

KEMISTAR CORPORATION LIMITED

Registered & Corporate Office: 604, Manas Complex, Jodhpur Cross Road Satellite, Ahmedabad – 380015.

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CIN: L24233GJ1994PLC022845

This Advertisement ("Pre-Offer Advertisement") is being issued by Vivro Financial Services Private Limited (the "Manager to the offer"), on behalf of Mr. Ketankumar P. Patel ("Acquirer 1") and Mr. Parshottambhai M. Patel ("Acquirer 2") (collectively referred to as "Acquirers") along with Mrs. Shantaben P. Patel ("PAC 1"), Mr. Dipakkumar P. Patel ("PAC 2"), Mrs. Hirabhen D. Patel, ("PAC 3") Patel Parshottamdas M HUF ("PAC 4"), Patel Dipakkumar Parashottamdas HUF ("PAC 5") (PAC 1, PAC 2, PAC 3, PAC 4, and PAC 5 are hereinafter collectively referred to as "PACs") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (the "SEBI (SAST) Regulations") in respect of the open offer (the "Offer") to acquire up to 16,16,287 Equity Shares of ₹10 each (the "Equity Shares") representing 26% of Emerging Voting Capital of **Kemistar Corporation Limited ("KCL")** or the "Target Company" or "TC").

The Detailed Public Statement (the "DPS") with respect to the Offer was made on March 5, 2018 in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), Financial Express (Gujarati) (Ahmedabad Regional Edition) and Mumbai Lakshadep (Marathi) (Mumbai Regional Edition). This Pre-Offer Advertisement is being issued in all the newspapers in which the DPS was published. Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the PA, the DPS, DLoF and the LoF.

- Offer Price:** The Offer is being made at a price of ₹ 17.20 (Rupees Seventeen and Paise Twenty only) per Equity Share, payable in cash and there has been no revision in the Offer Price.
- Recommendations of the Committee of Independent Directors:** A Committee of Independent Directors of the Target Company (the "IDC") recommends that the Offer Price of ₹ 17.20 is fair and reasonable. The Meeting of Committee of Independent Directors was held on May 1, 2018 and its recommendation is published on May 3, 2018 in the same newspapers in which DPS was published.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations. There has been no competitive bid to the Offer.
- The dispatch of Letter of Offer was completed on April 26, 2018, and emailed on April 26, 2018 to all the Eligible Shareholders of KCL, as whose names appear in the Register of Members on April 19, 2018 (Identified Date).
- Please note that a copy of the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) is also available on SEBI's website (<http://www.sebi.gov.in/>) and Eligible Shareholders can also apply by downloading such form from SEBI's website. Further, in case of non-receipt / non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
 - In case of Equity Shares held in physical form:** Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their broker and providing the following details:-Name(s) and address(es) of sole/joint holder(s) (if any), number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, self-attested PAN card copy, self-attested copy of address proof consisting of any one of the following documents: aadhar card, voter identity card, passport or driving license, original Share Certificate(s), original broker contract note of a registered broker (in case of unregistered shareholders) and valid share transfer form(s) duly filled and signed by the transferors. The details of the Acquirer should be kept blank.
 - In case of Equity Shares held in dematerialised form:** Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in the Offer. The resident Shareholders (other than the non-resident Shareholders) holding Equity Shares in dematerialised form are not required to fill any Form of Acceptance-cum-Acknowledgement. The non-resident Shareholders may participate in the Offer by providing their application in plain paper in writing signed by all Shareholders, stating names of all shareholders, address, client ID number, DP name, DP ID number, number of Equity Shares tendered, investment status (i.e. FDI route or PIS route) and enclosing documents such as statutory approval(s), if any.
- In terms of regulations 16 (1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on Monday, March 12, 2018. SEBI vide its letter bearing reference number no. SEBI/HO/CFD/DCR-1/OW/P/2018/11805/1 dated April 17, 2018 issued its comments on the Draft Letter of Offer. These comments have been incorporated in the Letter of Offer.
- As on the date of this Advertisement, there are no statutory approvals required to implement the Open Offer and for the acquisition of Equity Shares to be tendered under the Open Offer. If any statutory approvals are required or become applicable prior to completion of the Open Offer, the Open Offer would also be subject to the receipt of such statutory approvals.
- There have been no material changes in relation to the Offer since the date of the PA, save and except as disclosed in the DPS and the LoF.

9. Revised Schedule of Activities:

Activity	Original Day & Date	Revised Day & Date
Issue of Public Announcement	Friday February 23, 2018	Friday February 23, 2018
Publication of Detailed Public Statement	Monday March 5, 2018	Monday March 5, 2018
Last date of filing Draft Letter of Offer with SEBI	Monday March 12, 2018	Monday March 12, 2018
Last date for public announcement for competing offer(s)	Monday March 26, 2018	Monday March 26, 2018
Last date for receipt of comments from SEBI on the Draft Letter of Offer	Wednesday April 4, 2018	Tuesday April 17, 2018
Identified Date*	Friday April 6, 2018	Thursday April 19, 2018
Date by which Letter of Offer to be dispatched to the Shareholders	Friday April 13, 2018	Thursday April 26, 2018
Last date for upward revision of the Offer Price and / or the Offer Size	Tuesday April 17, 2018	Wednesday May 2, 2018
Last date by which the committee of Independent Directors of the Target Company shall give its recommendations	Wednesday April 18, 2018	Thursday May 3, 2018
Advertisement of schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company at its registered office	Thursday April 19, 2018	Friday May 4, 2018
Date of Commencement of Tendering Period (Offer Opening Date)	Friday April 20, 2018	Monday May 7, 2018
Date of Expiration of Tendering Period (Offer Closing Date)	Monday May 7, 2018	Friday May 18, 2018
Last date of communicating of rejection / acceptance and payment of consideration for accepted tenders / return of unaccepted shares	Monday May 21, 2018	Friday June 1, 2018
Issue of post offer advertisement	Monday May 28, 2018	Friday June 8, 2018
Last date for filing of final report with SEBI	Monday May 28, 2018	Friday June 8, 2018

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer shall be sent.

- The Acquirers and PACs accept full responsibility for the information contained in this Advertisement and also for the obligations of the Acquirers and PACs as prescribed under SEBI (SAST) Regulations.
- A copy of this Pre-Offer Advertisement is expected to be available on the SEBI website at <http://www.sebi.gov.in>
- The Open Offer will be implemented by the Acquirers through stock exchange mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations, 2011 and SEBI circulars CIR/CFD/POLICY/CELL/1/2015, dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and BSE notice no. 20170202-34 dated February 2, 2017.

Issued by the Manager to the Offer on behalf of Acquirer and PACs

VIVRO

VIVRO FINANCIAL SERVICES PRIVATE LIMITED

CIN No.: U67120GJ1996PTC029182 | SEBI Registration Number: INM000010122

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Veer Santaji Lane, Lower Parel, Mumbai-400 013. | Tel: 022 – 6666 8040 to 6666 8046

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Contact Person: Ms. Shashi Singhvi/ Mr. Yogesh Malpani

For and on behalf of the Acquirers and the PACs

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Ketankumar P. Patel	Parshottambhai M. Patel	Shantaben P. Patel	Dipakkumar P. Patel	Hiralben D. Patel	Parshottamdas M Patel	Patel Dipakkumar Parshottamdas HUF
(Acquirer 1)	(Acquirer 2)	("PAC 1")	("PAC 2")	("PAC 3")	HUF ("PAC 4")	("PAC 5")

Date: May 3, 2018

Place: Ahmedabad