PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF SUNIL HEALTHCARE LIMITED

Registered Office: 17/18, Old Industrial Area, Alwar - 301 001, Rajasthan

*This Public Announcement ("PA") is being issued by the Manager to the Offer i.e., **Chartered Capital And Investment Limited,** on behalf of the Acquirers, Mr. Anil Kumar Khaitan and M/s Magnum Computers (P) Ltd alongwith PACs, pursuant to Regulations 11(2) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "SEBI (SAST) Regulations, 1997") and subsequent amendments thereto.*

1. THE OFFER:

1.1 This Open Offer (the "**Open Offer**" or "**Offer**") is being made by Mr. Anil Kumar Khaitan and M/s Magnum Computers (P) Limited (hereinafter referred to as the '**Acquirers**') along with Persons Acting in Concert Mr Sunil Kumar Khaitan, Mr Sudhir Khaitan, Mr Umaesh Kumar Khaitan, Mrs Sunita Khaitan, Mrs Sarita Khaitan, Mrs Kavita Khaitan, Mrs Rashmi Khaitan, Mrs Renu Modi, Mrs Sita Devi Khaitan, M/s Shalimar Wire Industries Ltd and M/s Shalimar Industries Ltd (hereinafter referred to as the "Persons Acting in Concert"/ PACs") to acquire the equity shares of Sunil Healthcare Limited (**"SHL" or "Target Company"/ the "Company"**), a public limited company incorporated under the Companies Act, 1956 (the "Companies Act") and having its registered office at 17/18, Old Industrial Area, Alwar-301001, Rajasthan pursuant to and in Compliance with Regulation 11(2) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendment thereto.

1.2 On 27th February, 2008 the Board of Directors of **SUNIL HEALTHCARE LIMITED ("Target Company" or "SHL")**, having its Registered office at 17/18, Old Industrial Area, Alwar - 301 001, Rajasthan issued and allotted, on preferential basis 16,44,750 fully paid up equity shares of face value of Rs 10/- each to Mr Anil Kumar Khaitan, M/s Magnum Computers (P) Ltd and Kundan Financial Services (P) Ltd representing 35.28% of post-preferential share/voting capital of "SHL"(as mentioned in para 3.2 below) for cash at a price of Rs. 30.50/- which includes a premium of Rs. 20.50/- per equity share payable in cash aggregating to Rs. 501.65 lacs ("**Preferential Issue**") pursuant to conversion of loan amount of Rs 501.65 lacs in to equity shares in accordance with the guidelines for preferential issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto ("**SEBI DIP Guidelines**"). Out of allottees to the preferential allotment Mr Anil Kumar Khaitan, M/s Magnum Computers (P) Ltd belongs to part of Promoter Group of Target Company and M/s Kundan Financial Services (P) Ltd belongs to Non Promoter Group of Target Company.

By the above acquisition, the Acquirers in aggregate holds 16,38,425 number of equity shares representing 35.15 % of the Post preferential paid-up equity share capital of the SHL, and the aggregate holding of the Promoter group increased from 1790025 shares representing 59.34% (Pre Preferential Issue) to 31,93,793 representing 68.52% (Post Preferential Issue) of the paid-up share capital of SHL which resulted in triggering of SEBI (SAST) Regulations, 1997.

1.3 The Preferential Issue as mentioned at para 1.2 above was duly authorised by a resolution passed by the Board of Directors of the Target Company at its meeting held on 4th December,2007 and by the special resolution under section 81(1A) of the Companies Act, 1956 and other applicable provisions, passed by the shareholders of the Target Company at the Extraordinary General Meeting held on December 29, 2007 authorizing the Board of Directors (which include any committee of the Board) of the Target Company to issue and allot the above mentioned equity shares to the Allottees to the abovesaid preferential issue.

1.4 On receipt of in-principle listing approvals from The Calcutta Stock Exchange Association Limited ("CSE"), The Jaipur Stock Exchange Limited (JSE) and The Delhi Stock Exchange Association Limited (DSE) vide its letter no. CSEA/LD/77/2008 dated 14th February, 2008, JSEL/2007/2035 dated 12th December, 2007 ,and DSE/LIST/3526/NR/1742 dated 7th February, 2008 respectively, the Board of Directors of the Target Company issued an allotted 16,44,750 fully paid-up equity shares to the allottees on 27th February, 2008.The said equity shares and the pre Preferential Issue holding of the Allottees will be subject to "lock-in" as per the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

1.5 The Acquirers intend to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of the Target Company to acquire 9,32,250 equity shares of Rs. 10/- each representing 20% of post-preferential share/voting capital of "SHL" at a price of Rs. 30.50 (Rupees Thirty and Paisa Fifty only) per fully paid-up equity shares ("Offer Price"), payable in cash subject to the terms and conditions mentioned hereinafter, to those shareholders whose names appear on the register of members on Specified Date i.e. 28th March,2008.

