LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as an Equity Shareholder(s) of Tainwala Chemicals and Plastics (India) Limited (“TCPIL” or the “Target Company”). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Offer or Registrar to the Offer. In case you have recently sold your Equity Shares in TCPIL, please hand over this Letter of Offer and the accompanying Form of Acceptance, Form of Withdrawal and Transfer Deed to the member of the stock exchange through whom the sale was affected.

The Acquirer

Mrs. Shobha Tainwala

w/o Dr. Ramesh Tainwala

Shimmer 4th Floor, 8th Road, 9 Presidency Society, Juhu, JVPD Scheme, Vile Parle (West), Mumbai - 400 049
Tel. no. : +91-22- 66926113

And

Along with Persons Acting in Concert (PACs)

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)

Make A Cash Offer Of Rs. 16.15/- (Rupees Sixteen and Fifteen Paise Only) Per Fully Paid Up Equity Share To Acquire **18,72,773 (Eighteen Lac Seventy Two Thousand Seven Hundred Seventy Three)** Fully Paid-Up Equity Shares Representing 20% Of The Voting Equity Capital Of

Tainwala Chemicals and Plastics (India) Limited

(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)

(1) This Offer is being made pursuant to the Regulations 11(1) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 1997 (“SEBI (SAST) Regulations, 1997”) and subsequent amendments thereof.
(2) The Offer is not subject to minimum level of acceptance.
(3) In case of acceptances from non-Resident shareholders, the Acquirer would, after the closure of the offer, make the requisite applications to RBI to obtain its approval for transfer of such shares of TCPIL to the acquirer.
(4) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement, Corrigendum to PA and Letter Of Offer, can withdraw the same upto three working days (i.e. Friday, November, 21 2008) prior to the date of the closure of the Offer (i.e. Wednesday, November 26, 2008).
(5) The Acquirer is permitted to revise the Offer Price of Equity Shares upward any time up to seven working days prior to the date of the closing of the Offer. If there is any upward revision in the Offer Price of Equity Shares by the Acquirer till the last date of revision viz., Monday, November 17, 2008 or in case of withdrawal of the Offer, the same would be informed by way of a Public Announcement in the newspaper mentioned in Clause 2.2.1 of this Letter of Offer and the same revised price would be payable by the Acquirer to all shareholders who tendered their Equity Shares at any time during the Offer and which are accepted by the Acquirer under the Offer.
(6) ”If there is competitive bid :
    (a) The public offers under all the subsisting bids shall close on the same date.
    (b) 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”.
    No Competitive Bid has been announced as on the date of this Letter Of Offer.
(7) The procedure for acceptance is set out in Clause 8 of this Letter Of Offer.
(8) A form of acceptance and form of withdrawal are enclosed with this Letter Of Offer.
(9) There is no statutory approval required to implement the Offer.
(10) The Public Announcement, Corrigendum to PA and Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) would also be available on SEBI’s website (www.sebi.gov.in)

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 **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**
OFFER OPENS ON : FRIDAY, NOVEMBER 07, 2008	**OFFER CLOSES ON : WEDNESDAY, NOVEMBER 26, 2008**

For Activity Schedule of the Offer please refer to the next page.

ACTIVITY SCHEDULE

Activities	Original Schedule	Revised Schedule
Date of Publication of Public Announcement	Friday, August 29, 2008	Friday, August 29, 2008
Date of corrigendum to Public Announcement	N.A.	Friday, October 31, 2008
Specified Date *	Friday, September 12, 2008	Friday, September 12, 2008
Last date for announcement of a competitive bid	Thursday, September 18, 2008	Thursday, September 18, 2008
Date by which Letter of Offer will be posted to shareholders	Friday, October 10, 2008	Monday, November 03, 2008
Date of Opening of the Offer	Wednesday, October 22, 2008	Friday, November 07, 2008
Last date for revising the offer price / number of Shares	Monday, October 27, 2008	Monday, November 17, 2008
Last date for withdrawing acceptance from the Offer	Wednesday, November 05, 2008	Friday, November 21, 2008
Date of Closure of the Offer	Monday, November 10, 2008	Wednesday, November 26, 2008
Date of communicating rejection / acceptance and payment of consideration for applications accepted	Tuesday, November 25, 2008	Thursday, December 11, 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 Acquirer, PACs and parties to the Share Purchase Agreement) are eligible to participate in the Offer anytime before the closing of the Offer.

