

RHODIA SPECIALTY CHEMICALS INDIA LIMITED

(formerly known as Albright & Wilson Chemicals India Limited)

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This Corrigendum to the Public Announcement (**Third Corrigendum**) is being issued by Morgan Stanley India Company Private Limited (**Manager to the Offer**) on behalf of Solvay Participations France S.A.S. (the **Acquirer**), Solvay S.A. (**Solvay**), Solvay Finance France S.A. (**Solvay Finance**), Rhodia S.A. (**Rhodia**) and Rhodia UK Limited (**Rhodia UK**) (Solvay, Solvay Finance, Rhodia and Rhodia UK individually, a **Person Acting in Concert / PAC** and collectively, the **Persons Acting in Concert / PACs**) pursuant to and in compliance with regulations 10 and 12 and other applicable provisions, if any, of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the **1997 Regulations**).

This Third Corrigendum is in continuation of and shall be read in conjunction with the original Public Announcement published on 8 September, 2011 (**PA**) in the Financial Express (all editions), Jansatta (all editions) and Mumbai Lakshadep (Mumbai edition), pursuant to which the Acquirer made an open offer to the equity shareholders (other than Rhodia UK) of Rhodia Specialty Chemicals India Limited (**Target Company**) to acquire 675,120 fully paid-up equity shares of ₹ 10/- each representing 20% of the paid-up equity share capital of the Target Company as on the date of the PA (the **Offer**), and the subsequent Corrigenda to the PA published on 20 October, 2011 (**First Corrigendum**) and 19 February, 2013 (**Second Corrigendum**) in the Financial Express (all editions), Jansatta (all editions) and Mumbai Lakshadep (Mumbai edition). Capitalised terms used but not defined in this Third Corrigendum shall, except to the extent modified hereunder, have the same meanings as assigned to such terms in the PA and the Second Corrigendum.

The shareholders of the Target Company are requested to kindly note the following:-

1. The Offer and its Background

1.1. As on the date hereof, Rhodia UK holds 24,61,974 Shares constituting 72.93% of the outstanding issued and paid-up share capital of the Target Company. Other than Rhodia UK, the Acquirer and the PACs do not directly own any Shares in the Target Company.

1.2. The Acquirer and the PACs have neither acquired nor have been allotted any Shares in the Target Company in the 12 month period immediately prior to the date hereof.

2. Information about the Acquirer and the PACs

2.1. Addition of PACs

As stated in the Second Corrigendum, pursuant to the Consent Terms and the Bombay High Court Order, the following entities have been included as "Persons Acting in Concert" within the meaning of Regulation 2(1)(e)(1) of the 1997 Regulations in relation to the Offer:

- Rhodia
- Rhodia UK

2.2. Acquirer

(i) At the date hereof, the outstanding share capital of the Acquirer amounts to € 2,075,037,495/- (₹ 1,49,58,03,22,850/-), fully paid up and divided into 138,335,833 ordinary equity shares of nominal value of € 15/- (₹ 1,081/-) each.

(ii) Based on the statutory audited financial statements, prepared in accordance with the French Accounting Regulations, selected financial highlights of the Acquirer on a stand-alone basis are set out in the table below:

All figures are in Rupees Lacs except for per Share numbers and return on shareholder's equity (net worth)	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Revenue	0	195	0
Total Financial Income	10,388	0	39,152
Net Income (Loss) for the period (Local Accounts)	-70,500	-20,503	1,026
Share Capital	14,95,803	486,605	-486,605
Reserves*	-89,717	-19,218	1,285
Shareholder's Equity (Net Worth)**	1,406,086	467,387	487,890
Book Value Per Share***	1,016	1,039	1,084
Earning Per Share****	-50.96	-45.56	22.28
Return on Shareholder's Equity (Net Worth)*****	-5.0%	-4.4%	2.1%

Source: Statutory Auditor's Report on the Financial Statements for the years ended 31 December 2009, 31 December 2010 and 31 December 2011

* Reserves calculated as the total of Paid-in capital, Legal reserve, Tax regulated reserves, other reserves net of loss bought forward and loss for the period

** Total Shareholder's Equity (Net Worth) has been calculated as the total of Share Capital and Reserves

*** Book Value Per Share computed as the Total Shareholder's Equity (Net Worth) / number of equity shares outstanding at the end of the year

**** Earning Per Share calculated as Net Income / (Loss) for the period / number of equity shares outstanding at the end of the year

