PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF

KEMROCK INDUSTRIES AND EXPORTS LIMITED

Registered Office: Village Asoj, Vadodara-Halol Express Way, Tal. Waghodia, Dist. Vadodara - 391510, Gujarat, India. Telephone: +91 2668 666200; Facsimile: +91 2668 666400

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This Public Announcement ("PA") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), on behalf of RPM International Inc. ("RPM" or "Acquirer"), to the equity shareholders of Kemrock Industries and Exports Limited ("Kemrock" or "Target Company"), pursuant to and in accordance with, among others, Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations").

The Offer

1. RPM International Inc. is the Acquirer (as defined in Regulation 2(1)(b) of the SEBI (SAST) Regulations) for purposes of this Offer (as defined below). There is no Person Acting In Concert (as defined in Regulation 2(1)(e) of the SEBI (SAST) Regulations) with the Acquirer for this Offer.
2. This open offer ("Offer") is being made by the Acquirer to the equity shareholders of Kemrock Industries and Exports Limited pursuant to and in accordance with Regulation 10 of the SEBI (SAST) Regulations, and subsequent to a Share Purchase Agreement ("SPA") dated May 12, 2011 executed by and between the Acquirer and Trust Finstock Private Limited, a company incorporated under the laws of India and having its registered office at 301-302 Payal Complex, Sayajigunj, Vadodara-390005, Gujarat, India ("Selling Shareholder") to acquire 1,000 fully paid-up equity shares of the Target Company ("Sale Shares") having a face value of Rs. 10 (Rupees Ten Only) each (each share of the Target Company a "Share"), which taken together with Shares already held by the Acquirer, will entitle the Acquirer to exercise 15% or more of the voting rights in the Target Company.

   Under the SPA, the Acquirer has agreed to acquire the Sale Shares of the Target Company at a price of Rs. 539.0 (Rupees Five Hundred and Thirty-Nine Only) per Share, subject to the fulfillment, inter alia, of certain conditions in the SPA.
3. The salient features of the SPA are as follows:
   a) Transfer of Shares: Upon the satisfaction of certain conditions specified in the SPA, the Sale Shares shall be transferred to the Acquirer on a spot delivery basis and as an off market transaction.
   b) Conditions Precedent: The sale and purchase of the Sale Shares under the SPA is subject to the satisfaction of certain conditions precedent including, amongst others, but not limited to:
      i. The sale and purchase of the Sale Shares does not violate any applicable law;
      ii. Receipt of approval for the sale and purchase of the Sale Shares from the Competition Commission of India ("CCI") under the Competition Act, 2002, as amended ("Competition Act"), if required;
      iii. Receipt of approval from the Reserve Bank of India ("RBI");
      iv. The representations and warranties of the Selling Shareholder in the SPA shall be true and correct as on the closing date of the SPA, and further each of the agreements and covenants of the Selling Shareholder, to be performed and complied with, pursuant to the SPA, prior to or as on the closing date of SPA, shall have been duly performed and complied with, in all respects, to the satisfaction of the Acquirer;
      v. Completion of this Offer.
   c) Termination: The SPA may be terminated prior to the date of closing:
      i. By a party ("Non-defaulting Party") by providing a notice, in writing, of termination to the other party ("Defaulting Party") in the event that the Defaulting Party fails to satisfy the conditions to be satisfied, or fails to comply with the obligations to be complied, by it prior to date of closing due to which sale and purchase of Sale Shares does not occur on or prior to the date of closing; and
      ii. By mutual written consent of the Acquirer and the Selling Shareholder.
4. The Selling Shareholder currently holds 40,000 Shares in the Target Company constituting 0.238% of the Current Equity Capital and 0.214% of the Diluted Equity Capital (as defined hereinafter) as of the date of this PA. As per stock exchange filings with National Stock Exchange of India Limited ("NSE") and Bombay Stock Exchange Limited ("BSE" and, together with the NSE, the "Stock Exchanges"), the Selling Shareholder belongs to the "public" category of shareholders of the Target Company.
5. Pursuant to this Offer, the Acquirer proposes to acquire 37,38,440 Shares of the Target Company ("Offer Size") representing 22.289% of the Current Equity Capital (20% of the Diluted Equity Capital as defined in paragraph 10 below) of the Target Company, at a price of Rs. 539.0 (Rupees Five Hundred and Thirty-Nine Only) for each Share of the Target Company ("Offer Price"), to be paid in cash in accordance with the SEBI (SAST) Regulations. There are no partly paid-up equity Shares of the Target Company. This Offer is not subject to any minimum level of acceptance.
6. This Offer is subject to receipt of certain approvals and the terms and conditions set out below and in the letter of offer that is to follow.
7. As on the date of this PA, Kotak Mahindra Capital Company Limited, the Manager to the Offer, does not hold any Shares of the Target Company.
8. This is not a competitive bid.

