name was changed to its current name. The registered office of FPL is situated at Plot no. D-55, MIDC, Additional Industrial Area, Ambad, Nasik - 422010 (Tel: +91 253 6623222, Fax: +91 22 2383146). The Corporate Office of FPL is situated at A/63-65 Mittal Tower, Nariman Point, Mumbai – 400 021 (Tel: +91 22 6637 4444, Fax: +91 22 6637 4400).
21. FPL has three divisions i.e consumer products, pharmaceutical formulations and specialty chemicals. In the consumer products, FPL manufactures products such as cream bleaches, hair removing cream and liquid hand soaps which are marketed under its flagship brand "FEM". FPL also markets fabric care products under the brand name "Bambi" and herbal anti- wrinkle cream under the brand "Botanica". In the pharmaceutical category, FPL primarily focuses on dermatology products by manufacturing various aloe vera-based creams, hair oils and other prescription-based products. In the speciality chemicals, FPL manufactures bulk drugs and high value intermediates, which are also exported. FPL has two manufacturing facilities - at Nasik, Maharashtra and one at Baddi, Himachal Pradesh. FPL also exports its products to various countries.
22. FPL has two wholly owned subsidiaries - Jaquline Inc., USA and Fem Organics Limited. Jaquline Inc., USA was incorporated in Delaware, USA on March 21, 2005 and is engaged in the business of marketing consumer & pharmaceutical products and also owns brand name "Jaquline". Fem Organics Limited was incorporated in August 2008 and has not commenced any activity.
23. The Shares are currently listed only on the Bombay Stock Exchange Limited.
24. The present authorised share capital of FPL comprises 70,00,000 Shares aggregating to Rs. 700 lacs and the present subscribed and paid up capital comprises of 30,08,100 Shares aggregating Rs. 300.81 lacs. After allotment of the Merger Shares, the Fully Expanded Voting Equity Capital is expected to be 35,29,400 Shares aggregating Rs. 352.94 lacs. FPL had forfeited 3,100 Shares, which have not been reissued and are not included in the subscribed and paid up capital of FPL. Other than what is stated herein above, as on the date of this PA, to the best of the knowledge of the Acquirer, there are no partly paid-up equity shares or outstanding convertible instruments.
25. The Board of Directors of FPL comprises of Mr. Sunil H. Pophale, Mrs. Sunita A. Ramnathkar, Mr. Dattatraya B. Khade, Mr. Vijay D. Ajgaonkar, Mr. Samaresh Chakrabarti and Mr. Murlidhar N. Chaini.
26. As per the consolidated audited accounts for the year ended March 31, 2008 FPL recorded a total income of Rs. 9,484.53 lacs, (Rs. 8,191.01 lacs for the previous financial year ended March 31, 2007). The net profit after minority interest for the same period was Rs. 801.73 lacs (Rs. 1,015.13 lacs for the previous financial year ended March 31, 2007). The paid up equity share capital as on March 31, 2008 is Rs. 300.96 lacs and Rs.52.13 lacs as share capital suspense account (in terms of merger of Mirasu Marketing Limited with FPL) (Rs. 300.96 lacs for the previous financial year ended March 31, 2007). The total networth as on March 31, 2008 is Rs. 2,833.69 lacs including Rs.52.13 lacs of share capital suspense account, (Rs. 2,247.30 lacs for the previous financial year ended March 31, 2007). The basic and diluted earnings per share for the year ended March 31, 2008 is Rs. 22.72 (Rs. 33.75 for the previous financial year ended March 31, 2007) and return on networth for the year ended March 31, 2008 is 28.29% (45.17% for the previous financial year ended March 31, 2007). Book value per equity share is Rs. 80.29 based on the networth including share capital suspense account) (Rs. 74.71 for the previous financial year ended March 31, 2007). The price to earnings was 30.33 (based on the closing price on BSE on November 25, 2008).
27. Based on the periodic quarterly disclosures to the stock exchanges, FPL, on a standalone basis, has recorded total income of Rs. 5,444.73 lacs for the six months ended on September 30, 2008. The net profit, on a standalone basis, for FPL for the same period was Rs. 1,083.35 lacs.
28. The Acquirer does not have any representation on the Board of Directors of the Target Company, as on the date of this PA.

