Public Announcement for the attention of the shareholders of

RAJATH FINANCE LIMITED

(Registered Office **208-215, Star Plaza, Phulchhab Chowk, Rajkot - 360 001***)*

This Public Announcement ("PA") is being issued by Vivro Financial Services Private Limited ("Vivro" or the "Manager to the Offer"), on behalf of Mr. Hitesh M. Bagdai, Mrs. Poonam H. Bagdai and Mr. Bhavdeep V. Vala (hereinafter referred to as the "Acquirers") to the Equity Shareholders of Rajath Finance Ltd.(herein after referred to as "RFL" or the "Company" or the "Target Company"), pursuant to provisions of Regulations 10 and 12 in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "Regulations") and subsequent amendments thereto.

1. THE OFFER

a. This open offer (the "**Offer**") is being made by Mr. Hitesh M. Bagdai and Mrs. Poonam H. Bagdai both residing at 71, Samarth Towers, Akshar Marg, Rajkot 360 001 and Mr. Bhavdeep V. Vala residing at 8, Jankalyan Society, Tagore Marg, Opp. Shivaji Park, Rajkot 360 001 (hereinafter jointly referred to as "Acquirers") to the equity shareholders of Rajath Finance Ltd.. (hereinafter referred to as " **RFL**" or "**the Company**" or "**the Target Company**").

b. On 30th January , 2006, the Acquirers have entered into Share Purchase Agreement (hereinafter referred to as "**SPA**") with the existing promoters viz. Mr. Chamanlal V. Kamani, Mr. Rashmi C. Kamani and Mr. Dipak C. Kamani (Through their duly constituted Power of Attorney Mr. Vrajlal V. Joshi) and Unicorn Holding Pvt. Ltd. and existing non-promoter, Bell Tower Resorts Pvt. Ltd. (Through their duly authorized person Mr. Vrajlal V. Joshi) **("the Sellers")** of the Target Company to acquire from them 18,57,220 (Eighteen Lacs Fifty Seven Thousand Two Hundred and Twenty only) fully paid up Equity Shares representing 46.43% of the total Issued and Subscribed Capital and 46.43% of total Voting Share Capital of the Target Company at a price of Rs.4/- (Rupees Four Only) **["Negotiated Price"]** per fully paid up Equity Share, payable in cash and to acquire the control of the Target Company.

Details of the proposed acquisition is as under:

Name of the Acquirer	Number of Shares	% of paid up capital and Voting Capital
Mr. Hitesh M. Bagdai	6,19,074	15.47685
Mrs. Poonam H. Bagdai	6,19,073	15.47683
Mr. Bhavdeep V. Vala	6,19,073	15.47683
Total	**1857220**	**46.4305**

c. The Acquirers are now making Open Offer in terms of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 to the fully paid equity shareholders of the RFL to acquire 8,00,000 equity shares representing 20% of the total equity shares capital of the Company and 20 % of the total voting capital of the Target Company at a price of Rs.11/- per equity share payable in cash (the "**Offer Price**").

d. As on the date of this PA, the Acquirers do not hold any equity shares in RFL. The Acquirers have not acquired any shares of RFL during last 12 months preceding the month of this PA.

e. The Offer is not subject to any minimum level of acceptance from the Shareholders of the Company.

f. Other than the Acquirers who are acting in concert with each other for the purpose of this open offer, no other person is acting in concert with the Acquirers for the offer in terms of Regulation 2(1)(e) of the Regulations.

g. This is not a competitive bid.

h. The offer is not as result of Global Acquisition resulting in indirect acquisition of Target Company.

i. The Manager to the Offer i.e. Vivro Financial Services Pvt. Ltd. does not hold any share in the Target Company as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the offer till the expiry of 15 days from the date of closure of offer.

j. This PA is being issued in Financial Express- English Daily (All Editions), Jansatta - Hindi Daily, (All Editions), Financial Express Gujarati Daily (All Editions) and Navshakti - Marathi Daily (All Editions) having wide circulation in Gujarat where the Registered office of the Target Company and at the place of the Stock Exchange where the shares of the Target company are listed are situated and as per the Regulation 15(1) of the Regulations.

