PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED

('TCPIL'/ 'Target Company')

(Regd. Office: "Tainwala House" Road No. 18, M.I.D.C., Marol, Andheri (East), Mumbai 400 093)
Tel No.: (+91-22-66926120/22), **Fax No.:** (+91-22-28387039)

Cash Offer Of Rs.16.15/- (Rs. Sixteen and fifteen paise Only) Per Share for Acquisition Of Up To 18,72,773 (Eighteen Lac Seventy Two Thousand Seven Hundred Seventy Three only) Equity Shares from Public Shareholders of Target Company

This Public Announcement ("the PA") is being issued by Anand Rathi Financial Services Limited ("ARFSL" or the "Manager to the Offer") for and on behalf of, Mrs. Shobha Tainwala ("Mrs. Shobha or the Acquirer").

Mr. Dungarmal Tainwala, Mr. Rajkumar Tainwala, Dungarmal Rameshkumar HUF, Mrs. Amishi Tainwala, Mrs. Vandana Tainwala, Mrs. Liladevi Tainwala, Tainwala Personal Care Products Private Limited ("TPCPPL") and Concept Reality and Securities Private Limited ("CRSPL") are the "Persons Acting in Concert" or "PACs") with the Acquirer for the purpose of this Offer.

Pursuant to and in compliance with Regulation 11 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or Takeover Code, as amended from time to time (the "SEBI (SAST) "Regulations" or "Regulations") issued by the Securities and Exchange Board of India ("SEBI"), the Acquirer along with the PACs are making an Offer to the Public shareholders of Tainwala Chemicals And Plastics (India) Limited.

1. BACKGROUND OF THE OFFER

1.1 Mrs. Shobha Tainwala (the Acquirer) along with the PACs (Mr. Dungarmal Tainwala, Mr. Rajkumar Tainwala, Dungarmal Rameshkumar HUF, Mrs. Amishi Tainwala, Mrs. Vandana Tainwala, Mrs. Liladevi Tainwala, TPCPPL and CRSPL) who are Promoters of TCPIL wish to consolidate and increase their holdings under Regulation 11(1) of the Regulations.

1.2 The Acquirer has entered into a Share Purchase Agreement dated August 26, 2008 ("SPA") to acquire 6,75,500 fully-paid equity shares ("Sale Shares") of TCPIL representing 7.21% of the issued and paid up share capital of TCPIL from Mr. Ashok Bhagwandas Melwani, Mrs. Lajwanti Bhagwandas Melwani and Mr. Bhagwandas Hashmatrai Melwani referred to as (" Sellers") for a consideration of Rs.16/- (Rupees Sixteen only) per equity share aggregating to Rs.1,08,08,000/- (Rupees One Crore Eight lacs Eight Thousand only). The shares can be acquired through Open Market Purchase on the trading window of BSE or NSE. Sellers are neither the Promoters nor the PACs of the Target Company.

Upon effecting the transfer of any of the Sale Shares, the Sale Shares will be delivered to into an Escrow Account established with Anand Rathi Financial Services Limited as an Escrow Agent and the Sale Shares will continue to remain in the Escrow Account untill completion of the open offer formalities.

Simultaneously with the execution of the SPA the Acquirer has executed an Escrow Agreement with Anand Rathi Financial Services Limited having its corporate office at 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, dated August 26, 2008 for holding being as Escrow Agent for the Sale Shares.

Pursuant to entering into a Share Purchase Agreement dated August 26, 2008, the shareholding / voting rights of the Acquirer and PACs shall increase by more than 5% in a financial year and requires the Acquirer and PACs to make an open offer pursuant to Regulation 11(1) of the SEBI (SAST) Regulations.

1.3 The Promoters of TCPIL and their holding as on the date of Public Announcement:

Name of the Promoter	Number of shares	Shares as a percentage of total paid up capital
Mr. Dungarmal Tainwala	21,59,588	23.06%
Mr. Rajkumar Tainwala	4,22,355	4.51%
Dungarmal Rameshkumar HUF	1,45,765	1.56%
Mrs. Shobha Tainwala	2,02,600	2.16%
Mrs. Amishi Tainwala	1,000	0.01%
Mrs. Vandana Tainwala	78,668	0.84%
Mrs. Lila Devi Tainwala	2,31,867	2.48%
Tainwala Personal Care Products Private Limited	7,700	0.08%
Concept Reality and Securities Private Limited	18,06,658	19.29%
Total	50,56,201	53.99%

1.4 During the Financial Year (2008-2009) the Acquirer and PACs have acquired 2,96,051 equity shares representing 3.16% of the issued and paid up share capital of TCPIL.