Reasons for the Acquisition and Future Plans about Target Company

29. The Offer is being made in compliance with Regulations 10, 12 and other applicable provisions of the SEBI Takeover Code, for the purpose of substantial acquisition of Shares and voting rights, as disclosed earlier, accompanied with change in control and management of the Target Company and its subsidiaries, thereby enabling the Acquirer to exercise control over the Target Company inter-alia, through the right to appoint directors or through control over management or policy decisions, by virtue of their shareholding. The Acquirer will seek reconstitution of the Board of Directors of the Target Company and its subsidiaries, in accordance with the provisions contained in the SEBI Takeover Code and the Companies Act, 1956. The Acquirer may also consider changing the name of the Target Company and its subsidiaries at a later date.
30. The Acquirer proposes to strengthen the Target Company's position in the industry through various strategies and proposes to utilize its pool of experienced professionals who would contribute to the strategic decision making of the Target Company besides extending / arranging financial support as and when required.
31. The Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business and except to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities, business or otherwise of the Target Company, which will be done subject to receipt of statutory approvals wherever necessary. Further, subject to the requisite approvals, the Acquirer may evaluate options regarding disposal of any surplus assets. The Acquirer reserves the right to streamline / restructure the operations, assets, liabilities and / or businesses of the Target Company through arrangement / reconstruction, restructuring, merger (including but not limited to merger with itself) / demerger / delisting of the Target Company Shares from BSE / sale of assets or undertakings, at a later date. Such decisions will be taken by the Board of Directors of the Target Company, in accordance with the business requirements and in line with opportunities or changes in the economic scenario, from time to time. The Acquirer will evaluate & consider such proposals, if appropriate.
32. DIL is engaged in a line of business that is similar to that of the Target Company. As such no conflict is foreseen with the activities of the Target Company since the segments catered by the FPL and DIL are different though on a broader level they cater to the consumer goods segment. The Target Company operates through three divisions - consumer products, pharmaceuticals and specialty chemicals. The acquisition of FPL will bring synergies and expand the product portfolio of DIL.
33. Except in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company.

Statutory and Other Approvals required for this Offer

34. The Offer is also subject to the approval from Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA") for acquisition of equity shares by the Acquirer from non-resident persons under the Offer.
35. To the best of knowledge and belief of the Acquirer, as of the date of the PA, other than the above, no statutory approvals are required by them to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. In terms of Regulation 27 of the SEBI Takeover Code, the Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are refused. No approvals are required by the Acquirer from Financial Institutions/Banks for the Offer.
36. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closure of the Offer. It may be noted that if the Acquirer is unable to make payment to the shareholders who have accepted the Offer before the said period of 15 days, due to non-receipt of statutory approvals, the Securities and Exchange Board of India ("SEBI"), if satisfied that the non receipt of the statutory approvals was not due to willful default or negligence on part of the Acquirer, has a power to grant an extension of time to the Acquirer for payment of consideration to shareholders and the Acquirer shall pay interest for the delay, to the shareholders who have accepted the Offer, at such rates as may be specified by SEBI under Regulation 22(12) of the SEBI Takeover Code. Further, if the delay occurs due to willful default of the Acquirer in obtaining the requisite statutory approvals, Regulation 22(13) of the SEBI Takeover Code shall be applicable.

Disclosure in terms of Regulation 21 of the SEBI Takeover Code

37. In the event the public shareholding is found to be reduced below the minimum level required as per the listing agreement entered into by the Target Company with the stock exchange on which its shares are listed (the "Listing Agreement"), as a result of acquisition of Shares under (i) the Share Purchase Agreement; and/or (ii) acquisition of shares from open market from persons other than parties to the Share Purchase Agreement, if any; and/or (iii) the Offer, the Acquirer shall take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreement, within the time period stipulated therein.