RISK FACTORS

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

I. Relating to the transactions

The Acquirer makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

II. Risks Related to the Proposed Offer

1. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement or the Letter of Offer or in the advertisement or any materials issued by, or at the instance of the Acquirer and the Manager to the Offer, and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.
2. The Shares tendered in the Offer will lie to the credit of a designated escrow account, till the completion of the Offer formalities.
3. In the case of over subscription in the Offer, as per the Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
4. Further, shareholders of the Target Company should note that after the last date of withdrawal i.e. dated Friday, November 21, 2008 the shareholders of the Target Company who have lodged the Shares would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
5. The transaction is subject to any future uncertainties which are beyond the control of the Acquirer.
6. The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of TCPIL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a shareholder in the Offer. The shareholders of TCPIL are advised to consult their stockbroker or investment consultant, if any, for further risks with respect to their participation in the Offer.

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DEFINITIONS

Acquirer	Mrs. Shobha Tainwala
Act	The Companies Act, 1956
Business Hours	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.
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Eligible Shareholders	All existing shareholders (other than the Acquirer, PACs and parties to the Share Purchase Agreements) of TCPIL whose names appear in the register of members of TCPIL as of Friday, September 12, 2008 and also persons who acquire any Equity Shares of TCPIL at any time prior to the closure of the Offer.
EPS	Earning Per Share
Escrow Account	Escrow account opened in the name and style of "TCPIL ESCROW ACCOUNT OPEN OFFER" with the Escrow Bank, established in accordance with Regulation 28 of the SEBI SAST Regulations by the Acquirer.
Escrow Bank	HDFC Bank Limited, Maneckji Wadia Building, Ground Floor ,Nanik Motwani Marg, Fort Mumbai – 400001
FOA or Form of Acceptance	Form of Acceptance cum Acknowledgement
FOW or Form of Withdrawal	Form of Withdrawal cum Acknowledgement
LOO	Letter of Offer
Manager to the Offer or ARFSL	Anand Rathi Financial Services Limited (Formerly known as Anand Rathi Securities Limited)
Negotiated Price	Rs. 16/- (Rs. Sixteen Only)
NRI(s)	Non-Resident Indians
Non-Resident Shareholders	NRIs, OCB and FIIs holding the equity shares of Tainwala Chemicals and Plastics (India) Limited
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
NA / N.A.	Not Applicable
NT / N.T.	Not traded
OCB	Overseas Corporate Bodies
Offer or The Offer	The offer for acquisition of 18,72,773 fully paid up equity shares of the face value of Rs.10/- each representing 20% of the paid up equity and voting share capital of the Target Company at a price of Rs. 16.15/-(Rupees Sixteen and Fifteen Paise only) per Equity Share payable in cash
Offer Period	From August 26, 2008 to Thursday, December 11, 2008
Offer Price	Rs. 16.15/- (Rupees Sixteen and Fifteen Paise only) per Equity Share
Public Announcement/PA	Announcement of the Offer by the Acquirer and PACs made by the Manager to the Offer on behalf of the Acquirer dated Friday, August 29, 2008.
PAC's or Person Acting in Concert	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)
RBI	Reserve Bank of India
RONW	Return on Net worth
Registrar to the Offer	Intime Spectrum Registry Limited
SEBI	Securities and Exchange Board of India

SEBI Act	Securities and Exchange Board of India Act, 1992
SPA	Share Purchase Agreement dated Tuesday 26, August 2008
Specified Date	Friday, September 12, 2008
TCPIL or Target Company or the Target Company	Tainwala Chemicals and Plastics (India) Limited
the Regulation/Regulations	SEBI (Substantial Aquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS.THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF TCPIL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOODTHAT WHILE ACQUIRER ISPRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, ANAND RATHI FINANCIAL SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 09, 2008 TO SEBI IN ACCORDANCE WITH SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

2. DETAILS OF THE OFFER

2 BACKGROUND OF THE OFFER

2.1.1 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.