Offer Price

9. As on the date of this PA, the total issued and paid-up equity capital of the Target Company is Rs. 16,77,24,660 (Rupees Sixteen Crores, Seventy-seven Lacs, Twenty-four Thousand, Six Hundred and Sixty Only). The paid-up equity capital consists of 1,67,72,466 Shares ("Current Equity Capital"). This Offer is being made to all the shareholders ("Shareholders") of the Target Company except those persons specified in paragraph 47 that are not eligible to participate in the Offer.
10. Based on the available information, the Diluted Equity Capital as on the date at the expiry of 15 days from the scheduled closing of the Offer has been calculated as follows:

Particulars	No. of Shares
Total fully paid-up equity Shares outstanding as of March 31, 2011 (A)	1,67,53,466
Shares allotted to the Acquirer on May 10, 2011 pursuant to exercise of certain warrants (B)	19,000
Current Equity Capital (A + B)	**1,67,72,466**
Total number of outstanding warrants outstanding with the Acquirer (C)	6,69,732
Total number of other outstanding warrants outstanding (D)	12,50,000
Diluted Equity Capital (A + B + C + D)	**1,86,92,198**

Source: Stock Exchanges filings

11. The Shares of the Target Company are listed on BSE and NSE and are frequently traded on both the Stock Exchanges in accordance with Regulation 20(4) and Regulation 20(5) of the SEBI (SAST) Regulations. The annualized trading turnover based on the trading volume in the Shares of the Target Company on each of the Stock Exchanges during November 2010 to April 2011 (6 calendar months preceding the month in which this PA is issued) is as under:

Stock Exchange	Number of Shares traded during the 6 calendar months prior to the month in which the PA is issued	Total number of listed Shares during this period	Annualized trading turnover (as a % to total listed Shares)
BSE	40,18,269	1,67,53,466	48.0%
NSE	33,60,572	1,67,53,466	40.1%

Source: BSE and NSE websites

For purposes of Regulation 20(4) of the SEBI (SAST) Regulations, the Shares are most frequently traded on the BSE.

12. As of the date of this PA, the Acquirer holds 25,15,266 Shares in the Target Company, representing 14.996% of the Current Equity Capital and 13.456% of the Diluted Equity Capital of the Target Company.

    On December 23, 2009, the Target Company had allotted 16,00,000 warrants to the Acquirer on preferential basis, at an issue price of Rs. 360.0 (Rupees Three Hundred and Sixty Only) per Share, including a premium of Rs. 350.0 (Rupees Three Hundred and Fifty Only) per Share, which entitled the Acquirer to apply for an equivalent number of equity Shares within 18 months from the date of allotment of warrants (i.e., on or before June 22, 2011).

    On June 24, 2010, the Acquirer converted 9,11,268 warrants allotted by the Target Company into 9,11,268 equity Shares.

    On May 10, 2011, the Acquirer converted 19,000 warrants allotted by the Target Company into 19,000 equity Shares.

    Other than the above, neither the Acquirer nor any of its directors have acquired nor have they been allotted any Shares of the Target Company in the 12 months prior to the date of this PA.

    The Acquirer currently also holds the balance 6,69,732 warrants of the Target Company, which may be converted into 6,69,732 equity Shares within 18 months from the date of allotment of warrants (i.e., on or before June 22, 2011).

13. The Offer Price of Rs. 539.0 (Rupees Five Hundred and Thirty-Nine Only) is justified in terms of being the highest under Regulation 20(4) of the SEBI (SAST) Regulations. Under Regulation 20(4) of the SEBI (SAST) Regulations, it is the highest of the following:

Particulars	Price (in Rs. per Share)
The average of the high and low of the closing prices for every week for the last 26 weeks prior to the date of the PA on BSE	Rs. 533.23
The average of the daily high and low of the intra-day trading prices for the last 2 weeks prior to the date of the PA on BSE	Rs. 512.69
The negotiated price	Rs. 539.00
The highest price paid by the Acquirer for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26 weeks before the date of this PA	Rs. 360.00 (allotment of Shares on exercise of warrants on May 10, 2011)

The Acquirer is permitted to revise the Offer Price upward up to 7 working days prior to the date of closure of the Offer. In the event of such a revision, an announcement would be made in the same newspapers in which this PA has appeared and the revised Offer Price would be paid for all the Shares that would be accepted under the Offer in accordance with and subject to the SEBI (SAST) Regulations.

14. As on the date of this PA, the Acquirer holds 25,15,266 Shares in the Target Company representing 14.996% of the Current Equity Capital and 13.456% of the Diluted Equity Capital of the Target Company. During the 12 months prior to the date of this PA, the Acquirer has acquired 9,30,268 equity Shares by way of conversion of certain warrants held by it, and the maximum acquisition price per Share as well as the average acquisition price per Share in this regard was Rs. 360.0 (Rupees Three Hundred and Sixty Only).
15. The Acquirer may convert its outstanding warrants into underlying Shares in part or in full or purchase additional Shares of the Target Company from the open market or through negotiation or otherwise, from the date of this PA in accordance with Regulation 20(7) of the SEBI (SAST) Regulations while remaining compliant with paragraph 13 above, as may be applicable, and all details of such conversion/purchases will be promptly disclosed by the Acquirer to the Stock Exchanges and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI (SAST) Regulations.