1.6 The equity shares of "SHL" are at present listed at the The Calcutta Stock Exchange Association Limited ("CSE"), The Jaipur Stock Exchange Limited (JSE) and The Delhi Stock Exchange Association Limited (DSE).

1.7 The annualized trading turnover during the preceeding six calendar months ended February 2008 in each of the Stock Exchange where the shares are listed is as follows:

Name of the Stock Exchange	Total number of shares traded during September 2007 to February 2008	Total number of listed shares	Annualised trading turnover (% of the total listed shares)
CSE	NIL	3016500	Not Applicable
JSE	NIL	3016500	Not Applicable
DSE	NIL	3016500	Not Applicable

1.8 Based on the above information, the shares of the target company are not traded/infrequently traded within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. In accordance with Regulation 20(5) 0f SEBI (SAST) Regulations, 1997, the Offer price of Rs 30.50 (Rupees Thirty & fifty Paise only) per fully paid up equity shares is worked out on the following parameters.

Negotiated Price	Not Applicable
Price paid by the Acquirers by way of allotment in a public or rights or preferential issue during the 26 week period prior to the date of PA.	Rs. 30.50/-

Other Financial Parameters	Based on the Audited financial data for the year ended March 31, 2007	Based on the Certified fnancial data for the period ended September 30, 2007*
Return on Net Worth (%)	21.23	4.71
Book Value per share (Rs.)	28.86	31.80
Earning per share (Rs.)	6.13	1.50
Price Earning Multiple with reference to Offer price of Rs 30.50 per share	4.97	20.33

* As Certified by Mr B K Sipani, (Membership No. 88926), Partner of Singhi & Co., Chartered Accountants, having their office at 402, Pragati House, 47-48, Nehru Place, New Delhi-110019, Phone No. (011) 30820179/180, Fax No. (011) 30820183.

In view of the above the offer price of Rs. 30.50 is justified in terms of Regulations 20(5) of the SEBI (SAST) Regulations, 1997. **Formula**: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

1.9 The Acquirers have not acquired any equity share of SHL during the past 12 months prior to the date of this Public Announcement except 14,03,768 equity shares in the Preferential Issue as per the details given in para 1.2 above and 52500 Equity Shares acquired by Mr. Anil Kumar Khaitan by way of inter se transfer on 30.11.2007 and 432 shares by way of transfer on 12.09.2007.

1.10 The Acquirers have not entered into any "Non-Compete Agreement".

1.11 The Manager to the Offer i.e. Chartered Capital & Investments Limited does not hold any shares 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 Open Offer till the expiry of 15 days from the date of closure of Open Offer.

1.12 The Offer is not subject to any minimum level of acceptance from the shareholders **i.e. it is not a Conditional Offe**r. The Acquirers will accept the equity shares of SHL those are tendered in valid form in terms of this offer upto maximum of 9,32,250 equity shares, representing 20% of the post preferential paid-up share capital/Voting rights of the Target Company.

1.13 This offer is not a Competitive Bid.

1.14 Neither the Acquirers, PACs nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other Regulations made under the SEBI Act, 1992.

2 INFORMATION ABOUT THE ACQUIRERS

2.1 Mr. Anil Kumar Khaitan

2.1.1 Mr. Anil Kumar Khaitan S/o Late Mr. Satya Narayan Khaitan, aged 51 years, an Indian Citizen residing at A-3, Maharani Bagh, New Delhi-110065, Tel No.: 011-26313546/47/48 Fax No. 011-26221440 is a Master in Business Administration from IMI, Geneva and having a vast experience of 31 years in strategic business planning, Financial Management and effective development of Human resources in various industries like Paper, Automobile, Pharmaceutical, Jute Mills and Copper..

2.1.2 Mr. Anil Lekhi, Chartered Accountant partner of Agrawal S. Lal & Co. Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi (Alwar) Mob. No. 09314012523 has certified vide his certificate dated 18.01.2008 that the Net Worth of Mr. Anil Kumar Khaitan as on 31.10.2007 is Rs. 1,55,17,617 (Rupees One Crore Fifty Five Lacs Seventeen Thousand Six Hundred Seventeen Only) and also Certified that Mr. Anil Kumar Khaitan has sufficient means to fulfill his part of obligations under this Offer.