2.1.2 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 (residing at 7, Surrey Road, #08-00, Casa Melwani, Singapore-307 746, Fax No. 0065-67481501) 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) payable in cash. The shares are acquired through Open Market Purchase on the trading window of BSE. Sellers are neither the Promoters nor the PACs of the Target Company.

The salient features of SPA:-

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

(b) 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 until 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.

On the August 27, 2008 the Acquirer has acquired only 6,62,698 of TCPIL representing 7.08% of the issued and paid up share capital of TCPIL from Sellers through Open Market Purchase instead of proposed acquisition of 6,75,500 Equity Shares as agreed in SPA.

2.1.3 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%

2.1.4 The details of acquisition by Acquirer and PACs in the current financial year and in last 12 months prior to the date of PA:-

Particulars	From	To	No. of Shares	Highest Price	Date	Promoter Name
Last 12 Months	August 28, 2007	August 28, 2008	489179	16.45/-	July 31, 2008	Mr. Dungarmal Tainwala

The details of acquisition of 489179 shares:-

Period of acquisition by Acquirer and PACs	No. of Shares	% of Total Paid-up Capital	Highest Price	Date of Highest Price	Promoter Name
From August 28, 2007 to March 31, 2008	193128	2.06	16.45	January 23, 2008	Mr. Dungermal Tainwala
From April 01, 2008 to August 25, 2008	296051	3.16	16.05	July 31, 2008	Mrs. Shobha Tainwala
Total	489179				

2.1.5 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 57,18,810 equity shares representing 61.07% 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.

2.1.6 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.

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

2.1.8 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.

2.1.9 The Acquirer, Sellers and Target Company have not been prohibited by SEBI from dealing in securities, it terms of directions issued u/s 11B of SEBI Act or under any of the regulations made under the SEBI Act.

2.1.10 There is no proposed change in Board of Directors after the Offer. Mr. Dungarmal Tainwala and Mr. Rakesh Tainwala are Directors of TCPIL.

2.2 Details of the proposed offer

2.2.1 The Acquirer has made a Public Announcement which was published on Friday, August 29, 2008 and Corrigendum to PA which was published on Friday, October 31st 2008, in the following newspapers in accordance with the Regulation 15 of the Regulations.

S. No.	Newspapers	Language	Date	Editions
1	Business Standard	English	August 29, 2008	All Editions
2	Business Standard	Hindi	August 29, 2008	All Editions
3	Navshakti	Marathi	August 29, 2008	Mumbai

The public Announcement and Corrigendum to PA are also available on SEBI's website at www.sebi.gov.in

2.2.2 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").

2.2.3 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 57,18,899 equity shares representing 61.07% of the voting capital. Assuming full acceptance to this Offer, their shareholding would further increase to 75,91,672 equity shares representing 81.07% of the voting capital.

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

2.2.5 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.

2.2.6 This is not a competitive bid.

2.2.7 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.

2.2.8 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.

2.2.9 The Manager to the Offer does not hold any equity shares of the Target Company as on the date of this Letter of Offer and if any being as broker it would be on account for non payment by clients. 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.

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

2.2.11 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.

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

2.2.13 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.

2.2.14 The Acquirer and PACs have acquired 50,000 equity shares of TCPIL after the date of PA to till the date of this Letter of Offer. Mr. Rajkumar Tainwala (PAC) has acquired these 50,000 equity shares of TCPIL on October 27, 2008 at price of Rs. 11.35/- per equity share.

2.2.15 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.

2.3 Object for the Acquisition

2.3.1 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 75,91,672 equity shares representing 81.07% of the fully paid-up equity share capital.

2.3.2 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.

2.3.3 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.

3. BACKGROUND OF THE ACQUIRER & PACs

The Acquirer and PACs are Promoters of TCPIL and belongs to same family group. There is no agreement entered among the Acquirer and PACs with regard to Offer/acquisition of shares.