Information about the Acquirer

RPM International Inc.

16. RPM International Inc., a Delaware corporation, succeeded to the reporting obligations of RPM, Inc., an Ohio corporation, following a 2002 reincorporation transaction. RPM, Inc. was incorporated in 1947 under the name Republic Powdered Metals, Inc., and changed its name to RPM, Inc. in 1971. In connection with the 2002 reincorporation from Ohio to Delaware, RPM International Inc. established a new legal structure, which included the formation of two new, wholly owned subsidiaries of RPM International Inc., the RPM Consumer Holding Company and the RPM Industrial Holding Company. These two holding companies, in addition to RPM, Inc., which remained as one of RPM International Inc.'s subsidiaries following the reincorporation, own the various operating companies and other legal entities that make up RPM International Inc. In 2010, RPM, Inc. changed its name to Specialty Products Holding Corp.

    The principal executive offices of RPM International Inc. are located at 2628 Pearl Road, Medina, Ohio 44256. Telephone: +1-330 273 5090; Facsimile: +1-330 225 8743.

17. RPM International Inc. is a multinational holding company with subsidiaries that manufacture, market and sell various specialty chemical product lines, including high quality specialty paints, protective coatings, roofing systems, sealants and adhesives, focusing on the maintenance and improvement needs of both the industrial and consumer markets.
18. RPM International Inc. is a professionally managed company. The shares of RPM International Inc. are widely held by institutional and non-institutional shareholders. The particulars of beneficial shareholders of RPM International Inc. holding more than 5% of the share capital of RPM International Inc. as on March 31, 2011 is set forth below:

No.	Name of Shareholder	Number of Shares Held	Percentage Shareholding
1.	Capital Research Global Investors	9,540,000	7.34%
2.	BlackRock Institutional Trust Company, N.A.	8,800,000	6.77%
3.	State Street Global Advisors (US)	6,890,000	5.30%

19. The shareholding pattern of the outstanding common stock of RPM International Inc. as on March 31, 2011 is as follows:

No.	Shareholder Category	Number of Shares Held	Percentage Shareholding
1.	Insiders	8,738,829	6.70%
2.	Institutions	87,779,585	67.30%
3.	Individuals	33,911,885	26.00%
	Total	**130,430,299**	**100.00%**

20. The shares of RPM International Inc. are listed on the New York Stock Exchange (NYSE).
21. The financial details of RPM International Inc. are prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP). The consolidated financial information for the last 3 years as derived from its audited financial statements are as follows:

	As of and for the year ended May 31, 2008	As of and for the year ended May 31, 2009	As of and for the year ended May 31, 2010	As of and for the year ended May 31, 2008	As of and for the year ended May 31, 2009	As of and for the year ended May 31, 2010
	USD Mn			Rs. Lacs ^		
Net Sales	3,644	3,368	3,413	16,28,868	15,05,496	15,25,611
Net Income	44	120	181	19,668	53,640	80,907
Common Stock	1	1	1	447	447	447
Paid-in Capital	629	797	724	2,81,163	3,56,259	3,23,628
Treasury Stock, at cost	(6)	(50)	(41)	(2,682)	(22,350)	(18,327)
Retained Earnings *	513	396	395	2,29,311	1,77,012	1,76,565
Networth	1,137	1,144	1,079	5,08,239	5,11,368	4,82,313
Book Value per share** (USD/Rs.)	9.31	8.91	8.31	415.94	397.95	371.24
Earning per Share*** (USD/Rs.)	0.36	0.93	1.39	16.10	41.74	62.28
Return on Networth # (%)	3.9%	10.4%	16.8%	3.9%	10.4%	16.8%
Price-to-Earnings Ratio ##	68.14	16.47	14.25	68.14	16.47	14.25

The above financials are based on audited accounts

^ The above figures have been converted into Rupees using the RBI Reference rate 1US Dollar = Rs. 44.70 (source: www.rbi.org.in) dated May 9, 2011

** Retained Earnings includes Accumulated Other Comprehensive Income (Loss)*

*** Book Value per Share computed as Networth/ Number of Shares outstanding at the end of the Year*

**** Earning per Share computed as Net Income/ Number of Shares outstanding at the end of the Year*

 # Return on Networth computed as Net Income/ Networth at the end of the Year

Price-to-Earnings Ratio has been calculated as closing stock price on the last trading day of the financial year/ Earning Per Share for the respective financial year. The closing stock price has been obtained from the "Historical Stock Price Lookup" feature available on Acquirer's website, which is sourced directly from Edgar Online.