2. The Offer Price

Justification of Offer Price

a. The equity shares of the Company are listed on Bombay Stock Exchange Ltd., Mumbai (BSE), Ahmedabad Stock Exchange Ltd., Ahmedabad (ASE) and Saurashtra & Kutch Stock Exchange Limited, Rajkot (SKSE).

b. The Equity Shares of Rajath Finance Ltd. are infrequently traded in terms of Explanation (i) to Regulation 20 (5) of the Regulations during the 6 months (i.e. during the months August 2005 to January, 2006) period preceding this Public Announcement at the Stock Exchange where listed, hence the Offer Price is determined in accordance with the requirement of Regulation 20(5) of the Regulations.

c The offer Price of Rs.11/- per fully paid up equity share of RFL is justified in terms of Regulation 20 (5) of the Takeover Regulations since the same has been determined after considering following facts:

1.	Negotiated price	Rs. 4.00
2.	Highest price paid by the Acquirers for acquisition including a public or right or a preferential issue during the period of 26 weeks prior to PA	NIL
3.	Other parameters	
	Period ended	30th September, 2005
	(a) Return on Net Worth	NEGATIVE
	(b) Earning Per Share (Rs.)	(1.15)
	(c) Price Earning Ratio	N.A.
	(d) Book Value per Share (Rs.)	10.37

d. Since the shares of RFL are infrequently traded on the above mentioned Stock Exchanges, the fair value of shares has been arrived at by considering the above parameters and by placing reliance on the Supreme Court Judgment in the Case of Hindustan Lever Employee Union vs. Hindustan Lever Limited [(1995) 83 CC 30] and with due regard to the erstwhile CCI Formula for valuation of shares. Accordingly, the fair value has been calculated taking weighted average of three methods as follows:

Amt. in Rs. 30th September, 2005

	Method	Amount (Rs) (x)	Weights (y)	Weighted Amount (X*Y)
1	Value of shares as per Net Assets Method(NAV)	10.37	1	10.37
2.	Value of shares as per Earning Capitalization Method	0.51	2	01.02
3.	Value of Shares as per Market Price Method	0.00	2	0.00
	Total		5	11.39
Fair value of shares				**2.28**

The above working is certified by Mr. P.C. Jain, (Membership No.76039) proprietor of M/s Jain P.C. & Associates, Chartered Accountants, having their office at 501, Diwan Chambers, Opp. Loha Bhawan, Old High Court Lane, Ashram Road, Ahmedabad 380 009 (Tele-Fax No. (079) 2754 2102, e-mail :- jainpc@icnet.net) vide their certificate dated 27th December, 2005.

e. Based on the above information, in the opinion of the Manager to the Offer and Acquirers, the Offer Price of Rs. 11/- is being justified in terms of Regulation 20 (5) of the Takeover Regulations.

3. Information about Acquirers

(a) Mr. Hitesh M. Bagdai

1 Mr. Hitesh M.Bagdai, aged 41 years, residing at 71, Samarth Towers, Akshar Marg, Rajkot 360 001. Mr. Hitesh M. Bagdai is mainly engaged in the business of investment in the land and building and also real estate development. He has experience of around 12 years in the estate development business.

2. Mr. Hitesh M.Bagdai does not hold Directorship in any other Company.

3. M/s B.J. Bataviya & Co., Chartered Accountants (Membership no. 31621) having their office at 302, Madhav Complex, Opp. Ajay Apartment, Dr. Yagnik Road, Rajkot- 360 001. Telephone No. (0281) 2460526 25520526, have certified vide their certificate dated 27th January, 2006 that the Net Worth of Mr. Hitesh M. Bagdai is Rs. 186.29 lacs (Rupees One Crore Eighty Six Lacs Twenty Nine Thousand Only). as on 31.12.2005.

4. Mr. Hitesh Bagdai presently does not hold any equity shares of RFL except those proposed to be acquired under the agreement dated 30th January , 2006

5. Mr. Hitesh Bagdai is husband of Mrs. Poonam H. Bagdai, co-acquirer under the offer.

(b) **Mrs. Poonam H. Bagdai**

1. Mrs. Poonam H. Bagdai, aged 37 years, residing at 71, Samarth Towers, Akshar Marg, Rajkot 360 001.

2. Mrs. Poonam H. Bagdai does not hold Directorship in any other Company.

3. M/s B.J. Bataviya & Co., Chartered Accountants (Membership no. 31621) having their office at 302, Madhav Complex, Opp. Ajay Apartment, Dr. Yagnik Road, Rajkot- 360 001. Telephone No. (0281) 2460526 25520526, have certified vide their certificate dated 27th January, 2006 that the net worth of Mrs. Poonam H. Bagdai is Rs. 30 lacs (Rupees Thirty Lacs Only). as on 31.12.2005.