2.1.3 Mr. Anil Kumar Khaitan holds 1035147 Equity shares of Target Company as onthe date of Public Announcement. He has not made any acquisition earlier in the target Company through Open Offer(s).

2.2 Magnum Computers (P) Ltd.

2.2.1 Magnum Computers (P) Limited is a Private Limited Company incorporated with the Registrar of Companies, Delhi & Haryana vide its certificate of incorporation dated July 05, 1985 under the Companies Act, 1956. At present the Registered Office of the Company is situated at 73-74, First Floor, Sheetla House, Nehru Place, New Delhi-110019; Phone No. 011-26447086. The Company is engaged in the business of manufacturing, processing, sell, import, export and deal in software and hardware consisting of components and full systems and to develop, acquire, promote the programming.

2.2.2 The present promoters of the Acquirer are Esquire Engineering Limited, Shalimar Holding Limited, Late Shri S. N. Khaitan, Sushil Khaitan and Sarita Khaitan. The Board of Directors of Acquirer comprises of Mr. C. M.. Mishra and Mr. V. K. Punyani.

2.2.3 The shares of the company are not listed on any stock exchange.

2.2.4 M/s Magnum Computers (P) Limited holds 603278 Equity shares representing 12.94% of the post preferential capital of Target Company as on the date of Public Announcement. He has not made any acquisition earlier in the target Company through Open Offer(s).

2.2.5 The brief financials of M/s Magnum Computers (P) Limited are as under:

(Amount in Rs. Lacs)

Particulars	For the year ended March 31, 2007 (Audited)	For the period ended September 30, 2007 (Certified)*
Total Income	-	15.35
Profit After Tax	(0.95)	15.34
Earnings Per Share (EPS)	-	-
Book Value Per Share	10.00	10.00
Networth	366.81	382.15
Return on Networth (in %)	-	4.01

* As Certified by CA A.K. Khanna (Membership No. 50016), partner of G.P. Agrawal & Co., Chartered Accountants, having their office at 7-A, Kiran Shankar Ray Road, Kolkata-700001, Phone No. (033) 22483941/22488338, Fax No .(033) 22486814.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

3. BACKGROUND OF PACs

3.1 Mr. Sunil Kumar Khaitan

3.1.1 Mr. Sunil Khaitan S/o Late Shri Satya Narayan Khaitan, aged 48 years, an Indian Citizen residing at 1, Ashoka Road, Alipore, Kolkata-700027; Tel No: (033) 27496735, Fax No: (033) 22116880. He is a Bachelor in Commerce and having a vast experience of 27 years in strategic business planning, Financial Management and effective development of Human resources in Industries.

3.1.2 He is having a Networth of Rs. 89.12 Lacs as on 31.10.2007 as Certified by Mr. Anil Lekhi, (Membership No. 73152) Chartered Accountant, Partner of Agarwal S. Lal & Co. , Chartered Accountants, having office at A-110, Ganpati Plaza, Bhiwadi (Alwar), Mob. No.: 0931412523 and letter also Certified that he has sufficient means to fulfill his part of obligations under this Offer.

3.1.3 Mr. Sunil Kumar Khaitan holds 1,96,706 Equity shares of Target Company as on the date of Public Announcement. He has not made any acquisition earlier in the target Company through Open Offer(s).

3.2 Mr. Sudhir Khaitan

3.2.1 Mr. Sudhir Khaitan S/o Late Shri S. N. Khaitan, aged 45 years, an Indian Citizen residing at Brindavan, 1/17, Civil Lines, Jaipur-302006; Tel No: (0141) 2222116/2224459, Fax No: (0141) 2229710. He is a Bachelor in Commerce and having a vast experience of 25 years in Steel Industry.

3.2.2 He is having a networth of Rs. 25.84 Lacs as on 31.10.2007 as Certified by Mr. Anil Lekhi, (Membership No. 73152) Chartered Accountant, Partner of Agarwal S. Lal & Co. , Chartered Accountants, having office at A-110, Ganpati Plaza, Bhiwadi (Alwar), Mob. No.: 0931412523 and letter also Certified that he has sufficient means to fulfill his part of obligations under this Offer.

3.2.3 Mr. Sudhir Khaitan holds 188156 Equity shares of Target Company as on the date of Public Announcement. He has not made any acquisition earlier in the target Company through Open Offer(s).