Information about the Target Company

22. The Target Company was incorporated on November 18, 1991 under the Companies Act, 1956. The registered office of the Target Company is located at Village Asoj, Vadodara-Halol Express Way, Tal. Waghodia, Dist. Vadodara - 391510, Gujarat, India. Telephone: +91 2668 666200; Facsimile: +91 2668 666400.
23. As of the date of this PA, the total paid-up share capital of the Target Company is Rs. 16,77,24,660 (Rupees Sixteen Crores, Seventy-seven Lacs, Twenty-four Thousand, Six Hundred and Sixty Only), consisting of 1,67,72,466 Shares of face value of Rs. 10 (Rupees Ten Only) each. There are no partly paid-up Shares in the Target Company.
24. On April 19, 2011, the Target Company has allotted the following securities to certain qualified institutional buyers: (1) 2,500 12.5% secured redeemable non-convertible debentures of the face value of Rs. 3,00,000 (Rupees Three Lakhs Only) each, aggregating to Rs. 75,00,00,000 (Rupees Seventy Five Crores Only) and having a tenure of 48 months; (2) 12,50,000 warrants at a warrant issue price of Rs. 30 (Rupees Thirty Only) each, which entitles the holder thereof, upon payment of the warrant exercise price of Rs. 600 (Rupees Six Hundred Only) per warrant, to exchange each warrant with 1 equity Share of Rs.10 (Rupees Ten Only) each of the Target Company during certain specific conversion periods commencing on and after 6 months and expiring at the end of 48 months from the date of allotment of the warrants.
25. The Shares of the Target Company are listed on the BSE and the NSE. The Global Depository Receipts ("GDRs") issued by the Target Company are listed on the Luxembourg Stock Exchange.
26. The Target Company manufactures and exports high-performance reinforced thermoset composites, commercially known as GRP/FRP Composites. The Target Company manufactures products for major industrial sectors such as chemical processing, oil and gas, metals and mining, water and waste water treatment, infrastructure, construction, pharmaceuticals, food and beverage, pulp and paper, electronics, railways, aerospace, marine, defence, wind energy, telecommunications etc. The Target Company's product range comprises of gratings, poles, pipes, scaffolding (access system), pultruded profiles, cable management system, cage ladders, windmill blades and nacelle covers, railway interiors and exteriors, SMC/ FRP Doors, telecom towers etc. The manufacturing facility of the Target Company is located in Vadodara, Gujarat.
27. The financial highlights of the Target Company on a standalone basis, based on the audited financials, are set forth below:

(All figures in Rupees Lacs except for per Share numbers and Return on Networth)	As of and for the 12 Months ended Mar 31, 2008	As of and for the 12 Months ended Mar 31, 2009	As of and for the 15 Months ended Jun 30, 2010^
Income (including other income)	28,346	42,940	62,110
Profit after Tax	2,791	3,244	5,297
Equity Share Capital	1,013	1,101	1,675
Equity Share Warrants	893	551	620
Reserves & Surplus (Excl. Revaluation Reserve)	18,415	24,622	54,793
Networth	20,321	26,275	57,088
Book Value per share* (Rs.)	200.60	238.53	340.75
Earning per Share** (Rs.)	27.55	29.45	31.62
Return on Networth*** (%)	13.73%	12.35%	9.28%

The above financials are based on audited accounts (Source: Annual reports of the Target Company)

^ The financial year 2009-2010 of the Company was extended by 3 months upto 30th June, 2010 and hence the Annual Accounts and Report of the Company have been prepared for the period of fifteen months, from 1st April, 2009 to 30th June, 2010

** Book Value per Share computed as Networth/ Number of Shares outstanding at the end of the Year*

*** Earning per Share computed as Profit after Tax/ Number of Shares outstanding at the end of the Year*

**** Return on Networth computed as Profit after Tax/ Networth at the end of the Year*

Reasons for the Acquisition and Future Plans about the Target Company

28. The completion of the acquisition of the Sale Shares and the Offer will result in substantial acquisition of Shares and voting rights in the Target Company without change in control or management. This PA for the Offer is therefore being made in accordance with Regulation 10 of the SEBI (SAST) Regulations.
29. The Acquirer recognizes the huge potential of the Indian market and believes that it is operationally desirable to have a strategic investment in a composites manufacturer in India. The Acquirer already holds 13.456% of the Diluted Equity Capital in the Target Company and seeks to increase its shareholding in the Target Company reinforcing its commitment to the Indian market.
30. The Acquirer, through its subsidiaries, manufactures, markets and sells various specialty chemical product lines, including high quality specialty paints, protective coatings, roofing systems, and sealants and adhesives. Through one of its subsidiaries, the Acquirer manufactures composites but does not sell such composites into the Indian market. Consequently, the consummation of the acquisition of Sale Shares and the Offer should not result in any change in market position, capacity utilization or other comparable business metric.
31. As of the date of this PA, the Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next 2 years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company and except to the extent already contracted by the Target Company, or except with the prior approval of the Shareholders of the Target Company. Notwithstanding the immediately preceding sentence, the board of directors of the Target Company will take appropriate decisions in these matters as per the requirements of business and in line with the business opportunities and exigencies from time to time.
32. Other than in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the Shareholders of the Target Company in accordance with applicable law.