4. Mrs. Poonam Bagdai presently does not hold any equity shares of RFL except those proposed to be acquired under the agreement dated 30th January , 2006.

5. Mrs. Poonam Bagdai assists her husband Mr. Hitesh Bagdai in his existing business.

(c) Mr. Bhavdeep V. Vala

1. Mr. Bhavdeep V. Vala, aged 39 years, residing at 7, Kotecha Nagar, Kalawad Road, Rajkot 360001. Gujarat. Mr. Bhavdeep Vala has 15 years experience in the field of trading and civil construction and real estate development. He is a partner in M/s Akash Enterprise, Wholesale Dealership of ITC Ltd.

2. Mr. Bhavdeep V. Vala holds Directorship in the following companies namely: Chaitanya Cineworld Pvt. Ltd., Bleach Marketing Pvt. Ltd., Radheshyam Land developments Pvt. Ltd., Marutinandan Hotel Estate Pvt. Ltd.

3. M/s S. S. Sangani & Co., Chartered Accountants (Membership No. 109486) having their office at 307, Cosmo Commercial Complex, Mahila College Chowk, Rajkot 360 001. Telephone No. (0281) 245 00 59 have certified vide their certificate dated 3rd January, 2006 that the Net Worth [estimated market value] of Mr. Bhavdeep V. Vala is Rs. 682.07 lacs (Rupees Six Crores Eighty Two Lacs Seven Thousand Only) as on 3.01.2006.

4. Mr. Bhavdeep V. Vala presently does not hold any equity shares of RFL except those proposed to be acquired under the agreement dated 30th January , 2006

(d) None of the Directors of RFL represent the Acquirer.

(e) There is no person acting in concert with the acquirers.

(f) Acquirers have agreed to acquire shares equally.

4. Information of the Target Company - (Rajath Finance Ltd.)

a. Rajath Finance Ltd., was incorporated on 13th December, 1984 under the Companies Act, 1956 as Rajath Leasing and Finance Limited. The Certificate of Commencement of Business was obtained on 4th February, 1985. The name of the company was changed to Rajath Finance Limited and a fresh Certificate of Incorporation consequent upon change of name was obtained on 8th July, 1999. The Registered Office of the Target Company is situated at 208-215, Star Plaza, Phulchhab Chowk, Rajkot - 360 001 Gujarat.

b. Rajath Finance Ltd. in April, 1986 made Public issue of 6,00,000 equity shares of Rs. 10/- each for cash at par. Thereafter in October-November 1995, RFL made a Rights Issue of 10,00,000 equity shares of Rs. 10 each for cash at par aggregating to Rs. 100 Lacs in the ratio of 1[one] equity share for every 1[one] equity share held by the existing equity shareholders of the Company on the Rights basis. Thereafter in November-December, 1998, RFL made a second Rights Issue of 20,00,000 equity shares of Rs. 10 each for cash at par aggregating to Rs. 200 Lacs in the ratio of 1[one] equity share for every 1[one] equity share held by the existing equity shareholders of the Company on the Rights basis.

c. (a) The Authorised Share Capital of the Company as on the date of PA is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided in to 50,00,000 Equity Shares of Rs. 10/- each.

(b) The Issued, Subscribed and Paid-up Share Capital is Rs. 4,00,00,000/- (Rupees Four Crores Only) comprising of 40,00,000 lacs fully paid-up Equity Shares of Rs. 10/-each.

d. There are no partly paid up shares in the Company.

e. The Equity Shares of the Company are listed on Bombay Stock Exchange Ltd., Mumbai (BSE), Ahmedabad Stock Exchange Ltd., Ahmedabad (ASE) and Saurashtra & Kutch Stock Exchange Limited, Rajkot (SKSE).

f. The Target Company is engaged in the business of leasing, finance, hire purchase and other allied financial services.

g. The Marketable lot for the Shares of RFL is 100 Shares held in physical form. The Company has not issued Equity Shares in dematerialized form.

h. The Directors of RFL are [1] Shri C.V. Kamani [2] Shri R. C. Kamani [3] Shri D. C. Kamani [4] Shri P. I. Mody [5] Shri V. V. Joshi and [6] Shri R. Srinivasan

i. For the year ended 31st March, 2005 :-

As per the Audited Accounts of RFL for the year ended 31st March, 2005 the total income was Rs. 15,12,328 and net loss Rs. 4,034,786. The net worth of the Company was Rs. 4, 20, 42,651 as on 31st March, 2005. The book value per share as on 31st March, 2005 was Rs. 10.51. The earning per share and return on net worth is (1.00) and Nil respectively.