3.3 Shalimar Industries Limited

3.3.1 Shalimar Industries Limited is a Public Limited Company originally incorporated with the Registrar of Companies, West Bengal vide its certificate of incorporation dated October 30, 1980 as Shalimar Group (P) Ltd under the Companies Act, 1956. The name of the Company further changed to Shalimar Group Limited on September 18, 1989 and later on the name of the company further changed to its present name Shalimar Industries Limited vide certificate of incorporation dated December 06, 1989. At present the Registered Office of the Company is situated at 1, Swarnamoyee Road, Shalimar, Howrah-711103; Phone No. 033-2668461; Fax No.:033-26684643. The Company engaged in the business of manufacture of machinery spares for Jute, Tobacco & Textile Industries.

3.3.2 The present promoters of the Company are Late Shri S. N. Khaitan, Mr. Anil Kumar Khaitan, Mr. Sunil Kumar Khaitan and Mr. Umaesh Kumar Khaitan.

3.2.2 M/s Shalimar Industries Limited holds 150 Equity shares of Target Company as on the date of Public Announcement. It has not made any acquisition earlier in the target Company through Open Offer(s).

3.2.3 The brief financials of M/s Shalimar Industries Limited are as under:

(Amount in Rs. Lacs)

Particulars	For the year ended March 31, 2007 (Audited)	For the period ended September 30, 2007 (Certified)*
Total Income	1301.25	757.08
Profit After Tax	(2.49)	29.35
Earnings Per Share (EPS)	(0.07)	0.79
Book Value Per Share	11.03	11.83
Networth	407.28	436.62
Return on Networth (in %)	-	6.72

*As Certified by Mr Pratip Kumar Sanyal (Membership No. 52887), propreitor of Pratip Kalyan & Associates, Chartered Accountants, having their office at 17/1, Sirdar Sankar Road, Kolkata-700029, Phone No. (033) 24664660.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

3.3 Shalimar Wires Industries Limited

3.3.1 Shalimar Wires Industries Limited is originally incorporated with the Registrar of Companies, West Bengal vide its certificate of incorporation dated September 30, 1996 under the name Primax Consultancy Services Ltd under the Companies Act, 1956 and further the name has been changed to Shalimar Wires Industries Ltd on 08.09.2000. At present the Registered Office of the Company is situated at 25, Ganesh Chandra Avenue , Kolkata-700013.; Phone No.91-33-22349308/09/10; Fax No.:91-33-22116880. The Company is engaged in the business of manufacture of Fourdrinier Wire Cloth (both metal and synthetic), Dandy Rolls and EDM Wires.

3.3.2 The present promoters of the Acquirer are Mr Umaesh Kumar Khaitan, Mr. Sunil Kumar Khaitan, Mr.Sudhir Kumar Khaitan, Mr. Anil Kumar Khaitan, Ms.Sarita Khaitan, Ms. Sunita Khaitan, Ms. Rashmi Khaitan, Ms. Sita Devi Khaitan, Ms. Sashi Prabha Khaitan, Ms. Kavita Khaitan, Sumangla Investment Company Ltd., Reliance Sheet Works Pvt. Ltd., Amit Commercial Co. Ltd., Esquire Engineering Ltd., Shalimar Holdings Ltd., Samtul Investments Ltd.and Agro Chemicals and Fertilisers Limited.

3.3.3 M/s Shalimar Wires Industries Limited holds 1,68,900 Equity shares of Target Company as on the date of Public Announcement. It has not made any acquisition earlier in the target Company through Open Offer(s).

3.3.4 The shares of M/s Shalimar Wires Industries Limited are listed on the Mumbai Stock Exchange Ltd and the Calcutta Stock Exchange Association Limited.

3.3.5 The brief financials of M/s Shalimar Wires Industries Limited are as under:

(Amount in Rs. Lacs)

Particulars	For the year ended March 31, 2007 (Audited)	For the period ended September 30, 2007 (Certified)
Total Income	7466.78	3417.56
Profit After Tax	(2554.85)	(1581.19)
Earnings Per Share (EPS)	(38.39)	(23.76)
Book Value Per Share	(381.79)	(405.54)
Networth	(25408.29)	(26989.48)
Return on Networth (in %)	-	-

* As Certified by Mr Pratip Kumar Sanyal (Membership No. 52887), Proprietor of Pratip Kalyan & Associates, Chartered Accountants, having their office at 17/1, Sirdar Sankar Road, Kolkata-700029, Phone No. (033) 24664660.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

3.4 Mrs. Renu Modi

3.4.1 Mrs. Renu Modi D/o Late Shri S. N. Khaitan , aged 50 years, an Indian Citizen residing at Modi House, 15, Friends Colony (West), New Delhi-110065; Tel No: (011) 26326267. She is a Bachelor in Commerce and is a housewife.