***** Return on Shareholder's Equity (Net Worth) calculated as Net Income / (Loss) for the period / Shareholder's Equity (Net Worth) as at the end of the year

(The reporting currency for the above financial data is Euro (€). For the purpose of convenience the same is converted into Rupees where applicable at one € = ₹ 72.0856 being the exchange rate as on 15 February 2013; Source: www.rbi.org.in)

2.3. PAC - Solvay

(i) The outstanding share capital of Solvay is € 1,270,516,995/- (₹ 91,587,123,360/-) fully paid up and divided into 84,701,133 ordinary equity shares without par value. For shareholder votes, each share has one vote, except for shares held by Solvay Stock Option Management SPRL, for which voting rights are suspended.

(ii) Based on the statutory audited financial statements, prepared in accordance with International Financial Reporting Standards (IFRS), selected financial highlights of Solvay on a consolidated basis are set out in the table below:

All figures are in Rupees Lacs except for per Share numbers and return on net worth	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Sales	5,845,494	4,295,635	6,116,540
Net Income for the year (Solvay Share)	213,376	1,314,137	398,638
Share Capital	916,219	916,219	916,219
Reserves	3,521,426	3,616,580	2,510,773
Non-controlling Interest	358,323	302,042	292,671
Total Equity (Net Worth)*	4,795,968	4,835,562	3,719,663
Book Value Per Share (Shareholder's Equity per share)**	5,463	5,575	4,172
Earning Per Share***	219.14	1,575.09	452.70
Return on Total Equity (Net Worth)****	4.3%	26.7%	10.8%
Price to Earnings Ratio*****	36.66	5.10	17.75

Source: Solvay's Annual Reports for the years ended 31 December 2009, 31 December 2010 and 31 December 2011

* Total Equity (Net Worth) has been calculated as the total of Share Capital, Reserves and Non-controlling interest

** Book value per share (Shareholder's Equity per share) computed as the Total Equity (Net Worth) less Non-controlling interest divided by the average number of shares for calculating IFRS results

*** Earning per share calculated as Net income (Solvay's share) divided by the weighted average number of shares, after deducting own shares purchased to cover stock option programs

**** Return on Total Equity (Net Worth) computed as net income of the Group divided by the total equity before allocation of the revaluation reserve directly to equity

***** Price to Earnings Ratio computed as the closing price of € 111.45 per share of Solvay on NYSE Euronext Brussels as on 15 February 2013 divided by Earning Per Share

(The reporting currency for the above financial data is Euro (€). For the purpose of convenience the same is converted into Rupees where applicable at one € = ₹ 72.0856 being the exchange rate as on 15 February 2013; Source: www.rbi.org.in)

2.4. PAC - Solvay Finance

(i) At the date hereof, the outstanding share capital of Solvay Finance is € 1,055,274,801/- (₹ 670,644,597,073/-) fully paid up and divided into 50,251,181 ordinary equity shares of nominal value of € 21/- (₹ 1,401/-) each.

(ii) Based on the statutory audited financial statements, prepared in accordance with the French Accounting Regulations, selected financial highlights of Solvay Finance on a stand-alone basis are set out in the table below:

All figures are in Rupees Lacs except for per Share numbers and return on net worth	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Revenue	0	349	0
Total Financial Income	21,183	7,665	31,449
Net Income (Loss) for the period (Local Accounts)	127,376	-20,661	10,479
Share Capital	760,701	544,451	544,451
Reserves*	36,058	-91,319	-70,658
Shareholder's Equity (Net Worth)**	796,760	453,133	473,793
Book value per share***	1,586	1,260	1,317
Earning per share****	253.48	-57.45	29.14
Return on Shareholder's Equity (Net Worth)*****	16.0%	-4.6%	2.2%

Source: Statutory Auditor's Report on Financial Statements for the years ended 31 December 2009, 31 December 2010 and 31 December 2011

* Reserves calculated as the total of Paid-in capital, Legal reserve, Tax regulated reserves, other reserves net of loss bought forward and loss for the period

** Total Shareholder's Equity (Net Worth) has been calculated as the total of Share Capital and Reserves

*** Book value per share computed as the Total Shareholder's Equity (Net Worth) / number of equity shares outstanding at the end of the year

**** Earning per share calculated as Net Income / (Loss) for the period / number of equity shares outstanding at the end of the year

***** Return on Shareholder's Equity (Net Worth) calculated as Net Income / (Loss) for the period / Total Shareholder's Equity (Net Worth) as at the end of the year

(The reporting currency for the above financial data is Euro (€). For the purpose of convenience the same is converted into Rupees where applicable at one € = ₹ 72.0856 being the exchange rate as on 15 February 2013; Source: www.rbi.org.in)

2.5. PAC - Rhodia

(i) Rhodia is a limited liability company formed and registered on 18 February 1994, under the laws of France. Rhodia is registered in the commercial and companies register of Nanterre under number 352 170 161 RCS NANTERRE, with its registered office located at 110 Esplanade Charles de Gaulle Immeuble Coeur Defense, Tour A 92400 Courbovoise, France.