Financial Arrangements

38. The total financial resources required for this Offer, assuming full acceptance at the Offer Price will be Rs. 56,47,04,000 (Rupees Fifty six crores forty seven lacs four thousand only) ("**Maximum Consideration**"). The Acquirer proposes to fund the Offer through internal accruals and has made firm arrangement for the Maximum Consideration. Financial obligations under the Offer would be met through investments made in "Liquid Assets" (i.e investments in fixed deposits and liquid schemes of the various mutual funds). Further, the Acquirer has passed a board resolution that funds equivalent of the Maximum Consideration will always be invested in Liquid Assets and will not be utilized for any other purpose till the completion of its obligation under the Offer.
39. In accordance with Regulation 28 of the SEBI Takeover Code, escrow arrangement has been created by DIL, which consists of the following:
   - A bank guarantee procured by the Acquirer and issued by The Hongkong And Shanghai Banking Corporation Limited ("HSBC") through their branch office at 25, Barakhamba Road, New Delhi-110 001, in favour of the Manager to the Offer, for a sum of Rs. 14,11,76,000/- (Rupees Fourteen Crores Eleven lacs Seventy Six Thousand only) which is equal to the prescribed escrow amount in terms of Regulation 28 of the SEBI Takeover Code. The bank guarantee is valid till March 31, 2009.
   - The Acquirer has also made a fixed deposit of Rs. 56,47,040 (Rupees Fifty Six lacs Forty Seven Thousand and Forty only) with HSBC,3rd Floor, Birla Towers, 25 Barakhamba Road, New Delhi-110001 being equal to 1% of the Maximum Consideration payable under the Offer. The Acquirer has arranged a lien on the fixed deposit in favour of the Manager to the Offer.

   The Manager to the Offer has been authorised to realize the value of the escrow arrangement consisting of the Bank Guarantee and the fixed deposit, in terms of and as per the provisions contained in the SEBI Takeover Code.
40. G. Basu & Co., Chartered Accountants, [Address: Basu House, 3, Chowringhee Approach, Kolkata – 700 072], through Mr. Anil Kumar, Partner, membership number: 9390 (Tel:+91 33 22126253; Fax: +91 33 22127476; Email: gbasuco@rediffmail.com), have certified vide their letter dated November 21, 2008 that DIL has adequate liquid financial resources to fulfill all financial obligations arising out of the acquisition and Offer. Based on this certificate from the auditors, the Manager to the Offer confirms that adequate funds are available with the Acquirer through verifiable means to fulfill their financial obligations under the Offer in full.

Other terms of this Offer

41. The Acquirer will acquire the Shares tendered in the Offer free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
42. The Offer is not conditional on any minimum level of acceptance by the shareholders of the Target Company. During the Offer period, the Acquirer may purchase additional Shares in accordance with the SEBI Takeover Code.
43. A letter of offer (the "Letter of Offer"), specifying the detailed terms and conditions of this Offer, along with a Form of Acceptance-cum-Acknowledgement (the "Form of Acceptance"), will be mailed to all the shareholders of FPL (other than parties to Share Purchase Agreement) whose names appear on the register of members of FPL, and to the beneficial owners of the equity shares of FPL whose names appear on the beneficial records of the respective depositories, at the close of business hours on Friday, December 12, 2008 (the "Specified Date"). All the shareholders (other than parties to Share Purchase Agreement) who own Shares anytime before the Offer Closing Date are eligible to participate in the Offer.
44. Shareholders who are holding Shares in physical form and wish to tender their Shares in the Offer, will be required to send the completed Form of Acceptance, original Share Certificate(s) and transfer form(s) duly signed & witnessed to Sharepro Services (India) Private Limited, acting as the registrar to the Offer (the "Registrar to the Offer"), at any of the collection centres mentioned below, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance so that the same are received on or before the close of business hours on the Offer Closing Date. In case of registered shareholders, non-receipt of the aforesaid documents, but receipt of the original share certificate(s) and transfer form(s) duly signed, the Offer shall be deemed to have been accepted.
45. For shareholders holding Shares in dematerialised form, the Registrar to the Offer has opened a special depository account. Beneficial owners who wish to accept the Offer would be required to transfer the Shares in an off-market mode in favour of the special depository account. Such beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their Shares in the special depository account:

DP Name	Ambit Capital Private Limited
DP ID / Client ID	1204750000003211
Account name	Femcare Pharma Ltd - Open Offer - Operated By Sharepro Services India Pvt. Ltd
Depository	Central Depository Services (India) Limited ("**CDSL**")

Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with CDSL. NSDL and CDSL are collectively referred to as Depositories.