3.4.2 She is having a networth of Rs. 237.24 Lacs as on 31.10.2007 as Certified by CA Anil Aggarwal (Membership No. 93064), Partner. of Dadoo & Associates Chartered Accountants, having office at D-65, Preet Vihar, Delhi-110092, Mob. No. 9810338005 and letter also Certified that she has sufficient means to fulfill her part of obligations under this Offer.

3.4.3 Mrs. Renu Modi holds 123000 Equity shares of Target Company as on the date of Public Announcement. She has not made any acquisition earlier in the target Company through Open Offer(s).

3.5 Mrs. Sita Devi Khaitan

3.5.1 Mrs. Sita Devi Khaitan W/o Late Shri S. N. Khaitan , aged 80 years, an Indian Citizen residing at 1, Ashoka Road, Alipore, Kolkata-700027, Tel No: (033) 27496735. She is a housewife.

3.5.2 She is having a networth of Rs. 250.67 Lacs as on 31.10.2007 as certified by Mr. Anil Lekhi (Partner. of Aggarwal S. Lal & Co. , Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi (Alwar) , Mob. No. 09314012523 and letter also confirm that she has sufficient means to fulfill hes part of obligations under this Offer.

3.5.3 Mrs. Sita Devi Khaitan holds 30000 Equity shares of Target Company as on the date of Public Announcement. She has not made any acquisition earlier in the target Company through Open Offer(s).

3.6 Mrs. Kavita Khaitan

3.6.1 Mrs. Kavita Khaitan W/o Shri Umaesh Kumar Khaitan , aged 38 years, an Indian Citizen residing at 1, Ashoka Road, Alipore, Kolkata-700027, Tel No: (033) 27496735. She is a housewife.

3.6.2 She is having a networth of Rs. 159.90 Lacs as on 31.10.2007 as certified by Mr. Anil Lekhi (Partner. of Agarwal S. Lal & Co., Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi (Alwar), Mob. No. 09314012523 and letter also Certified that she has sufficient means to fulfill her part of obligations under this Offer.

3.6.3 Mrs. Kavita Khaitan holds 165000 Equity shares of Target Company as on the date of Public Announcement. She has not made any acquisition earlier in the target Company through Open Offer(s).

3.7 Mr. Umaesh Kumar Khaitan

3.7.1 Mr. Umaesh Kumar Khaitan S/o Late Shri Satya Narayan Khaitan, aged 41 years, an Indian Citizen residing at 1, Ashoka Road, Alipore, Kolkata-700027, Phone No: (033)27496735. He is Bachelor of science in electrical engineering from Syracuse University, New York and having of 20 years of experience in Business development, Strategic Planning, Customer Relationship Management in various industries like copper, wires, papers, plastic, metal, jute, tobacco and textile industries.

3.7.2 He is having a networth of Rs. 32.12 Lacs as on 31.10.2007 as Certified by Mr. Anil Lekhi (Partner.of Agarwal S. Lal & Co., Chartered Accountants, (Membership No.73152) having office at A-110,Ganpati Plaza, Bhiwadi (Alwar), Mob. No.: 09314012523 and the letter also Confirms that he has sufficient means to fulfill his part of obligations under this Offer.

3.7.3 Mr. Umaesh Kumar Khaitan holds 188156 Equity shares of Target Company as on the date of Public Announcement. He has not made any acquisition earlier in the target Company through Open Offer(s).

3.8 Mrs. Rashmi Khaitan

3.8.1 Mrs. Rashmi Khaitan W/o Shri Sudhir Khaitan , aged 43 years, an Indian Citizen residing at Brindavan, 1/17, Civil Lines, Jaipur-302006, Phone No.(0141) 2222116/2224459; Fax No. (0141) 2229710. She is a Bachelor in Arts and having 10 years of experience in Inventory Management.

3.8.2 She is having networth of Rs. (11.24) Lacs as on 31.10.2007 as certified by Mr. Anil Lekhi (Partner of Agarwal S. Lal & Co. Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi (Alwar), Mob. No. 09314012523.

3.8.3 Mrs. Rashmi Khaitan holds 165000 Equity shares of Target Company as on the date of Public Announcement. She has not made any acquisition earlier in the target Company through Open Offer(s).

3.9 Mrs. Sunita Khaitan

3.9.1 Mrs. Sunita Khaitan W/o Sunil Khaitan , aged 45 years, an Indian Citizen residing at 1, Ashoka Road, Alipore, Kolkata-700027, Phone No.(033) 27496735; Fax No. (033) 22116880. She is a Housewife.

3.9.2 She is having a networth of Rs. (44.32) Lacs as on 31.10.2007 as certified by Mr. Anil Lekhi(Partner of Agrawal S. Lal & Co. Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi (Alwar), Mob.No.09314012523.