(ii) Rhodia belongs to the Solvay group. The promoter and person in control of Rhodia is (i) Solvay and (ii) the Acquirer. At the date hereof, the outstanding share capital of Rhodia is € 107,077,559/- (₹ 7,718,846,457/-) fully paid up and divided into 107,077,559 ordinary shares of nominal value of € 1/- (₹ 72.09/-) each. The shareholding structure of Rhodia is as follows:

Shareholding	Shares held	Percentage
Solvay	10,637,102	9.93%
Acquirer	94,394,175	88.16%
Treasury Shares	558,749	0.52%
Public - Individuals	1,487,533	1.39%
Total	107,077,559	100%

(iii) The shares of Rhodia were listed for trading on NYSE Euronext Paris stock exchange. With effect from 16 September 2011, the shares of Rhodia have been delisted.

(iv) Based on the statutory audited financial statements, prepared in accordance with IFRS (International Financial Reporting Standards), as adopted by the European Union, selected financial highlights of Rhodia on a stand-alone basis are set out in the table below:

All figures are in Rupees Lacs except for per Share numbers and return on net worth	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Net Sales	4,225,711	3,455,106	2,905,807
Net Income (Loss) for the period (Local Accounts)	836,203	188,867	-95,154
Share Capital	76,412	75,691	874,409
Reserves*	516,860	-297,717	-1,404,245
Shareholder's Equity (Net Worth)**	593,272	-222,026	-529,836
Book value per share***	5,805.57	-2,020.31	-5,262.89
Earning per share****	7,770.11	1,816.88	-952.38
Return on Shareholder's Equity (Net Worth)*****	161.8%	Not Meaningful	Not Meaningful

Source: Audited financial statements for the years ended 31 December 2009, 31 December 2010 and 31 December 2011

* Reserves calculated as the total of Paid-in capital, Legal reserve, Tax regulated reserves, other reserves net of loss bought forward and loss for the period

** Total Shareholder's Equity (Net Worth) has been calculated as the total of Share Capital and Reserves

*** Book value per share computed as the Total Shareholder's Equity (Net Worth) / number of equity shares outstanding at the end of the year

**** Earning per share calculated as Net Income / (Loss) for the period / number of equity shares outstanding at the end of the year

***** Return on Shareholder's Equity (Net Worth) calculated as Net Income / (Loss) for the period / Total Shareholder's Equity (Net Worth) as at the end of the year; metric not meaningful as Net Worth of Rhodia has been negative during the year ended 31 December 2009 and 31 December 2010

(The reporting currency for the above financial data is Euro (€). For the purpose of convenience the same is converted into Rupees where applicable at one € = ₹ 72.0856 being the exchange rate as on 15 February 2013; Source: www.rbi.org.in)

(iii) Rhodia is a leader in the development and production of specialty chemicals. Rhodia provides added-value products and high-performance solutions to diversified markets, including automotive, electronics, flavours and fragrances, health, personal and home care, consumer goods and industrial.

2.6. PAC - Rhodia UK

(i) Rhodia UK is a limited liability company formed and registered on 15 July 1892, under the laws of England and Wales. Rhodia UK is registered in the commercial and companies register of England and Wales under number 36833, with its registered office located at Oak House, Reeds Crescent, Watford, Hertfordshire, WD24 4QP, United Kingdom.

(ii) At the date hereof, the outstanding share capital of Rhodia UK is £33,304,391/- (₹ 2,788,243,615/-) fully paid up and divided into 133,217,565 ordinary shares of nominal value of 25 p. (₹ 20.93/-) each. The shareholding structure of Rhodia UK is as follows:

Shareholding	Shares held	Percentage
Rhodia Holdings Limited	133,217,565	100%

(iii) Rhodia UK belongs to the Solvay group. The promoter and person in control of Rhodia UK is Solvay, Rhodia UK and the Acquirer are companies under the same management.