1.5 The Acquirer and PACs presently hold 50,56,201 equity shares representing 53.99% of the issued and paid up capital of TCPIL. On SPA becoming effective, the voting rights of the Promoter Group would cumulatively cross 57,31,701 equity shares representing 61.21% of the issued and paid up capital of TCPIL during the financial year 2008-09. In compliance with the Regulation 11(1) of the SEBI (SAST) Regulations relating to consolidation of holding, the acquisition of the above shares by the Acquirer and the PACs will result into acquisition of more than the maximum permissible limit of 5% in a financial year as per the SEBI (SAST) Regulations.

1.6 The Acquirer and PACs have undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement and its related conditions.

1.7 The Acquirer and PACs undertake that they will not exercise the voting rights, which have been vested by virtue of acquisition of Shares under SPA till the completion of all the formalities under the Regulations.

1.8 There is no non-compete fee agreement between the Acquirer and Sellers.

1.9 The Share Purchase Agreement, by its own terms, shall be effective only upon the certification by the Manager to the Offer that the formalities related to the open offer have been duly completed.

1.10 If the provisions of the Takeover Code are not complied with, the SPA shall not be acted upon, either by the Sellers or Acquirer.

2. The Offer

2.1 This Offer is being made by the Acquirer along with PACs to the public shareholders (other than the Acquirer, PACs, Parties to the SPA) of the Target Company to acquire up to 18,72,773 fully paid up equity shares of the face value of Rs. 10/- each of the Target Company ("Equity Shares") representing 20% of the voting paid up equity share capital of the Target Company. This offer is being made pursuant to Regulation 11(1) of the Regulations at a price of Rs. 16.15/- per fully paid up equity share (the "Offer Price") payable in cash in terms of regulation 20 and 21 of the Regulations (the "Offer" or "Open Offer").

2.2 The Acquirer and PACs presently hold 50,56,201 equity shares representing 53.99% of the voting capital of TCPIL. After the proposed acquisition of shares through the SPA, their shareholding would increased to 57,31,701 equity shares representing 61.21% of the voting capital. Assuming full acceptance to this Offer, their shareholding would further increase to 76,04,474 equity shares representing 81.21% of the voting capital.

2.3 The Acquirer and PACs together have acquired 4,89,179 equity shares of the Target Company during the twelve months preceding the date of this public announcement at the highest Price of Rs.16.45 and average price of Rs. 13.14/- per share.

2.4 This Offer is being made to all the shareholders (other than the Acquirer, PACs and Parties to the SPA) of the Target Company and is not conditional on any minimum level of acceptance by the shareholders of the Target Company.

2.5 This is not a competitive bid.

2.6 The Offer is subject to the terms and conditions mentioned hereinafter and the terms and conditions that will be set out in the letter of Offer in relation to the Offer (the "Letter of Offer / LOF").

2.7 This Offer is subject to receipt of the statutory approvals mentioned in paragraph 7.1 of the PA and other terms and conditions as set out in Letter of Offer to be sent to the shareholders (other than the Acquirer, PACs and Parties to the SPA) of the Target Company. In terms of regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

2.8 It is proposed that the Acquirer will acquire the equity shares from this Offer in equal proportion. The Equity Shares of the Target Company will be acquired free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

2.9 The Manager to the Offer does not hold any equity shares of the Target Company as on the date of this Public Announcement. They declare and undertake not to deal in the shares of 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 the Offer.

2.10 The Offer is not as a result of global acquisition resulting in indirect acquisition of Target Company.

2.11 Due to the operation of Regulation 2(1) (e) (2) of the SEBI (SAST) Regulations, there could be persons other than PACs, who could be deemed to be persons acting in concert with the Acquirer and the PACs. However, such persons are not acting in concert for the purposes of this Offer.

2.12 This Offer will not result in change of control of Target Company.

2.13 The Acquirer is permitted to revise this Offer upward up to seven working days prior to the date of closure of the Offer. In the event of such revision, an announcement will be made in the same newspapers where the PA has appeared and the revised offer price would be paid for all the equity shares tendered anytime during the Offer. In case of a revision in the Offer Price, the Acquirer would raise the amount in the Escrow Account to ensure compliance with Regulation 28 of the SEBI (SAST) Regulations.

3. Offer Price

3.1 The Equity Shares of the Target Company are listed on the Bombay Stock Exchange Limited (the "BSE") and National Stock Exchange of India Limited ("NSE").

3.2 Based on the trading volume of the Target Company for the six months period from February to July 2008, the shares are frequently traded within the meaning of explanation (i) to Regulation 20(5) of SEBI (SAST) Regulations on BSE and NSE as per the data available with BSE and NSE. (Sources: www.bseindia.com and www.nseindia.com.