3.9.3 Mrs. Sunita Khaitan holds 165150 Equity shares of Target Company as on the date of Public Announcement. She has not made any acquisition earlier in the target Company through Open Offer(s).

3.10 Mrs. Sarita Khaitan

3.10.1 Mrs. Sarita Khaitan W/o Shri Anil Kumar Khaitan, aged 51 years, an Indian Citizen residing at Satya Narayan Niwas, A-3, Maharani Bagh, New Delhi-110065, Phone No.(011) 26313546; Fax No. (011) 26221440. She is a Bachelor in arts and is a housewife.

3.10.2 She is having a Networth of Rs. 68.22 Lacs as on 31.10.2007 as certified by Mr. Anil Lekhi (Partner of Agrawal S. Lal & Co., Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi(Alwar), Mob. No.09314012523 and the letter also Confirms that she has sufficient means to fulfill her part of obligations under this Offer.

3.10.3 Mrs. Sarita Khaitan holds 165150 Equity shares of Target Company as on the date of Public Announcement. She has not made any acquisition earlier in the target Company through Open Offer(s).

4 INFORMATION ABOUT THE TARGET COMPANY

4.1 **M/s. SUNIL HEALTHCARE LIMITED or "SHL"** was originally incorporated with the Registrar of Companies, Jaipur, Rajasthan, vide its certificate of incorporation dated February 5, 1973 as Public Limited company under the name Sunil Synchem Limited. Later on the company name was changed to Sunil Healthcare Limited on October 07, 2005. At present the Company has its Registered Office/Plant at 17-18, Old Industrial Area, Alwar-301001 and Rajasthan, India. Phone No. 0144-2373829/30/31/32; Fax No.0144-2373826. The Corporate Office/Head Office of the Company situated at 1st Floor, Sheetla House, 73/74, Nehru Place, New Delhi-110019.

4.2 As on the date of this PA, SHL has an Authorized Share Capital of Rs 1000 lacs divided in to 9800000 equity shares of Rs 10/- each and 20000, 11% Redeemable Cumulative Preference Shares of Rs 100/- each. The issued, subscribed and paid-up equity share capital of Rs. 466.12 lacs, consisting of 46,61,250 fully paid equity shares of Rs.10/- each (the **"Expanded Capital Base"/ "post preferential share/voting capital")**. There are no partly paid-up shares in the Target Company.

4.3 SHL has been engaged in the manufacturing of empty hard gelatin capsules with brand name of 'Sunloc'. The Target Company has its plant at 17-18, Old Industrial Area, Alwar-301001, Rajasthan.

4.4 The equity shares of "SHL" are listed at the Jaipur Stock Exchange Ltd (JSE), The Delhi Stock Exchange Association Ltd (DSE) and The Calcutta Stock Exchange Association Ltd (CSE).

4.5 The Brief Financials of SHL are as under:

(Rs. In Lacs)

Particulars	Year ended March 31, 2007 (Audited)	For the period ended September 30, 2007 (Certified)*
Total Income	2800.60	1289.23
Profit After Tax	184.86	45.22
Earnings Per Share (EPS)	6.13	1.50
Book Value Per Share	28.86	31.80
Networth	870.65	959.21
Return on Networth (in %)	21.23	4.71

* As Certified by Mr B K Sipani, (Membership No. 88926), Partner of Singhi & Co., Chartered Accountants, having their office at 402, Pragati House, 47-48, Nehru Place, New Delhi-110019, Phone No. (011) 30820179/180, Fax No. (011) 30820183.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

5 REASON FOR THE ACQUISITION/OFFER

5.1 This offer is being made pursuant to Regulation 11(2) of the SEBI (SAST) Regulations 1997, consequent to the preferential allotment of equity shares by SHL to the Acquirers as explained in para 1.2 above resulting in consolidation of holding of the Acquirers in SHL. The Board of Directors of SHL invited the Acquirers to convert their unsecured loans due to the SHL through allotment of fresh equity share capital by way of preferential allotment under section 81(1A) of the Companies Act, 1956 according to and subject to the SEBI (DIP) Guidelines. As a result of the Preferential Issue of equity shares to the Acquirers the aggregate holding of the promoter group also stand increased. Thus consolidation of holding in the Target Company is the reason and rationale for the acquisition/offer.

5.2 The Offer to the Public shareholders of SHL is for the purpose of acquiring 20% of the post preferential equity/voting capital of SHL.

5.3 The Acquirers and PACs at present have no intention to sell, dispose of or otherwise encumber any significant assets of SHL in the succeeding two years, except in the ordinary course of business of SHL. SHL's future policy for disposal of its assets, if any, will be decided by it's Board of Directors, subject to the applicable provisions of the law, and subject to the approval of the shareholders at a General Body Meeting of SHL.

6. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

6.1 The Offer is subject to the approval of Reserve Bank of India (RBI), wherever applicable ,under the Foreign Exchange Management Act, 1999 for transfer of shares of a Company registered in India by a Non Resident to a person resident in India.

6.2 To the best of knowledge of the Acquirers' no approvals from Banks/Financial Institutions are required to make this offer.

6.3 As on the date of Public Announcement, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

6.4 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

7. DELISTING OPTION TO THE ACQUIRERS

7.1 The Offer (assuming full acceptance) would result in public shareholding in the Target Company being reduced below the minimum level required as per the Listing Agreement with the Stock Exchanges for the purpose of listing on continuous basis. The Acquirers in terms of the provisions of Regulation 21(2) of the SEBI (SAST) Regulations, 1997 will facilitate the target company to raise the level of Public shareholding to the level specified for continuous listing as specified in the listing agreement entered with the stock exchange within the time period as specified by the concerned stock exchanges.

8 FINANCIAL ARRANGEMENTS

8.1 The Acquirers and PACs have adequate resources to meet the financial requirements of the Offer. The Acquirers have made firm arrangement for the financial resources required to complete the Offer in full in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through internal resources of the acquirers.

8.2 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 2,84,33,625/- (Rupees Two Crore Eighty Four Lacs Thirty Three Thousand Six Hundred and Twenty Five Only) .As per Regulation 28, Acquirers have deposited Cash of Rs 72,00,000 (Rupees Seventy Two Lacs Only) in Bank Escrow Account opened with HSBC Bank, Chennai, being more than 25% of the amount required for the Open Offer.

8.3 Mr. Anil Lekhi, Chartered Accountant, Partner of Agrawal S. Lal & Co., Chartered Accountants, (Membership No. 73152) having office at A-110, Ganpati Plaza, Bhiwadi(Alwar), Mob. No.09314012523 has certified vide their letter the net worth of the Acquirers and PACs as on 31.10.2007. The letter also confirms that the Acquirers have adequate resources to fulfil their part of obligations under the Offer.

8.4 The Acquirers have duly empowered M/s Chartered Capital And Investment Limited, Manager to the Offer, to realise the value of the cash with HSBC Bank, in terms of the SEBI (SAST) Regulations, 1997.

8.5 The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

9. OTHER TERMS OF THE OFFER

9.1 The Offer is not subject to any minimum level of acceptances from shareholders

9.2 Letters of Offer (hereinafter referred to as "**LOO**") will be dispatched to all the equity shareholders of SHL, whose names appear in its Register of Members on **Friday, March 28, 2008** the Specified Date, except the Acquirers and PACs i.e. Allottee in Preferential Issue and the persons belonging to the Promoter group.

9.3 The Registrar to the Offer, **MCS Ltd**. , having its office at Sri Venkatesh Bhavan,W-40 Okhla Industrial Area, Phase-II, New Delhi-110020 , has opened a special depository account with Central Depository Services Limited ("CDSL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

9.4 All shareholders of the Target Company, other than the Acquirers and the persons belonging to the Promoter group, who own equity shares any time before the Closure of the Open Offer, are eligible to participate in the Offer.

9.5 Beneficial owners and **shareholders holding equity shares in the physical form**, will be required to send their share certificates, Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. **May 12, 2008.**

9.6 Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e., **May 12, 2008**, along with a photocopy of the delivery instructions in "**Off market**" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("**DP**"), in favour of "**MCS Limited-SHL- Open Offer Escrow A/c" ("Depository Escrow Account**") filled in as per the instructions given below:

DP Name	**:**	**Union Bank of India**
DP ID	**:**	**13025900**
Client ID	**:**	**1302590001309746**
Depository	**:**	**Centrtal Depository Services Limited (CDSL)**

Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") have to use **inter-depository** delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

9.7 In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with SHL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. **May 12, 2008**.

Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

9.8 In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in para **9.6** above, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. **May 12, 2008**. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

9.9 The following collection centre would be accepting the documents by Hand Delivery / Regd Post/Courier as specified above, both in case of shares in physical and dematerialised form.

Address of the Collection Centre	Contact Person	Phone/Fax / Email
MCS Ltd. Sri Venkatesh Bhavan W-40 Okhla Industrial Area, Phase II New Delhi-110020	Mr. Amarjeet	Phone: 011 41406149/50/51 Fax: 011 41709881 Email: admin@mcsdel.com

9.10 Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.00 PM upto the date of Closure of the Offer, i.e. May 12, 2008, else the application would be rejected.