Beneficial owners holding Shares in the dematerialised form who wish to accept the Offer, will be required to send their completed Form of Acceptance to the Registrar to the Offer at any of the collection centres mentioned below so that the same are received before the close of business hours on the Offer Closing Date. The Form of Acceptance should be sent along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode with the above details filled in favour of special depository account mentioned above and duly acknowledged by the DP.

In case of non-receipt of the aforesaid documents, but receipt of the Shares in the special depository account, the Offer shall be deemed to have been accepted. Shareholders holding dematerialised Shares and tendering them in the Offer should ensure the credit of the Shares in favour of the special depository account mentioned above before the close of business hours on the Offer Closing Date.

46. Details of collection centres where Shareholders desirous of tendering acceptances can submit their completed Forms of Acceptance, along with the necessary document, in terms of this PA and Letter of Offer:

	City	Address of Collection Centre	Contact Person	Email Address	Phone No.	Fax	Mode of delivery
1	Mumbai	Sharepro Services (India) Private Limited Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099	Mr. Ganesh Rane	grane_gr@shareproservices.com	022 – 67720300 / 420 /422	022 – 28508927	Hand Delivery & Registered Post
2	Mumbai	Sharepro Services (India) Private Limited 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai – 400021	Mr. Ravi	–	022 – 22825163 / 66134700	022 – 22825484	Hand Delivery
3	New Delhi	Sharepro Services (India) Private Limited C/o. Skystock Financial Services, F-63, 1st Floor, Baghat Singh Market, Near Gol Market, New Delhi - 110001	Mr. Sridhar	sterlingservices20022002@yahoo.com	011 – 65058126	011 - 23341292	Hand Delivery
4	Kolkata	Sharepro Services (India) Private Limited C/o. Skystock Financial Services, 161, Rabindra Sarani Omkar Market, Near Canara Bank, Kolkata – 700007	Mr. Khimraj	krbaral@yahoo.com	033 – 32930032	033 – 32445589	Hand Delivery
5	Ahmedabad	Sharepro Services (India) Private Limited C/o. Skystock Financial Services, S-13/150, Shanti Apartment Vardhaman Towers, Shahstri Nagar, Navrangpura, Ahmedabad - 380013	Mr. Alpesh D Suthar	alpesh.sutar@tatatel.co.in	0265 - 2775420 / 9998735683	0265 - 2337291	Hand Delivery
6	Nashik	Sharepro Services (India) Private Limited C/o. Skystock Financial Services, Vivek Cargo, Shop No. 1, Jagruti apts, Gurudwara Road, Singada Talao, Nasik – 422002	Mr. Raj	comps_tech@yahoo.co.in	9823066475	–	Hand Delivery

Working Hours: Monday to Friday 10 AM to 5 PM, Saturday 10 AM to 2 PM
Holidays: Sundays and Bank Holidays

Shareholders who cannot hand deliver their documents at the collection centres referred to above may send the same by registered post, at their own risk, to the Registrar to the Offer at their office at Sharepro Services (India) Private Limited, Satam Estate, 3rd Floor, above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400 099, and not to any other collection centre so that the same are received before the close of business hours on the Offer Closing Date.

47. In case of non-receipt of the Letter of Offer / Form of Acceptance / Form of Withdrawal eligible Shareholders and unregistered owners (including beneficial owners) may download the same from SEBI's website http://www.sebi.gov.in or obtain a copy of the same by writing to the Registrar to the Offer at the collection centres set out in paragraph above clearly marking the envelope "Fem Care Pharma Limited - Open Offer" by providing suitable documentary evidence of the acquisition of the Shares or make the acceptance on plain paper. In case of acceptance on plain paper:
   - Shareholders holding Shares in physical form should state their name, address, folio number, number of Shares held, distinctive numbers, number of Shares offered, bank particulars along with original Share Certificate(s), duly signed & witnessed transfer form(s).
   - Beneficial owners should state their name, address, DP name, DP ID, beneficiary account number, number of Shares held, number of Shares offered, bank particulars, photocopy of the delivery instructions in "Off-market" mode or a counterfoil of the delivery instructions in "Off-market" mode duly acknowledged by the DP in favour of the special depository account mentioned above, as may be relevant, to the collection centres on or before the close of business on the Offer Closing Date.