Stock Exchanges	Total No. of Shares traded during six calendar months prior to the month in which the PA is made (From February 2008 to July 2008)	Total Shares Listed	Trading Turnover (annualized) (% of total shares listed)
BSE	6,18,970	93,63,863	13.22 %
NSE	3,05,555	93,63,863	6.53%

3.3 In accordance with regulation 20(4) of the Regulations, the Offer Price of Rs.16.15 per Equity Share is higher of the following:

S. No.	Particulars	Price (in Rs. Per Share)
(a)	Negotiated Price under the Agreement	Rs.16.00/-
(b)	Highest Price paid by the Acquirer/PACs for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of Public Announcement	Rs.16.05/-
(c)	Average of high / low of the closing price for every week for the last 26 weeks	Rs.13.25 /-
(d)	The average high/low for the last two weeks	Rs.15.63 /-
(e)	Other Parameters	N.A.

In view of the above, the Offer price of Rs.16.15 per fully paid up equity share is justified as per the Regulation 20 of the Regulations. Weekly prices have been derived considering that the week ended on August 28, 2008 which is week preceding the date of P.A. i.e. August 29, 2008.

3.4 If the Acquirer and the PACs acquires the Equity Shares of the Target Company after the date of this PA and up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

4. Information about the Acquirer and Persons acting in concerts (PACs)

I. Information about the Acquirer – Mrs. Shobha Tainwala

(i) Mrs. Shobha Tainwala wife of Dr. Ramesh Tainwala aged 48 years residing at Shimmer 4th Floor, 8th Road, 9 Presidency Society, JVPD Scheme, Vile Parle (West), Mumbai – 400049 and having Pan No. ACBPT1559L. She is director in Tainwala Trading & Investment Company Limited, Tainwala Holdings Private Limited and Abhishri Packaging Private Limited.

(ii) M/S Rajesh Garg, Chartered Accountants (signed by Mr. Rajesh Garg, Proprietor, Membership No. 119360) and office at B-90, 701, Subhangan II, Poonam Sagar Complex, Mira Road (E) Thane -401107 have certified that the net worth of Mrs. Shobha Tainwala is Rs. 7,13,31,291 (Rs. Seven Crore Thirteen Lac Thirty One Thousand Two Hundred Ninety One Only).

(iii) Mrs. Shobha Tainwala has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act. She has being as a Promoter of TCPIL, complied with the disclosure requirements mentioned under Chapter II of the SEBI (SAST) Regulations.

II. Information about Persons acting in concerts (PACs)

The PACs are promoters of TCPIL. The details of the PACs are as under:

(A) Mr. Dungarmal Tainwala, aged 69 years, residing at 71 Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai -400 049 and having Pan No. AAKPT4390A. He is Director in Tainwala Chemicals and Plastics India Limited, Concept Reality & Securities Private Limited, Tainwala Trading & Investment Company Limited, Tainwala Holdings Private Limited, Katyayan Construction & Developers Private Limited.

(B) Mrs. Amishi Tainwala wife of Mr. Rakesh Tainwala, aged 34 years residing at 71, Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai - 400 049 and having PAN No. AAAPT9297J. She is Director in Katyayan Construction & Developers Private Limited, Abhishri Packaging Private Limited and Concept Reality and Securities Private Limited.

(C) Mrs. Liladevi Tainwala wife of Mr. Dungarmal Tainwala , aged 64 years residing at 71, Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai - 400049 and having Pan No. ABSPT4990P. She is Director in Concept Reality and Securities Private Limited.

(D) Mr. Rajkumar Tainwala aged 44 years residing at 71 Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai -400 049 and having Pan No. AAAPT9295L. He is director in Tainwala Health Care Products Private Limited and Tainwala Personal Care Products Private Limited.

(E) Mrs. Vandana Tainwala is wife of Rajkumar Tainwala aged 42 Years, residing at 71, Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai - 400049 and having Pan No. AAAPT9298H. She is Director in Tainwala Personal Care Products Private Limited.

(F) Dungarmal Rameshkumar HUF was registered on July 09, 1982 having PAN no. AABHR6696E. Mr. Dungarmal Tainwala is the Karta of Dungarmal Rameshkumar HUF. Other Coparceners of the HUF are Liladevi Tainwala, Mrs. Shobha Tainwala, Rajkumar Tainwala, Rakesh Tainwala, Shobha Tainwala, Vandana Tainwala, Amishi Tainwala, Abhishri Tainwala, and Arnav Tainwala.