(iv) Based on the statutory audited financial statements, prepared in accordance with UK Accounting Standards Regulations, selected financial highlights of Rhodia UK on a stand-alone basis are set out in the table below:

All figures are in Rupees Lacs except for per Share numbers and return on net worth	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Total Turnover	94,239	92,815	72,254
Net Loss for the period (Local Accounts)	-37,569	-16,172	-17,467
Share Capital	27,882	27,882	27,882
Reserves*	-387,125	-295,832	-298,549
Shareholder's Equity (Net Worth)**	-359,243	-267,950	-270,667
Book value per share***	-269.67	-201.14	-203.18
Earning per share****	-0.40	-13.11	-12.14
Return on Shareholder's Equity (Net Worth)*****	Not Meaningful	Not Meaningful	Not Meaningful

Source: Audited Financial Statements for the years ended 31 December 2009, 31 December 2010 and 31 December 2011

* Reserves calculated as the total of Paid-in capital, Legal reserve, Tax regulated reserves, other reserves net of loss bought forward and loss for the period

** Total Shareholder's Equity (Net Worth) has been calculated as the total of Share Capital and Reserves

*** Book value per share computed as the Total Shareholder's Equity (Net Worth) / number of equity shares outstanding at the end of the year

**** Earning per share calculated as Net Income / (Loss) for the period / number of equity shares outstanding at the end of the year

***** Return on Shareholder's Equity (Net Worth) calculated as Net Income / (Loss) for the period / Total Shareholder's Equity (Net Worth) as at the end of the year; metric not meaningful as Net Worth of Rhodia UK has been negative during the period

(The reporting currency for the above financial data is Pound Sterling (£). For the purpose of convenience the same is converted into Rupees where applicable at one £ = ₹ 82.73 being the exchange rate as on 15 February 2013; Source: www.rbi.org.in)

(v) The principal business of Rhodia UK is chemicals and chemical substances and products.

3. Information about the Target Company

(i) The financial highlights of the Target Company on a stand-alone basis based on the audited financials for the last three years are as follows:

All figures are in Rupees Lacs except for per Share numbers and return on net worth	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Income (including other income)	25,456	16,803	9,959
Profit (Loss) after Tax	-567	-369	-2,057
Equity Share Capital	338	338	338
Reserves & Surplus (Excl. building revaluation reserve)	3,549	4,115	4,484
Net worth*	3,886	4,453	4,821
Book Value per share**	115	132	143
Earning per Share***	-16.79	-10.92	-60.94
Return on Net worth****	-14.6%	-8.3%	-42.7%

Source: Target Company's Annual Reports for the years ended 31 December 2009, 31 December 2010 and 31 December 2011

* Net Worth has been calculated as the total of Share Capital and Reserves & Surplus (excl. building revaluation reserve)

** Book Value per share computed as the Net worth/ Number of equity shares outstanding at the end of the year

*** Earning per share calculated as Profit After Tax/ Number of equity shares outstanding at the end of the year

**** Return on Net worth calculated as Profit After Tax/Net worth as at the end of the year

4. Statutory Approvals

4.1. The Offer is subject to the Acquirer obtaining the approval of the Reserve Bank of India (the **RBI**) under the Foreign Exchange Management Act, 1999 and the regulations made thereunder, in each case as amended from time to time, for the transfer / acquisition of equity shares tendered by non-resident Indians (**NRIs**) or erstwhile overseas corporate bodies (**OCBs**), if any, pursuant to this Offer. The Acquirer will make the requisite application(s) to the RBI to obtain its approval for the acquisition / transfer of equity shares validly tendered by NRIs or erstwhile OCBs, if any, and accepted pursuant to this Offer.

4.2. To the best of the knowledge and belief of the Acquirer and the PACs, as on the date of this Third Corrigendum, other than the above, no statutory approvals are required for the Offer. To the best of its knowledge, the Acquirer and the PACs does not require any approvals from financial institutions or banks for the Offer.