   The acceptance should be signed by all the shareholders as per the registration details available with FPL / Depositories and should be sent to the Registrar to the Offer in an envelope clearly marked "Fem Care Pharma Limited - Open Offer ".
48. In case any person has submitted Shares in physical form for dematerialisation and such dematerialisation has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialisation request form acknowledged by the Shareholder's DP. Such Shareholders should ensure that the process of getting the Shares dematerialised is completed well in time so that the credit of the Shares to the special depository account is completed on or before the close of business hours on the Offer Closing Date, failing which such an acceptance would be rejected. A copy of delivery instructions acknowledged by the DP in favour of the special depository account should be forwarded to the collection centre where the Form of Acceptance and other documents were tendered, before the Offer Closing Date.
49. In case any person has lodged Shares for transfer and such transfer has not yet been effected, the concerned person may apply as per the instructions to be contained in the Letter of Offer, together with the acknowledgement of the lodgement of Shares for transfer. Such persons should also instruct FPL and/or its registrar & transfer agents to send the transferred equity share certificate(s) directly to the collection centre located at Sharepro Services (India) Private Limited, Satam Estate, 3rd Floor, above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400 099. The person should ensure that the Share certificate(s) reach the designated collection centre on or before the close of business hours on the Offer Closing Date. No indemnity is required from unregistered equity shareholders.
50. The Acquirer shall purchase the Shares from the shareholders who have validly tendered the Shares under the Offer (i.e. Shares and /or other documents are in order in terms of the Offer) upto a maximum of the Offer Size and remit the consideration in respect thereof within 15 days from the Offer Closing Date, in cash, by Account Payee Cheque/ Demand Draft / Payorder at the shareholders' sole risk. The information as to whether the Shares tendered by them have been accepted (in full or in part) or rejected and the consideration payable would be sent by registered post / speed post. The payment instrument will be drawn in favour of the Sole/First named shareholder in case of joint registered holders / beneficial owners.
51. The Registrar to the Offer will hold in trust the Shares/share certificates, Shares lying in credit of the special depository account, Form of Acceptance and the transfer form(s), if any, on behalf of the Shareholders who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the SEBI Takeover Code.
52. Any Shares that are subject matter of litigation or are held in abeyance due to pending court cases/ attachment order(s) / restriction from other statutory authorities, wherein the shareholder(s) may be precluded from transferring the Shares during pendency of the said litigation are liable to be rejected in case directions/orders of the Court/relevant statutory authority permitting transfer of these Shares are not received together with the Shares tendered under the Offer.
53. While tendering Shares under the Offer, shareholders are requested to give their Permanent Account No. ("PAN") and attach a photo copy of the PAN. The Acquirer also reserves the right to reject such tenders from shareholders, where the details of PAN and a photo copy of the PAN is not submitted.
54. While tendering Shares under the Offer, NRIs/ OCBs/ foreign and other non resident shareholders will be also required to submit the RBI approvals, if any (specific or general) that they would have obtained for acquiring Shares. Further, OCB shareholders, if any, are also required to submit approval from RBI for tendering Shares in the Offer. In case the RBI approvals are not submitted, the Acquirer reserve the right to reject the Shares tendered. As per the extant provisions of the Income Tax Act, 1961 ("Income Tax Act"), no deduction of tax at source shall be made before remitting the consideration for Shares tendered under the Offer by Foreign Institutional Investors ("FIIs") as defined in the Income Tax Act for Shares held under "Investment / Capital Account" by FIIs. This exemption is not available for payment of consideration in respect of Shares held by FIIs under their "Trade Accounts". However, while tendering their Shares under the Offer, Non Resident Indians ("NRIs"), Overseas Corporate Bodies ("OCBs") and other non resident shareholders will be required to submit a No Objection Certificate ("NOC") / Tax Clearance Certificate ("TCC") indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, from Income Tax authorities under the Income Tax Act. In case the aforesaid NOC / TCC is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders, on the entire consideration amount payable to such shareholders. The Acquirer also reserves the right to reject such tenders from non-resident shareholders, where the aforesaid NOC / TCC is not submitted.
55. If the aggregate of the valid responses to the Offer exceeds the Offer Size, then the Acquirer shall accept Shares on a proportionate basis from the valid acceptances, as per Regulation 21(6) of the SEBI Takeover Code. The Shares are compulsorily traded in dematerialised form and the minimum marketable lot for the purposes of acceptance, for both physical and demat will be one Share.
56. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post / Speed Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted Shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
57. A schedule of some of the key events in respect of the Offer is as follows:

Activity	Day & Date
Specified Date *	Friday, December 12, 2008
Last date for a competitive bid	Wednesday, December 17, 2008
Date by which Letter of Offer to be dispatched to shareholders	Thursday, January 08, 2009
Offer Opening Date	Thursday, January 15, 2009
Offer Closing Date	Tuesday, February 3, 2009
Last date for revising the Offer Price / Offer Size	Thursday, January 22, 2009
Last date for withdrawing acceptance from the Offer	Thursday, January 29, 2009
Last date of communicating acceptance / rejection and payment of consideration for accepted tenders / return of unaccepted Shares	Wednesday, February 18, 2009

** 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. All eligible owners (registered or unregistered including beneficial owners) of the equity shares of FPL (other than parties to Share Purchase Agreement) can participate in the Offer any time before the Offer Closing Date.*

General

58. The Acquirer is permitted to revise the Offer upwards upto seven working days prior to the Offer Closing Date. In the event, there is any upward revision in the Offer Price or Offer Size till the Last date for revising the Offer Price / number of shares, mentioned above, or if the Offer is withdrawn, the same would be informed by way of a public announcement in the same newspapers in which this PA has appeared. Such revised offer price, if any, would be paid for all the Shares validly tendered any time during the Offer and accepted under the Offer.
59. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act, 1992 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.
60. Pursuant to Regulation 13 of the SEBI Takeover Code, the Acquirer has appointed Ambit Corporate Finance Private Limited as the Manager to the Offer. Further, Sharepro Services (India) Private Limited has been appointed as the Registrar to the Offer. The office of the Registrar to the Offer is at Satam Estate, 3rd Floor, above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400 099 (Tel. No. 022-67720300/420/422; Fax No. 022-28508927; email: fpl.offer@shareproservices.com; Contact Person: Mr. Ganesh Rane).
61. In terms of Regulation 22(5A) of the SEBI Takeover Code, shareholders desirous of withdrawing their acceptances tendered in the Offer, can do so up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents, including the Form of Withdrawal, as per the instructions to be contained in the Letter of Offer, so as to reach the Registrar to the Offer at the collection center where the original tender was submitted, on or before the Last date for withdrawing acceptance from the Offer, mentioned above.
62. For further details please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.
63. **If there is a competitive bid:**
    i. **The public offers under all the subsisting bids shall close on the same date.**
    ii. **As the Offer Price cannot be revised during seven working days prior to the closing date of the Offer/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 equity shares accordingly.**
64. DIL represented by its Board of Directors accepts full responsibility for the information (except that which pertains to the Target Company and has been compiled from publicly available sources) contained in this PA and also for fulfilling its obligations as laid down in the SEBI Takeover Code.
65. This PA is issued by the Manager to the Offer on behalf of the Acquirer.
66. **This PA would be available on the SEBI's website at www.sebi.gov.in. Eligible persons may also download a copy of the Letter of Offer, Form of Acceptance and Form of Withdrawal, which will also be available on SEBI's website, and apply using the same.**

Issued by the Manager to the Offer

AMBIT
Acumen at work

Ambit Corporate Finance Private Limited
Ambit House, 449, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013
Email: fplopenoffer@ambitpte.com
Contact Person: Praveen Kumar Sangal
[Tel. No: (022) 39821819; Fax No: (022) 39823020]

On behalf of the Acquirer

Dabur
Celebrate Life!

Dabur India Limited
8/3, Asaf Ali Road,
New Delhi - 110002

Date: November 26, 2008
Place: New Delhi