(G) TPCPPL was incorporated on 24th December, 1991 having CIN U24246MH1991PTC064613 and its registered office is situated Tainwala House Opp. Plot No. 118 Road No. 18 MIDC Marg, Andheri (East) Mumbai, Maharashtra -400093 and Telefax No. 28219592. TPCPPL is presently engaged into manufacturing of mosquito repellent coils, machines and Freshones. TPCPPL pioneered the concept of wet wipes in India, by manufacturing wet cleansing Tissues in the brand name of Fresh Ones. It also manufactures pre-injection swabs; wound cleansing tissues, germ free tissues to wipe spectacles and many more special purpose tissues for hospitals, pharmaceuticals, hotels, airlines, etc. The paid up share capital as on March 31, 2007 is Rs. 2,43,67,000. The Directors of TPCPPL are Mr. Rajkumar Tainwala and Mrs. Vandana Tainwala. The equity shares of TPCPPL are not listed on any Stock Exchanges.

(H) CRSPL was incorporated on 3rd May 1995 having CIN U70102MH1995PTC087967 and having its registered office situated at Tainwala House Road No. 18 opposite Plot No. 118 MIDC, Marol Andheri East Mumbai Maharashtra - 400093 and Tel. No. 66926115. CRSPL is presently engaged into leasing, hiring, selling, letting, hire-purchase, hire-purchase finance, equipment leasing & dealing in securities. CRSPL belongs to the Tainwala group. The paid up share capital as on March 31, 2008 is Rs. 1,46,16,000. The Directors of CRSPL are Dr. Ramesh Tainwala, Mr. Dungarmal Tainwala, Mrs. Liladevi Tainwala, Mr. Rakesh Tainwala and Mrs. Amishi Tainwala.

(I) M/S Rajesh Garg, Chartered Accountants (signed by Mr. Rajesh Garg, Proprietor, Membership No. 119360) and office at B-90, 701, Subhangan II, Poonam Sagar Complex, Mira Road (E) Thane -401107 have certified that the net worth as on March 31, 2008 of Mr. Dungarmal Tainwala, Mrs. Amishi Tainwala, Mrs. Liladevi Tainwala, Mr. Rajkumar Tainwala , Mrs. Vandana Tainwala and Dungarmal Rameshkumar HUF is Rs. 2,17,36,750 (Rs. Two Crore Seventeen Lacs Thirty Six Thousand Seven Hundred Fifty Only), Rs. 5,97,47,960 (Rs. Five Crore Ninety Seven Lacs Forty Seven Thousand Nine Hundred Sixty Only), Rs. 2,50,45,503 (Two Crore Fifty Lacs Forty Five Thousand Five Hundred Three Only), Rs. 3,44,33,973 (Rs. Three Crore Forty Four Lacs Thirty Three Thousand Nine Hundred Seventy Three Only), Rs. 1,68,91,694 (Rs One Crore Sixty Eight Lacs Ninety One Thousand Six Hundred Ninety Four Only) and Rs. 2,04,91,715 (Rs. Two Crore Four Lacs Ninety One Thousand Seven Hundred Fifteen Only) respectively.

(J) None of the PACs have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act and as Promoters of TCPIL, complied with the disclosure requirements mentioned under Chapter II of the SEBI (SAST) Regulations.

5. Information about Target Company

5.1 TCPIL having its Registered Office at " Tainwala House" Road No. 18, M.I.D.C., Marol, Andheri (East), Mumbai – 400 093 , Tel: 66926120/22 and Fax No. 28387039 was incorporated on September 04,1985 under the Companies Act 1956 and registered in the State of Maharashtra with CIN L24100MH1985PLC037387. TCPIL went public in March 14, 1986 with the issuance of stocks. TCPIL is engaged in the business of manufacturing and distribution of extruded plastic sheets of various polymers like PVC, PP, PPGL, HDPE, ABS etc. from 0.5 mm to 30 mm thickness. These sheets are widely used in fabrication of industrial equipments, lining of chemical tanks, automobiles and white goods and luggage industry, furniture, pollution control equipment, as well as for low cost housing projects. These sheets are a very good substitute for conventional materials like wood , metal etc. due to its advantages of being tough , light and anti-corrosive. As of date the Company is one of the largest manufacturers of a wide range of sheets in various polymers such as PVC, PP, PPGL , HDPE , ABS etc.

5.2 The Authorized Share Capital of the Company as on the date of the PA is Rs. 14,00,00,000/- divided in to 1,40,00,000 Equity Shares of Rs. 10 each.

The total paid up equity capital of Target Company is Rs. 9,36,38,630 (Rs. Nine Crore Thirty Six Lacs Thirty Eight Thousand Six Hundred Thirty Only) divided into 93,63,863 equity shares of Rs.10/- each.

Paid up Equity shares of the Target company of Rs. 10/- each	No. of Equity Shares/Voting Rights	% of Equity Shares/Voting Rights
Fully paid up equity shares	93,63,863	100%
Total issued and paid up equity shares	93,63,863	100%

5.3 The Equity Shares of Target Company is listed at BSE and NSE only. The Equity shares of the Target Company are not admitted as permitted security in any other Stock Exchange.