Statutory Approvals and Other Approvals Required for this Offer

33. This Offer is subject to the Acquirer obtaining all necessary approvals required for the acquisition/transfer of the Shares tendered pursuant to this Offer, including:-
    (a) approval(s) from the RBI under the Foreign Exchange Management Act, 1999, as amended from time to time, and the rules and regulations made thereunder, as required. The Acquirer will make the requisite application to RBI to obtain such approval; and
    (b) approval(s) from the CCI under the Competition Act, if required;
34. As of the date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer.
35. To the best of the knowledge of the Acquirer, no approvals are required from financial institutions or banks for the Offer.
36. Notwithstanding paragraphs 33, 34 and 35 above, if any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer will apply for such approval at the appropriate stage. The Acquirer will not proceed with the Offer in the event any statutory approval indicated herein is not obtained in terms of Regulation 27 of the SEBI (SAST) Regulations.
37. It may be noted that in case of non-receipt of statutory approvals within time, the Securities and Exchange Board of India ("SEBI") has the power to grant an extension of time to the Acquirer for payment of consideration to Shareholders subject to the Acquirer agreeing to pay interest for the delay, as directed by SEBI under Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs due to willful default of the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will become applicable.

Option to the Acquirer in terms of Regulation 21(2) of the SEBI (SAST) Regulations

38. The Acquirer owns 13.456% of the Diluted Equity Capital of the Target Company and has entered into an agreement to acquire the Sale Shares of the Target Company, as per the terms of the SPA. The Offer is for 20% of the Diluted Equity Capital of the Target Company. Pursuant to the acquisition of Shares by the Acquirer in the Target Company under the SPA and this Offer, the Acquirer will continue to be classified as a public shareholder and accordingly the public shareholding will not reduce to a level below the limit specified in the listing agreements with the BSE and the NSE for the purpose of continuous listing of the Shares of the Target Company on the aforementioned Stock Exchanges. In light of the same, the provision of Regulation 21(2) of the SEBI (SAST) Regulations shall not apply.

Financial Arrangements

39. The maximum consideration payable under this Offer, assuming full acceptance of the Offer, is Rs. 2,01,50,19,160 (Rupees Two Hundred and One Crores, Fifty Lacs, Nineteen Thousand One Hundred and Sixty Only) ("Maximum Consideration").
40. By way of security for performance of its obligations under the SEBI (SAST) Regulations, the Acquirer, the Manager to the Offer and Kotak Mahindra Bank Limited have entered into an open offer escrow agreement dated May 9, 2011 ("Escrow Agreement") in accordance with Regulation 28 of the SEBI (SAST) Regulations. Pursuant to the Escrow Agreement, the Acquirer has created an escrow account named "Escrow Account – Kemrock Open Offer" ("Escrow Account") with Kotak Mahindra Bank Limited and the Acquirer has made a cash deposit of an amount of Rs. 35,43,10,606 (Rupees Thirty Five Crores, Forty-Three Lacs, Ten Thousand, Six Hundred and Six Only) in the aforesaid Escrow Account, which is adequate as per the computation of escrow amount as required by the SEBI (SAST) Regulations. The Manager to the Offer is empowered to realize the value of the cash deposit lying to the credit of the above-mentioned Escrow Account in accordance with the SEBI (SAST) Regulations.
41. The Acquirer proposes to finance the Offer through internal accruals and bank borrowings. The Acquirer has arranged for:
    a) An unconditional and irrevocable standby letter of credit for an amount of US$ 4,06,83,998 (US Dollar Forty Million, Six Hundred and Eighty-Three Thousand, Nine Hundred and Ninety-Eight Only) (equivalent to Rs. 1,81,85,74,711 (Rupees One Hundred and Eighty-One Crores, Eighty-Five Lacs, Seventy-Four Thousand Seven Hundred and Eleven Only) using the RBI Reference rate 1 US Dollar = Rs. 44.70 (source: www.rbi.org.in)) dated May 9, 2011 in favour of the Manager to the Offer ("Firm Financing Arrangement") from PNC Bank, National Association, a national banking association duly constituted in accordance with the laws of the United States of America. The Firm Financing Arrangement has been made in accordance with Regulation 22(11) of the SEBI (SAST) Regulations and is exclusively for purposes of fulfilling the Acquirer's obligations under the Offer; and
    b) Escrow arrangement comprising of cash deposit as set out in paragraph 40 above.