9.11 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer upto three working days prior to the date of Closure of the Offer, i.e. **May 07, 2008**. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

9.12 The Letter of Offer alongwith the Form of Acceptance cum acknowledgement/ withdrawal would also be available at SEBI's website, ***www.sebi.gov.in***, and shareholders can also apply by downloading such forms from the website.

9.13 No indemnity is needed from unregistered shareholders.

9.14 Applications in respect of equity shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

10.1 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the share holders on a proportionate 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, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of SHL is 1{one} Equity Share.

10.2 Shareholders who have offered their equity shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, and will be paid by cheque / demand draft / pay order crossed 'Account Payee' only in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be send to the shareholders.

10.3 The Registrar to the Offer will hold in trust the equity shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of SHL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

10.4 As per the provisions of section 196D(2) of the Income Tax Act, 1961, and as amended (the "Income Tax Act") , no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115D of the Income Tax Act. However, while tendering their equity shares under the Offer, Non Residents Individuals, Overseas Corporate Bodies and other non resident shareholders will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate or Certificate for Deduction of Tax at lower rate from Income Tax Authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at lower rates is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders. Non Resident Shareholders should also submit copy of the permission received from the Reserve Bank of India for acquisition of the shares of Target company. In case of its non submission the Acquirer reserves its right to reject the shares tendered in the Offer.

11. TIME SCHEDULE OF THE OFFER

Schedule of the major activities of the open offer are as under:

ACTIVITY	DATE AND DAY
Date of Public Announcement	**March 04, 2008, Tuesday**
Specified Date (For the purpose of determining the names of shareholders to whom Letter of Offer would send)	March 28, 2008, Friday
Last date for a competitive bid	**March 25, 2008, Tuesday**
Date by which Letter of Offer will be dispatched to the shareholders	April 14, 2008, Monday
Offer Opening Date	**April 23, 2008, Wednesday**
Last date for revising the offer price/number of shares	**April 29, 2008, Tuesday**
Last date for withdrawal by shareholders	**May 07, 2008, Wednesday**
Offer Closing Date	**May 12, 2008, Monday**
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be dispatched	May 27, 2008, Tuesday

12. GENERAL CONDITIONS

12.1 Shareholders of SHL who accept 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 closing of the offer i.e. **May 07, 2008** in terms of regulation 22(5A) of SEBI (SAST) Regulations 1997.

12.2 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

12.3 The intimation of returned shares to the Shareholders will be sent at the address as per the records of SHL / Depository as the case may be.

12.4 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirers till the last day of revision, viz., at any time upto seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the successful shares tendered anytime during the Offer.

12.5 " **If there is competitive bid**:

12.5.1 The public offers under all the subsisting bids shall close on the same date.

12.5.2 As the offer price can not 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 their acceptance accordingly"

12.6 The Acquirers and PACs are holding 3193793 equity shares (including 14,03,768 equity shares allotted to acquirers under preferential allotment) equity shares of the Target Company as on the date of this Public Announcement.

12.7 Based on the information available from the Acquirers and the Target Company, Acquirers and the Target company have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992 or under any other Regulation under the SEBI Act, 1992.

12.8 The Pubic Announcement would also be available at **SEBI's website**, *www.sebi.gov.in*

12.9 Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirers have appointed **M/s Chartered Capital And Investment Limited** as Manager to the Offer and **M/s MCS Limited** as Registrar to the Offer.

12.10 Wherever necessary the financial figures are rounded off to nearest lac or crore.

12.11 This Public Announcement is being issued on behalf of the Acquirers and PACs by the Manager to the Offer, M/s Chartered Capital And Investment Limited.

12.12 Mr Anil Kumar Khaitan resident of A-3, Maharani Bagh, New Delhi-110065 and the Directors of Magnum Computers (P) Ltd having its registered office at 73-74, 1st Floor, Sheetal House, Nehru Place, New Delhi-110019 (Acquirers) and PACs accepts full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirers and PACs as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

Manager to the Offer	Registrar to the Issue
CHARTERED CAPITAL AND INVESTMENT LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; E- mail : charteredcapital@gmail.com, delhi@charteredcapital.net Contact Person: ***Mr. Priyaranjan***	**MCS Limited** Sri Venkatesh Bhavan, W-40, Okhla Industrial Area Phase II, New Delhi-110020., Telephone Nos:(011)41406149/50/51 Fax No.(011)41709881 Email: admin@mcsdel.com Contact Person: **Mr. Amarjeet**

Date: 03.03.2008
Place: New Delhi

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