5.4 As on the date of PA, there are no partly paid up shares issued by the Target Company.

5.5 The Board of Directors of TCPIL is constituted as under:

Name of the Director	Designation	Date of Appointment	Address
Mr. Dungarmal Tainwala	Chairman and Whole-time Director	October 4, 1985	71 Kalpataru, Nutan Laxmi Society, JVPD Scheme, Juhu, Vile Parle (West), Mumbai - 400 049
Mr. Rakesh Tainwala	Managing Director	June 26, 1992	71 Kalpataru, Nutan Laxmi Society, JVPD Scheme, Juhu, Vile Parle (West), Mumbai - 400 049
Mr. Subhash Kadakia	Independent Director	August 21, 1992	Plot No. 42, Anu Vithal Naga Society, 11th Road, JVPD Scheme, Vile Parle (West), Mumbai – 400 049
Mr. Mayank Dhuldhoya	Independent Director	September 26, 2005	14, Delstar – 9-9A, N.S. Patkar Marg, Mumbai – 400 058
Mr. Abhay Sheth	Independent Director	September 29, 2003	B/55 Tarang, Gilbert Hill Road, Near Bhavans College, Andheri (W), Mumbai – 400 058

Mr. Dungarmal Tainwala and Mr. Rakesh Tainwala have rescued themselves and not participated in any matter concerning or relating to the Offer including any preparatory steps leading to the Offer.

5.6 Brief particulars of the audited financial Information of the Target Company for the previous three financial years is as follows:-

(Amount in Rupees)

Particulars	2005-06	2006-07	2007-08
Total Income	178,932,529	151,149,161	192,111,101
Profit After Tax	31,136,430	20,255,428	58,161,960
Paid up Share Capital	93,638,630	93,638,630	93,638,630
Reserves & Surplus (Excluding revaluation reserves)	275,766,242	275,766,242	275,766,242
Networth (Excluding revaluation reserves)	222,335,208	242,590,636	300,752,596
Total Assets	222,594,664	243,198,515	301,109,331
Earning Per Share	3.33	2.16	6.18
Return on Networth %	14.00%	8.35%	19.34%
Book Value Per Share	23.74	25.91	32.12

PE ratio is 2.66 based on share price as on August 28, 2008.

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

5.8 The shareholding pattern of the TCPIL, as on the date of this Public Announcement is as follows:

Shareholder Category	Number of Equity Shares of the Target Company	Percentage of Equity Share Capital
Promoters	50,56,201	53.99
Public	43,07,662	46.01
Total	**93,63,863**	**100.00**

6. Reasons for the Acquisition and Offer

6.1 The Acquirer together with PACs is holding 50,56,201 equity shares representing 53.99% of the fully paid-up equity share capital of the Target Company. The Acquirer and PACs wish to consolidate and increase their holding in the Target Company by making this offer to the shareholders of the Target Company in accordance with regulation 11(1) of the Regulations to acquire up to 18,72,773 equity shares (representing 20% of the voting equity share capital of the Target Company). After the proposed acquisition of shares through SPA and under this Offer (assuming the Full acceptance in this Offer) their shareholding would increase to 76,04,474 equity shares representing 81.21% of the fully paid-up equity share capital.

6.2 The proposed acquisition of equity shares will result in consolidation of shareholding of Acquirer and PACs in the Target Company and will not result in any change in management and control of Target Company.

6.3 The Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

7. Statutory Approvals/ Other Approvals Required for the Offer

7.1 The Offer is subject to the receipt of approval from the Reserve Bank of India ("RBI") for acquiring Equity Shares from non-resident Indians who validly tender their Equity Shares under this Offer. The Acquirer will make the necessary application to and filings with the various authorities to obtain the statutory approval described above.

7.2 To the best of the Acquirer's knowledge as of the date of the Public Announcement, there are no other statutory approvals required to implement the Offer other than the one specified above. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals. Acquirer will have the right not to proceed with the Offer in the event any of the statutory approvals that are required are refused in terms of Regulation 27 of the SEBI (SAST) Regulations.

7.3 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to Acquirer for payment of consideration to shareholders of the Target Company, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of the willful default or neglect or inaction or non-action by Acquirer in obtaining the requisite approval(s), the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.

7.4 To the best of its knowledge, the Acquirer does not require any approvals from financial institutions or banks for the Offer.