For the half year ended 30th September, 2005 :-

As per the audited accounts of RFL for the half year ended 30th September, 2005 the total income was Rs. 2,05,958 and net loss 45,83,625. The net worth of the Company was Rs. 4,14,93,812 as on 30th September, 2005. The book value per share as on 30th September, 2005 was Rs. 10.37. The earning per share and return on net worth is (1.15) and Nil respectively.

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

k. There has been no merger / de-merger or spin off in the Company during the past three years.

l. The Company has complied with the provisions of the listing agreement entered into with the Stock Exchanges and also with the provisions of Chapter II of the Regulations. The existing promoters of the Target Company in past had acquired 2,06,760 Equity Shares representing 5.17% of the shares without complying the Regulations and therefore, SEBI vide its order No. CO/25/04/2003 dated 30/4/2003 directed the existing promoters to make an Open Offer. The promoters had successfully made the said offer and the same was closed on 15-05-2004. Barring this, the promoters and major shareholders of the Target Company have complied with the applicable provisions of Chapter II of the Regulations.

m. LITIGATION :-

Rajath Finance Limited represented by Mr. R. Srinivasan, Director has filed criminal complaint against Mr. Hardik M. Kotecha, Mr. Manaharlal Kotecha and others in the Court of the Honourable Chief Judicial Magistrate at Rajkot on 29/01/2005 vide Criminal Inquiry Case No. 14 of 2005 (Pradhyumnagar Police Station M. Case No. 1 of 2005) for the offences under Sec. 419, 420, 465, 467, 408, 471, 120B of the Indian Penal Code for fabricating a Share Purchase Agreement and putting forged signature therein to illegally show the ownership of majority of shares of Rajath Finance Ltd.; and illegally filing certain forms in the office of the Registrar of Companies giving misleading information about alleged cessation of the directors of the Company and alleged appointment of new directors in an attempt to show control of management of the Company; and also for illegal trespass into the Registered Office of the Company and illegally attempting to take possession of the office premises of the Company.

During the course of the investigation, Investigating Officer had arrested four (4) accused persons and remaining accused persons were arrested after investigation. At present, the matter is pending for further investigation with the said court.

5. Reason for Acquisition, Offer and Future Plans about the Target Company.

a. This Offer is being made pursuant to provisions of Regulation 10 and 12 and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "**Regulations**") and subsequent amendments thereto to the public shareholders for the purpose of acquisition of 20% of the total Equity Capital. After proposed offer and transfer of share proposed to be acquired under para 1 (b), the Acquirers will achieve substantial acquisition of the shares and voting rights accompanied with change in control and management of the Target Company.

b. The Acquirers have entered into SPA on 30th January, 2006 to acquire 18,57,220 (Eighteen Lacs Fifty Seven Thousand Two Hundred Twenty only) fully paid-up equity shares representing 46.43% of the total paid-up equity share capital and 46.43% of the total voting equity share capital of RFL from the Promoter Sellers and Non Promoter Sellers thus triggering the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The transfer of such shares shall take place upon fulfillment of conditions mentioned in the SPA, including completion of this offer as per provisions of SEBI Regulations.

c. The Acquirers by virtue of their managerial and administrative expertise intend to enter in to the business of leasing, finance, hire purchase and other allied financial services activities by taking management control through acquisitions of shares of the Target Company and also to derive benefits of a Listed Company subject to compliance with the provisions of the Companies Act and other applicable laws.

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

6. Statutory Approvals

a. The Offer is subject to the receipt of approval if any of RBI under the Foreign Exchange Management Act, 1999 (FEMA) for the acquisition of equity shares by the Acquirers from the Non residents under the Offer.

b. No approval from any Bank/ Financial Institution is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

c. No statutory approvals are required to the best of the knowledge of the Acquirers to acquire the shares that may be tendered pursuant to the Offer.

d. If any other statutory approvals become applicable at a later date, the offer would be subject to such statutory approvals.

e. Subject to the receipt of statutory approval, the Acquirers shall complete all procedure relating to the Offer including payment of consideration within a period of 15 days from the Offer Closing Date to those shareholders whose share certificates and / or other documents are found valid and in order and are approved for acquisition by the Acquirers. In case of delay in receipt of any statutory approval, if any, SEBI has power to grant extension of time to the Acquirers for the payment of the consideration to the shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(12). If the delay occurs due to willful default of the Acquirers in obtaining the requisite approval, if any, Regulation 22(13) will become applicable.