    The source of funds to meet the Acquirer's obligations under the Offer is foreign funds.
42. S.V. Ghatalia & Associates, Chartered Accountants, Registration Number 103162W (Partner: Vishal Arora, Membership Number: 95788) having its office at Golf View Corporate Tower B, Sector 42, Sector Road, Gurgaon -122002, Haryana, India, Telephone: +91 124 464 4000, Facsimile: +91 124 464 4050 have certified through certificate dated May 12, 2011, the adequacy of financial resources of the Acquirer for fulfilling its obligations under the SEBI (SAST) Regulations for a value up to the Maximum Consideration.
43. The Acquirer has confirmed that it has adequate financial resources to implement the Offer and Firm Financing Arrangements have already been made by the Acquirer as set out in Paragraph 41(a) above in terms of Regulation 22(11) of the SEBI (SAST) Regulations.
44. On the basis of the above, the Manager to the Offer confirms that adequate funds are available with the Acquirer through verifiable means to implement this Offer.

Other terms of this Offer

45. The Offer is not conditional upon any minimum level of acceptance by the Shareholders.
46. The letter of offer ("Letter of Offer") specifying the detailed terms and conditions of this Offer along with the Form of Acceptance-cum-Acknowledgement ("Form of Acceptance-cum-Acknowledgement") and Form of Withdrawal will be mailed to all the Shareholders, except the Acquirer and the Selling Shareholder, whose names appear on the register of members of the Target Company at the close of business hours on May 20, 2011 ("Specified Date"), being registered equity Shareholders as per the records of National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and registered Shareholders holding Shares in physical form as per the records of the Target Company, as on the Specified Date. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
47. This Offer is made to all Shareholders (other than the Acquirer and the Selling Shareholder) as on the Specified Date and also to persons who acquire Shares before the closure of the Offer and tender these Shares into the Offer in accordance with the PA; save and except for the Acquirer and the Selling Shareholder.
48. The Shareholders who wish to tender the Shares held by them pursuant to this Offer will be required to communicate their acceptance to Link Intime India Private Limited acting as the Registrar to the Offer ("Registrar to the Offer") in accordance with the instructions contained in the Letter of Offer and Form of Acceptance-cum-Acknowledgement. Applicants who cannot hand deliver their documents at the collection centres mentioned in the Letter of Offer may send such documents by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at its address mentioned in paragraph 75. In the event of non-receipt of the Letter of Offer, Shareholders may download the Letter of Offer from the SEBI website (http://www.sebi.gov.in) or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of ownership of the Shares.
    a) In respect of dematerialized Shares, Shareholders must ensure that the credit for the Shares tendered is received in the special depository account as specified below on or before July 26, 2011. If the Shareholders hold the Shares through CDSL, their Depository Participant Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their Shares in favour of the special depository account with NSDL as mentioned below.

Depository Name	National Securities Depository Limited (NSDL)
Account Name	LIIPL ESCROW A/C – KEMROCK OPEN OFFER
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Beneficiary Account Number	20003236
ISIN	INE990B01012
Market	Off-Market
Date of Credit	On or before July 26, 2011

It is the sole responsibility of the Shareholders to ensure credit of their Shares in the special depository account above, prior to the closure of the Offer.

    b) Shareholders who are holding the Shares in physical form and who wish to tender the Shares in the Offer are required to submit the Form of Acceptance-cum-Acknowledgement together with the original share certificate(s), valid share transfer form(s), and such other documents as may be specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement, duly signed and addressed to the Registrar to the Offer, either by hand delivery on weekdays or by registered post, so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e., no later than July 26, 2011 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.
49. Shareholders who have sent the Shares held by them for dematerialization need to ensure that the process of getting the Shares held by them dematerialized is completed in time for the credit in the special depository account, to be received on or before the closure of the Offer, i.e., no later than July 26, 2011 or else their application will be rejected.
50. The Shareholders should also provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the application is being sent. Such documents may include, but are not limited to:
    - Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder) if the original Shareholder has expired
    - Duly attested power of attorney if any person apart from the Shareholder has signed the acceptance form and / or share transfer form(s);
    - No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance;
    - In case of companies, the necessary corporate authorization (including certified copy of board and/or general meeting resolution(s)); and
    - Any other relevant documents
51. Shareholders who have acquired Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Specified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper to the Registrar to the Offer providing details regarding their shareholding and confirming their agreement to participate in this Offer as per the terms and conditions of this Offer, so as to reach the Registrar to the Offer on or before the closure of the Offer i.e., no later than July 26, 2011. Such application must be accompanied with:
    a) In case of Shareholders holding Shares in dematerialized form, the name, address, number of Shares held, number of Shares offered, Depository Participant ("DP") name, DP ID number, beneficiary account number along with 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 LIIPL ESCROW A/C – KEMROCK OPEN OFFER.
    b) In case of Shareholders holding Shares in physical form, the relevant original share certificate(s) and original share transfer form(s), duly signed, and the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired, wherever applicable.
52. No indemnity would be required from unregistered Shareholders regarding the title to the Shares.
53. Shareholders of the Target Company who wish to accept the Offer can also send/deliver the Form of Acceptance-cum-Acknowledgement along with all the relevant documents at any of the collection centers of the Registrar to the Offer mentioned below during the working hours on or before the date of closure of the Offer, i.e., no later than July 26, 2011, in accordance with the procedure as set out in the Letter of Offer.