8. Disclosure in terms Regulation 21(2) of Regulations

8.1 The Acquirer together with PACs is holding 50,56,201 equity shares representing 53.99% of the fully paid-up equity share capital of the Target Company. The Acquirer and PACs wish to consolidate and increase their holding in the Target Company by making this offer to the shareholders of the Target Company in accordance with regulation 11(1) of the Regulations to acquire up to 18,72,773 equity shares (representing 20% of the voting equity share capital of the Target Company). After the proposed acquisition of shares through SPA and under this Offer (assuming the Full acceptance in this Offer) their shareholding would increase to 76,04,474 equity shares representing 81.21% of the fully paid-up equity share capital.

8.2 As per listing agreement with BSE and NSE, the Target Company is required to maintain at least 25% public shareholding for listing on continuous basis.

8.3 In the event, pursuant to this offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer will, in accordance with Regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the Stock Exchanges within the specified time and in accordance with the prescribed procedure under clause 40A(viii) of the Listing Agreement and in compliance with the SEBI (SAST) Regulations and subsequent amendments thereto.

9. Financial Arrangements

9.1 The Total fund requirement or the maximum consideration for the Offer assuming full acceptance of the Offer would be Rs. 3,02,45,284 (Rupees Three Crore Two Lacs Forty Five Thousand Two Hundred Eighty Four Only) i.e. consideration payable for acquisition of 18,72,773 equity shares fully paid equity shares of Target Company at an Offer Price of Rs. 16.15/- (Rupees Sixteen and Fifteen Paise Only) per equity share.

9.2 The Acquirer has adequate resources to meet the financial requirement of the offer in terms of Regulation 16 (xiv) of regulations. The Acquirer has made firm arrangements for the resources required to complete the offer in accordance with SEBI (SAST) Regulations. The Acquisition will be financed through own resources.

9.3 The Acquirer, ARFSL, and HDFC Bank Limited ("HDFC"), a banking corporation incorporated under the laws of India and having one of its branch offices at Maneckji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort Mumbai 400001 India have entered into an Open Offer Escrow Agreement (the "Escrow Agreement") on August 26, 2008 in accordance with Regulation 28 of the SEBI (SAST) Regulations. The Manager to the Offer has been duly authorised by the Acquirer to operate and realize the value of Escrow Account in terms of the Regulations.

9.4 By way of security for performance of its obligations under the SEBI (SAST) Regulations, an unconditional, irrevocable and on demand bank guarantee **("Bank Guarantee")** dated August 28, 2008 has been issued on behalf of the Acquirer in terms of Regulation 28 of the SEBI (SAST) Regulations by **HSBC Bank Limited, Eden Square, Plot No. 3/1, North South Road no. 10, J.V.P.D. Scheme, Juhu, Vile Parle (West), Mumbai 400 049** issued in favor of the Manager to the Offer, is valid until February 28, 2009 and is for a sum of Rs. 76,00,000 (Rupees Seventy Six Lacs Only) which is more than 25% of the value of the total consideration upto Rs.100 Crore (Rupees One Hundred Crore) ARFSL has been duly authorized to realize the value of the Bank Guarantee in terms of the SEBI (SAST) Regulations.

9.5 The Acquirer has also made a cash deposit ("Security Deposit") of Rs. 3,25,000 (Rs. Three Lac Twenty Five Thousand only) (being not less than 1% of the Maximum Consideration) in Escrow Account with HDFC Bank Maneckji Wadia Building Ground Floor Nanik Motwani Marg, Fort Mumbai 400001 India (the "Escrow Account"). ARFSL has been duly authorized to realize the value of the aforesaid Escrow Account in terms of the SEBI (SAST) Regulations.

9.6 M/S Rajesh Garg, Chartered Accountants (signed by Mr. Rajesh Garg, Proprietor, Membership No. 119360) having office at B-90, 701, Subhangan II, Poonam Sagar Complex, Mira Road (E) Thane 401107 have certified that the Acquirer has sufficient means and capability for the purpose of the making Open Offer of size of Rs. 3,02,45,284/- (Rupees Three Crore Two Lac Forty Five Thousand Two Hundred Eighty Four Only).

9.7 Based on the above , ARFSL is satisfied with the ability of Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

10. Terms and Conditions of the Offer

10.1 Letter of Offer relating to the Offer (the "Letter of Offer") together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of the Target Company (except the Acquirer & PACs), whose names appear on the Register of Members of the Target Company and eligible warrant holders or convertible debenture holders if any, as per Regulation 22(1) of SEBI (SAST) Regulations and to the beneficial owners of the Shares in dematerialized form whose names appear on the beneficial records of the respective Depositories, in either case, at the closure of business on Friday, September 12, 2008 (the "Specified Date").

10.2 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting their shares dematerialized is completed in time for the credit in the special depository account to be received on or before the closing date of the Offer, i.e., no later than Monday, November 10, 2008 or else their application will be rejected.