7. Delisting option to the Acquirers

The Public Shareholding shall not reduce to a level below the limit specified in the Listing Agreement with the stock exchanges for the purpose of listing on continuous basis as a consequence of the Offer. Hence the provision of Regulation No. 21(3) do not apply.

8. Financial Arrangements

a. Acquirers have adequate financial resources and made firm financial arrangements in terms of Regulation 16(xiv) out of their personal savings and business income to fulfill the obligations under the open offer. No borrowings from Bank/ Financial Institution are being made for the purpose. The funds to be utilized shall be domestic and not any foreign funds.

b. The maximum purchase consideration payable by Acquirers in case of full acceptance of offer i.e. 8,00,000 fully paid up equity shares is Rs.88,00,000/- at a price of Rs.11/- per equity share (the "**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter.

c. Assuming full acceptance, the total funds requirements to meet this offer is Rs.88,00,000/-(Rupees Eighty Eight Lacs Only). In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirers have created an Escrow Account in the form of Fixed Deposit for Rs. 22,00,000/- (Rupees Twenty Two Lacs Only) being 25 % of the total consideration payable under the offer, with HDFC Bank Ltd. having its branch at HDFC Bank House, 1st Floor, Nr. Jain Derasar, Navrangpura, Ahmedabad 380 009 on January 31st 2006 and a lien has been marked on the said account in favour of Vivro Financial Services Pvt. Ltd., Manager to the Offer.

d. The Manager to the Offer has been duly authorized by the Acquirers vide his letter dated 31st January, 2006 to realize the value of escrow account in terms of the Regulation.

e. M/s B.J. Bataviya & Co., Chartered Accountants (Membership no. 31621,Telephone No. 0281-2460526 25520526), have certified vide their certificate dated 27th January, 2006 that sufficient resources are available with Mr. Hitesh M. Bagdai - Acquirer to fulfill his obligations under the Offer.

M/s B.J. Bataviya & Co., Chartered Accountants (Membership no. 31621, Telephone No. 0281-2460526 25520526), have certified vide their certificate dated 27th January, 2006 that sufficient resources are available with Mrs. Poonam H. Bagdai - Acquirer to fulfill her obligations under the Offer.

M/s S. S. Sangani & Co., Chartered Accountants (Membership No. 109486, Telephone No. 0281-2450059) have certified vide their certificate dated 3rd January, 2006 that sufficient resources are available with Mr. Bhavdeep V. Vala - Acquirer to fulfill his obligations under the Offer.

f Based on the above certificate Manager to the Offer, Vivro Financial Services Pvt. Ltd. certify and confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the obligation under the offer.

9. Other Terms of the Offer

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

b. The Letter of Offer together with the Form of Acceptance cum Acknowledgement and Form of Withdrawal shall be mailed to the shareholders of Target Company (except to the Acquirers and Parties to SPA) whose names appear on the Register of Members of RFL at the close of Business hours on Tuesday 7th February, 2006 (hereinafter referred to as " the Specified Date").

c. The Acquirers can revise the price upwards upto 7 working days prior to the date of closure of the offer (i.e. Saturday 1st April, 2006) and revision, if any, in the offer price would appear in Financial Express- English Daily (All Editions), Jansatta - Hindi Daily, (All Editions), Financial Express Gujarati Daily (All Editions) and Navshakti - Marathi Daily (All Editions) having wide circulation in Gujarat where the Registered office of the Target Company and at the place of the Stock Exchange where the shares of the Target company are listed and same price would be paid to all shareholders who tender their shares in the offer.

d. Shareholders who wish to tender their shares may send the Form of Acceptance cum Acknowledgement together with the Original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer, Intime Spectrum Registry Limited (the **"Registrar to the Offer"**) at 211, Sudarshan Complex, Nr. Mithakhali under bridge, Ellisbridge, Ahmedabad in an envelope subscribing the same with ***"Rajath Finance Limited - Open Offer*** either by hand delivery during normal business hours Monday to Saturday 11.00 a.m. to 4.00 p.m. (excluding Bank Holidays) or by Registered Post on or before the close of the offer i.e. Saturday 8th April 2006 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement.

e. All owners of shares registered or unregistered (except the Acquirers and parties to SPA) who own the shares at any time prior to the closure of the offer are eligible to participate in the offer. Unregistered owners/ shareholders who have not received Letter of Offer can send their application in writing, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered to, Distinctive Numbers, Folio No., together with documents stated above so as to reach the Registrar to the Offer on or before Saturday 8th April 2006. In case of unregistered owners, the same should be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

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

g. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post to the sole/ first shareholder at the shareholders/ unregistered owners' sole risk.