5. Financial Arrangements

5.1. Based on the estimate of the Shares held by the Original Shareholders as at 8 February 2013, and assuming full acceptance by the Original Shareholders, the total amount of interest payable (less dividend set-off), calculated at the rate of 15% per annum from 14 July 2000 till 15 May 2013 (i.e. the assumed date of payment of consideration), is ₹ 2,13,984,902/- (the interest amount is subject to change depending upon the actual date of payment and the number of Shares held by Original Shareholders as on the date of tendering their Shares in the Offer). The total financial resources required for the Offer, assuming full acceptance of the Offer Size at the Offer Price (which, for the avoidance of doubt, includes the separate price payable to the Original Shareholders and, assuming 15 May 2013 to be the date of payment of consideration to the Original Shareholders and offer price payable to Other Shareholders) will be ₹ 529,879,036/- (such maximum amount, henceforth referred to as the **Maximum Consideration**). The Acquirer and the PACs have made firm arrangements to ensure that the Acquirer has the resources from its own funds to enable it to pay the Maximum Consideration.

5.2. In accordance with regulation 28 of the 1997 Regulations, an escrow arrangement was entered into by Acquirer, which consisted of a cash deposit in an account with Citibank N.A., a national banking association duly constituted in accordance with the laws of the United States of America, and carrying on the business of banking in India as a scheduled commercial bank, and acting through its branch office located at Dr. N. Road, Fort, Mumbai - 400 001, (the **Escrow Bank**) for an amount of ₹ 67,000,000/-. The amount of such cash deposit with the Escrow Bank has now been increased to ₹136,999,831.46/- (such revised amount, henceforth referred to as the **Cash Deposit**) being not less than 25% of the Maximum Consideration and adequate to meet the requirements of regulation 28 of the 1997 Regulations.

5.3. The Manager to the Offer has been authorised to realize the value of the escrow arrangement consisting of the Revised Cash Deposit, in terms of and as per the provisions contained in the 1997 Regulations.

5.4. The Acquirer also has a cash deposit of € 6,419,000/- being equivalent to ₹ 462,717,466/- (such amount, henceforth referred to as the **Required Amount**) at BNP Paribas, Paris (the **Bank**) with account number 71943Q (the **Account**) which amount is not subject to any charges or encumbrances and may be withdrawn by the Acquirer at any time at its sole discretion. The Acquirer has represented that they will withdraw funds to the extent of the Required Amount from the Account solely for the purpose of enabling the Acquirer to satisfy full acceptance of the Offer (including payment of expenses in relation to the Offer) within the periods specified by the 1997 Regulations, provided that this representation shall not apply to funds in the Account which are in excess of the Required Amount. The Required Amount is in excess of 75% of the Maximum Consideration.

5.5. The Acquirer along with the PACs has adequate resources to meet the financial arrangements of the Offer in terms of the 1997 Regulations and have made firm financial arrangements to meet their obligations in full under the Offer.

5.6. Based on the above, the Manager to the Offer is satisfied that the Acquirer has the financial ability to implement this Offer in full and that firm financial arrangements for funds for payment through verifiable means are in place to fulfill the Acquirer's obligations under the Offer.

6. Procedure for identification of Original Shareholders

As per paragraph 2.2 above, the Offer Price to the Original Shareholder comprising of ₹ 291.86 per Share plus interest at the rate of 15% per annum from 14 July 2000 less dividend set-off of ₹ 19.50 per Share is payable in cash to the Original Shareholders, whose Shares are tendered and accepted under the Offer. The interest of ₹ 542.41 per Share, calculated at the rate of 15% per annum from 14 July 2000 till 15 May 2013, i.e. the scheduled date of payment of consideration, in accordance with the Bombay High Court Order, is payable in cash (the interest amount is subject to change depending upon the actual date of payment). Such interest is payable only to Original Shareholders, i.e. those persons who were shareholders of the Target Company as on 14 March 2000 and continue to be shareholders of the Target Company till the date of the closing of the Offer, and will be calculated on the payment consideration due on such of those Shares accepted under the Offer which are determined as forming part of their holdings as on 14 March 2000. Shares which are continuing in nature are only the number of Shares held for a continuous period from 14 March 2000 up to the date of tendering the Shares in the Offer and which are accepted under the Offer. The following examples illustrate the identification of the Original Shareholders:

- a shareholder who held 200 Shares on 14 March 2000 and subsequently sold 50 Shares will be considered to be an Original Shareholder only in respect of 150 Shares, provided that such Shares are tendered and accepted under the Offer;
- a shareholder who held 200 Equity Shares on 14 March 2000 and subsequently purchased 50 Shares will be considered to be an Original Shareholder only in respect of 200 Shares, provided that such Shares are tendered and accepted under the Offer; and
- a shareholder who held 200 shares on 14 March 2000, and subsequently sold 5