10.3 While tendering the shares under the Offer, NRI/ OCB/ Non-domestic companies/ other persons who are not resident in India will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered. While tendering shares under the Offer, NRI/ OCB/ Non-domestic companies /Other persons who are not resident in India will be required to submit a No Objection Certificate / Tax Clearance Certificate from the Income Tax authorities, under the Income Tax Act, 1961 (the "Income Tax Act"), indicating the rate at which the tax has to be deducted by the Acquirer before remitting the consideration. In case the aforesaid No Objection Certificate / Tax Clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

10.4 As per the provisions of Section 196D (2) of 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 115AD of the Income Tax Act payable to a Foreign Institutional Investor ("FII") as defined in Section 115AD of the Income Tax Act.

10.5 The securities transaction tax will not be applicable to the shares accepted in the Offer.

10.6 The payment of consideration for accepted applications will be made by way of a crossed account payee cheques, demand draft or pay order sent by registered post for amount exceeding Rs. 1,500 and otherwise by ordinary post, as per the bank details furnished in the demat account for shareholders tendering the shares in demat form, and as per bank details furnished in the acceptance form to the shareholders tendering the shares in physical form.

11. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

11.1 Shareholders of the Target Company who are holding Shares in physical form and who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgment, original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer Intime Spectrum Registry Limited, C-13 Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078 ("Registrar to the Offer"), either by hand delivery on weekdays or by Registered post, so as to reach on or before the closure of the Offer, i.e., no later than Monday, November 10, 2008 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgment.

11.2 The Registrar to the Offer on behalf of the Acquirer has opened a special depository account as detailed below:

Depository	**National Securities Depositories Limited ("NSDL")**
Depository Participant	Anand Rathi Share & Stock Brokers Limited (Formerly known as Navratan Capital and Securities Limited)
DPID	IN301803
Client	10026824
Account Name	TCPIL Escrow Open Offer

11.3 Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares of the Target Company will be required to send their Form of Acceptance cum Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favor of the special depository account to Intime Spectrum Registry Limited, C-13 Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078, Tel: +91 22 25960329/328, Fax: +91 22 25963838, E-Mail: tcpiloffer@intimespectrum.com, Contact person: Ms. Awani Thakkar either by hand delivery on weekdays or by Registered post acknowledgement due, so as to reach on or before the closure of the Offer, i.e., no later than Tuesday, November 11, 2008 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before the closure of the Offer, i.e., no later than Monday, November 10, 2008. Shareholders of the Target Company having their beneficiary account in CDSL shall use the inter-depository receipt.

11.4 In addition to the above-mentioned address, the shareholders of the Target Company who wish to avail themselves of accepting the Offer can also deliver the Form of Acceptance cum Acknowledgement along with all of the relevant documents at any of the collection centers mentioned below in accordance with the procedure as set out in the Letter of Offer.

All of the centers mentioned below will be open as follows:

S. NO.	City	Contact Person	Address	Tel. No.	Fax No.	E-mail ID	Mode of Delivery
1	**Mumbai**	Awani Thakkar	Intime Spectrum Registry Limited,C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078.	022-25960320	022-25960 328/29	awani.thakkar@intimespectrum.com	Hand Delivery & Registered Post
2	**Mumbai**	Vivek Limaye	Intime Spectrum Registry Limited, 203, Davar House, Next to Central Camera, D N Road, Fort Mumbai - 01	022-22694127		vivek.limaye@intimespectrum.com	Hand Delivery
3	**New Delhi**	Swapan Naskar	Intime Spectrum Registry Ltd., A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi – 110028	011-414105 92/93/94	011-4141 0591	delhi@intimespectrum.com	Hand Delivery
4	**Ahmed-abad**	Hitesh Patel	Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mitha-khali Under-bridge, Navrangpura, Ahmedabad - 380 009	079-2646 5179	079-2646 5179 (Telefax)	ahmedabad@intimespectrum.com	Hand Delivery

Collection Timings for all the locations mentioned above will be 10.00 A.M. to 1.00 P.M. & 2.00 P.M. to 4.30 P.M. during Monday to Friday only and on Saturday 10.00 A.M. to 1.00 P.M.

11.5 All owners (registered or unregistered) of Shares (except the Acquirer) are eligible to participate in the Offer anytime before the closing of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares tendered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

11.6 In case of non-receipt of the Letter of Offer, the eligible persons may (i) download the same from the SEBI website (http:/ /www.sebi.gov.in), (ii) obtain a copy of the same by writing to the Registrar to the Offer , or (iii) make an application to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, distinctive numbers, folio number, number of shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the close of the Offer, i.e., no later than Monday, November 10, 2008 or in case of beneficial owners, send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., no later than Monday, November 10, 2008.

11.7 Applications in respect of Shares that are the subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Shares are not received together with the Shares tendered under the Offer.