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

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

j. Acquirers are confident of completing all the formalities pertaining to the acquisition of the said shares, within 15 days from the date of closure of this Offer including payment of consideration to the shareholders who have accepted the Offer and for the purpose open a Special account as provided under Regulation 29.

Provided that where the Acquirers are unable to make payment to the shareholders who have accepted the offer before the said period of 15 days due to non-receipt of requisite statutory approval, if any, the SEBI may, if satisfied that non-receipt of requisite statutory approval was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for such approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Shareholders for delay beyond 30 days, as may be specified by the SEBI from time to time.

k.. In accordance with Regulation 22(5)(A) of the Regulations, shareholders who have tendered requisite documents in terms of Public Announcement and Letter of Offer shall have option to withdraw acceptance tendered upto 3 working days prior to the offer closing date. The withdrawal option can be exercised by submitting the form of withdrawal (separately enclosed with the Letter of Offer) and the copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details: name, address, distinctive no. folio no., no. of shares tendered / withdrawn

10. Schedule of Activities pertaining to the Offer:

ACTIVITY	DAY & DATE
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Tuesday 7th February, 2006
Last date for Competitive Bid	Thursday 23rd February, 2006
Date by which Letter of Offer to be posted to the shareholders.	Monday 13th March 2006
Date of Opening of the Offer	Monday 20th March 2006
Last date for revising the offer price / Number of shares	Saturday 1st April 2006
Last date up to which shareholders may withdraw	Wednesday, 5th April, 2006
Date of Closure of the Offer	Saturday 8th April 2006
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	Monday 24th April, 2006

11. General Conditions

a. Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of the closure of the offer (i.e. Wednesday, 5th April, 2006) by filling the withdrawal form attached herewith. The withdrawal form is also available in the SEBI website (www.sebi.gov.in)

b. The Acquirers can revise the price upwards upto 7 working days prior to the date of closure of the offer (i.e. Saturday, 1st April, 2006) and revision, if any, in the offer price would appear in the Financial Express- English Daily (All Editions), Jansatta - Hindi Daily, (All Editions), Financial Express Gujarati Daily (All Editions) and Navshakti - Marathi Daily (All Editions) having wide circulation in Gujarat where the Registered office of the Target Company and at the place of the Stock Exchange where the shares of the Target company are listed and same price would be paid to all shareholders who tender their shares in the offer.

c. Pursuant to Regulation 13 of the Regulations, The Acquirers have appointed Vivro Financial Services Private Ltd. as Manager to the Offer and the Manager to the offer issues this Public Announcement on behalf of the Acquirers.

d. If there is competitive bid:

(i) The public offer under all the subsisting bids shall close on the same date.

(ii) As the offer price cannot be revised during 7 working days prior to the closing date of the offers/ bids, it would therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender acceptance accordingly.

e. The Acquirers and the Company are not prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of SEBI Act.

f. The Acquirers accepts full responsibility for the information contained in this Announcement and also for the obligations of the Acquirers as laid down in SEBI Takeover Regulations and subsequent amendments made thereto.

g. For further details please refer to the Letter of Offer and the Form of Acceptance cum Acknowledgement. This Public Announcement and the Letter of Offer together with Form of Acceptance cum Acknowledgement would also be available on SEBI's website at http://www.sebi.gov.in/ Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgement from the said website from the offer opening Date i.e. Monday 20th March, 2006 and apply in the same.

Issued By :

MANAGER TO THE OFFER
Vivro Financial Services Pvt. Ltd.
Contact Person: **Mr. Jayesh Vithlani, Company Secretary**
"Vivro House", 11, Shashi Colony,
Opp. Suvidha Shopping Center, Paldi,
Ahmedabad 380006.
Tel: +91-79-26575666, Fax: +91-79-26575441
E-Mail: ahmedabad@vivro.net

REGISTRAR TO THE OFFER
Intime Spectrum Registry Limited
Contact Person: **Mr. Hitesh Patel**
211, Sudarshan Complex,
Nr. Mithakhali under bridge, Ellisbridge,
Ahmedabad - 380009
Tel.: (079) 2646 51 79
Email: ahmedabad@intimespectrum.com

Place : Rajkot
Date : 1-2-2006

For and On behalf of the Acquirers
Mr. Hitesh M. Bagdai
Mrs. Poonam H. Bagdai
Mr. Bhavdeep V. Vala