S. No	Collection Centre	Address of Collection Centre	Contact Person	Telephone	Facsimile	Mode of Delivery
1	Mumbai	Link Intime India Private Limited, C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078	Nilesh Chalke	022-25960320	022-25960329	Hand Delivery & Registered Post/Courier
2	Mumbai	Link Intime India Private Limited, 203, Davar House, Next to Central Cinema, D N Road, Fort, Mumbai – 400001.	Vivek Limaye	022-22694127	022-25960329	Hand Delivery
3	Ahmedabad	Link Intime India Private Limited, 211 Sudarshan Complex, Near Mithakali Underbridge, Navrangpura, Ahmedabad – 380009.	Hitesh Patel	079-26465179	079-26465179 (Telefax)	Hand Delivery
4	Bangalore	Link Intime India Private Limited, 543/A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore-560019.	Prashant D. Shedbal	080-26509004	080-26509004 (Telefax)	Hand Delivery
5	Baroda	Link Intime India Private Limited, B Tower, 102 B & 103, Sangrila Complex, First Floor, Radhakrishna Char Rasta, Akota, Vadodara-390020.	Alpesh Gandhi	0265-2356573/ 2356796/ 2356794	0265-2356791	Hand Delivery
6	Kolkata	Link Intime India Private Limited, 59C, Chowringhee Road, 3rd Floor, Kolkata – 700020.	S.P. Guha	033-22890539/40	033-22890539/40 (Telefax)	Hand Delivery
7	New Delhi	Link Intime India Private Limited, A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi – 110028.	Swapan Naskar	011-41410592/ 93/94	011-41410591	Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 1.00 PM and 2.00 PM to 4:30 PM, except Public Holidays

54. **Shares should not be submitted/tendered to the Manager to the Offer, the Acquirer or the Target Company.**
55. A copy of the Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) is expected to be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from SEBI's website.
56. The SEBI (SAST) Regulations require that the Offer be for Shares only. Consequently, GDR holders are not permitted to directly tender GDRs. GDR holders who wish to participate in this Offer may withdraw their underlying Shares and tender such Shares in the Offer. The Letter of Offer and Form of Acceptance-cum-Acknowledgement will be sent to BNY Mellon, being the Custodian of the GDRs.
57. Shares that are subject to any charge, lien or encumbrance are liable to be rejected in the Offer. Applications in respect of Shares of the Target Company, that are the subject matter of litigation or any other dispute wherein the Shareholders of the Target Company may be prohibited from transferring such Shares during the pendency of the said litigation or dispute, are liable to be rejected if the express and unambiguous directions/orders permitting the transfer of such Shares are not received together with the Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
58. The Registrar will hold in trust the Form of Acceptance-cum-Acknowledgment, Shares lying to the credit of the special depository account, share certificate(s), share transfer form(s) and/or other documents on behalf of the Shareholders of the Target Company who have accepted this Offer, until the warrants/ cheques/ drafts for the consideration are dispatched and unaccepted share certificate/Shares, if any, are dispatched/ returned to the relevant Shareholders.
59. The Acquirer shall not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interests in this regard.
60. The unaccepted share certificates, share transfer forms and other documents, if any, would be returned by registered post at the Shareholders' sole risk. Unaccepted Shares held in dematerialized form will be credited back to the beneficial owners' depository account as per the details received from their DP.
61. All Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.
62. Payment to those Shareholders whose share certificates and/or other documents are found valid and in order and are approved by the Acquirer, will be by way of a crossed account payee cheque / demand draft / pay order / Direct Credit ("DC") / National Electronic Clearance System ("NECS")/ Electronic Clearing Services ("ECS")/ National Electronic Funds Transfer ("NEFT")/ Real Time Gross Settlement ("RTGS"). So as to avoid fraudulent encashment in transit, the Shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole Shareholder in the Form of Acceptance-cum-Acknowledgment and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in dematerialised form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars, and not any details provided in the Form of Acceptance-cum-Acknowledgment. In case of Shareholder(s) holding Shares in physical form, if the bank account details are not provided, then, the consideration will be dispatched in the name of the sole/first named holder at his/her/its registered address (at their own risk). The decision regarding (i) the acquisition (in part or full), of the Shares tendered pursuant to the Offer, or (ii) rejection of the Shares tendered pursuant to the Offer along with (a) any corresponding payment for the acquired Shares and/or (b) return of share certificates for any rejected Shares or Shares withdrawn or Shares accepted in part, will be communicated to the Shareholders by registered post or by ordinary post as the case may be, at the Shareholder's sole risk. Shares held in dematerialized form to the extent not acquired or Shares withdrawn will be credited back to the beneficial owners' depository account as per the details received from their DP.
63. For Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/ not credited through DC/NECS/ECS/NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered post or ordinary post, as required. Dispatches involving payment of a value in excess of Rs. 1,500 (Rupees One Thousand and Five Hundred Only) will be made by registered post at the Shareholder's sole risk. All other dispatches will be made by ordinary post at the Shareholder's sole risk.
64. All cheques / demand drafts / pay orders will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Shares, payment will be made in the name of the person stated in the contract note.
65. Pursuant to Regulation 22(5A) of the SEBI (SAST) Regulations, Shareholders who have accepted the Offer by tendering the requisite documents in terms of the PA and the Letter of Offer can withdraw the same up to 3 working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before July 21, 2011.
    a) The withdrawal option can be exercised by submitting the Form of Withdrawal, which is enclosed with the Letter of Offer.
    b) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:
       - In case of physical Shares: name, address, distinctive numbers, folio number, number of Shares tendered; and
       - In case of dematerialized Shares: name, address, number of Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "off-market" mode or counterfoil of the delivery instruction in "off-market" mode, duly acknowledged by the DP.
66. If the Shares tendered in this Offer by the Shareholders of the Target Company are more than the Shares to be acquired under this Offer, the acquisition of Shares from each Shareholder will be on a proportionate basis as per the provisions of Regulation 21(6) of the SEBI (SAST) Regulations such that the acquisition from each Shareholder shall not be less than the marketable lot or the entire holding, if it is less than the marketable lot. The marketable lot for the Target Company is 1 Share.
67. A schedule of the activities pertaining to the Offer is given below:

Activity	Date	Day
Date of PA	May 13, 2011	Friday
Specified Date*	May 20, 2011	Friday
Last date for a competitive bid, if any	June 3, 2011	Friday
Last date for dispatch of Letter of Offer to the Shareholders of the Target Company	June 24, 2011	Friday
Offer Opens on	July 7, 2011	Thursday
Last date for revising the Offer Price	July 15, 2011	Friday
Last date for withdrawing by Shareholders	July 21, 2011	Thursday
Offer Closes on	July 26, 2011	Tuesday
Last date by which acceptance/rejection would be intimated and corresponding payment for acquired shares and/or the share certificate/demat delivery instruction for rejected Shares will be dispatched/issued	August 10, 2011	Wednesday

**Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer would be sent and all Shareholders (registered or unregistered) of the Target Company, except those persons specified in paragraph 47, are eligible to participate in the Offer*

General

68. Shareholders who have accepted this Offer by tendering the requisite documents, in terms of this PA and the Letter of Offer, can withdraw the same up to 3 working days prior to the date of the closure of this Offer in terms of Regulation 22(5A) of the SEBI (SAST) Regulations, i.e., up to July 21, 2011.
69. The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards up to 7 working days prior to the closure of this Offer, i.e., upto July 15, 2011 in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where this PA has appeared. The Acquirer would pay such revised price for all the Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of this PA and the Letter of Offer.
70. If there is a withdrawal of the Offer by the Acquirer, the same will be informed by way of a public announcement in the same newspapers in which this PA has appeared.
71. **If there is a competitive bid:**
    a) **The public offers under all the subsisting bids shall close on the same date.**
    b) **As the Offer Price can be revised until the period commencing 7 working days prior to the closure of the Offer/bids, it would, therefore, be in the interest of the Shareholders to wait until the commencement of that period to know the final offer price of each offer/ bid and tender their acceptance accordingly.**
72. The Acquirer, the Target Company and their respective directors and the Selling Shareholder have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992, as amended.
73. This PA is expected to be available on the SEBI website at http://www.sebi.gov.in.
74. Pursuant to Regulation 13 of the SEBI (SAST) Regulations, the Acquirer has appointed Kotak Mahindra Capital Company Limited as the Manager to the Offer (Address: Bakhtawar 1st Floor, 229 Nariman Point, Mumbai - 400 021; Telephone: +91 22 6634 1100; Facsimile: +91 22 2284 0492; email: project.kemrockoffer@kotak.com; Contact Person: Chandrakant Bhole).
75. The Acquirer has appointed Link Intime India Private Limited as the Registrar to the Offer (Address: C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai - 400 078; Telephone: +91 22 2596 0320 - 328; Facsimile: +91 22 2596 0329; email: kemrock.offer@linkintime.co.in; Contact Person: Mr. Nilesh Chalke)
76. The Acquirer and its board of directors accept full responsibility for the information contained in this PA (except for any information with respect to the Target Company, which has been derived from, information published by the Target Company or provided by the Target Company or publicly available sources) and also accept responsibility for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

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

kotak Investment Banking

Kotak Mahindra Capital Company Limited
Bakhtawar 1st Floor, 229 Nariman Point, Mumbai – 400 021
Tel. No.: +91 22 6634 1100
Email: project.kemrockoffer@kotak.com
Contact Person: Chandrakant Bhole

Dated: May 13, 2011
Place: Mumbai