11.8 Pursuant to Regulation 22(5A) of the SEBI (SAST) Regulations, equity shareholders of the Target Company desirous of withdrawing the acceptance tendered by them in the Offer may do so up to three (3) working days prior to the closing date of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before Wednesday, November 05, 2008.

(i) The withdrawal option can be exercised by submitting the Form of Withdrawal, which will be enclosed with the Letter of Offer.

(ii) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on a plain paper along with the following details:

- In case of shares held in physical form: Name, Address, Distinctive numbers, Folio number, Number of shares tendered; and
- In case of shares held in dematerialised form: Name, Address, Number of shares offered, DP name, DP ID, Beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account.

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

11.10 If the aggregate of the valid responses to the Offer exceeds the Offer size of 18,72,773 equity shares (representing 20% of the Equity Capital), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The equity shares of the Target Company are compulsorily traded in dematerialized form, hence the minimum acceptance will be one equity share.

11.11 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post/speed post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Unaccepted shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

11.12 A schedule of the activities pertaining to the Offer is given below:

Activities	Day and Date
Specified date * (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Friday, September 12, 2008
Last date for announcement of a competitive bid	Thursday, September 18, 2008
Date by which Letter of Offer will be posted to shareholders	Friday, October 10, 2008
Date of Opening of the Offer	Wednesday, October 22, 2008
Last date for revising the offer price / number of Shares	Monday, October 27, 2008
Last date for withdrawing acceptance from the Offer	Wednesday, November 05, 2008
Date of Closure of the Offer	Monday, November 10, 2008
Date of communicating rejection/acceptance and payment of consideration for applications accepted	Tuesday, November 25, 2008

*Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the shares of the Target Company (except the Acquirer) are eligible to participate in the Offer anytime before the closing of the Offer.

12. GENERAL

12.1 Shareholders of the Target Company who have accepted the Offer by tendering the requisite documents, in accordance with the terms of this Public Announcement and the Letter of Offer, shall have the option to withdraw acceptance tendered by them up to three (3) working days prior to the date of closing of the Offer, in terms of Regulation 22(5A) of the SEBI (SAST) Regulations i.e. Wednesday, November 05, 2008.

12.2 If the Acquirer decides to make upward revisions in the Offer Price/Number of Shares to be acquired, in accordance with regulation 26 of the SEBI (SAST) Regulations, such upward revision will be made no later than Monday, October 27, 2008 (Seven working days prior to the date of closure of the Offer). Such revisions/amendments would be affected by making a Public Announcement in the same newspapers in which the original Public Announcement is being made.

12.3 If there is a withdrawal of the Offer by the Acquirer, the same will be informed by way of a public announcement in the same newspapers in which this Public Announcement has appeared.

12.4 If there is a competitive bid:

(i) The offers to the public shareholders of the Target Company under all of the subsisting bids shall close on the same date.

(ii) As the Offer Price can be revised until the period beginning seven (7) working days prior to the closing date of the Offer / bids, it would, therefore, be in the interest of the shareholders of the Target Company to wait until the commencement of that period to know the final offer price of each offer/bid and tender their acceptance accordingly.

12.5 The Acquirer and PACs accept full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof.

This Public Announcement will also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal which will be available on SEBI's website at (www.sebi.gov.in) from the date of opening of the Offer, i.e. Wednesday, October 22, 2008 and can apply on the same.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Anand Rathi Financial Services Limited (Formerly known as Anand Rathi Securities Limited) 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013. **Tel:** +91 22 4047 7000 **Fax:** +91 22 4047 7070 **Email:** tcpilopenoffer@rathi.com **Website:** www.rathi.com **SEBI Registration No.:** MB / INM000010478 **Contact Person: Mr. Jitendra Verma / Ms. Shweta Rathi**	**Intime Spectrum Registry Limited** C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078. **Tel :** +91 22 2596 0320 **Fax :** +91 22 2596 0329 **Email :**tcpiloffer@intimespectrum.com **Website :** www.intimespectrum.com **Contact Person : Awani Thakkar**

This Public Announcement is issued by Manager to the Offer on behalf of

Mrs. Shobha Tainwala **(Acquirer)**

Shimmer 4th Floor, 8th Road 9 Presidency Society Juhu, JVPD Scheme, Vile Parle (West), Mumbai 400 049

And

Mr. Dungarmal Tainwala, Mr. Rajkumar Tainwala, Dungarmal Rameshkumar HUF, Mrs. Amishi Tainwala, Mrs. Vandana Tainwala, Mrs. Liladevi Tainwala, Tainwala Personal Care Products Private Limited and Concept Reality and Securities Private Limited **(PACs)**

Place : Mumbai **Day & Date : Friday, 29 August 2008**