(I) Information about the Acquirer – Mrs. Shobha Tainwala

3.1.1 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 Tel no. +91-22-66926113 and having Pan No. identity ACBPT1559L.

3.1.2 She is qualified as Master in Administration. She is director in Tainwala Trading & Investment Company Limited, Tainwala Holdings Private Limited and Abhishri Packaging Private Limited.

3.1.3 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 vide his certificate dated August 26, 2008 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).

3.1.4 She has being as a Promoter of TCPIL, complied with the disclosure requirements mentioned under Chapter II of the SEBI (SAST) Regulations.

3.1.5 She is not on the board of directors of any listed company.

3.1.6 Details of earlier acquisitions of Mrs. Shobha Tainwala in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	13,463	0.144 %	0.144 %	-	-
1999-00	17,700	0.189 %	0.333 %	Open Market Purchase	NA
2000-01	442,000	4.720 %	5.053 %	Open Market Purchase	Complied
2006-07	(472,663)	(5.048) %	0.005 %	Open Market Purchase	Complied
30.07.2008	1,98,400	2.119 %	2.124 %	Open Market Purchase	Complied
31.07.2008	3,700	0.039 %	2.163 %	Open Market Purchase	NA

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

3.2.1 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. identity as AAKPT4390A.

3.2.2 Mr. Dungarmal Tainwala is one of the first director's of the Company and is on the Company's Board since its inception in 1985. He is a self made industrialist and business tycoon having varied business interests. He has over 50 years of experience in the plastics and polymer industry.

3.2.3 He is also 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.

3.2.4 Mr. Dungarmal Tainwala is not on the board of directors of any other listed company expects TCPIL.

3.2.5 Details of earlier acquisitions of Mr. Dungarmal Tainwala in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	135,015	1.44 %	1.44 %	-	NA
2005-06	1,000	0.01 %	1.45 %	Open Market Purchase	NA
2006-07	18,92,655	20.21 %	21.66 %	Open Market Purchase and Inter se transfer between Promoters	Complied
2007-08	36,967	0.39 %	22.06 %	Open Market Purchase	NA
01.04.2008 - 28.08.2008	93,951	1.00 %	23.06 %	Open Market Purchase	NA

(B) Mrs. Amishi Tainwala

3.3.1 Mrs. Amishi Tainwala is wife of Mr. Rakesh Tainwala, aged 34 years residing at 71 Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai -400 049, having PAN No. identity no. is AAAPT9297J.

3.3.2 She is director in Katyayan Construction & Developers Private Limited, Abhishri packaging Private Limited and Concept Reality and Securities Private Limited.

3.3.3 Mr. Amishi Tainwala is not on the board of directors of any listed company.

3.3.4 Details of earlier acquisitions of Mrs. Amishi Tainwala in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	40,013	0.43 %	0.43 %	**-**	**NA**
2000-01	440,895	4.71 %	5.14 %	Open Market Purchase	Complied
2001-02	6,113	0.06 %	5.20 %	Open Market Purchase	NA
2005-06	(57,565)	(0.61) %	4.59 %	Open Market Sale	NA
2006-07	(428,456)	(4.58) %	0.01 %	Open Market Sale	Complied

(C) Mrs. Liladevi Tainwala

3.4.1 Mrs. Liladevi Tainwala is wife of Mr. Dungarmal Tainwala , aged 64 years residing at 71 Kalptaru, Nutan Laxmi CHS, JVPD Scheme, Juhu, Vile Parle (West), Mumbai -400 049, having Pan No. identity as ABSPT4990P.

3.4.2 She is Director in Concept Reality and Securities Private Limited.

3.4.3 Mrs. Liladevi Tainwala is not on the board of directors of any listed company.

3.4.4 Details of earlier acquisitions of Mrs. Liladevi Tainwala in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	77,300	0.83 %	0.83 %	-	-
2005-06	26,850	0.29 %	1.12 %	Open Market Purchase	NA
2006-07	130,217	1.39 %	2.51 %	Open Market Purchase	NA
2007-08	(2,500)	(0.03 %)	2.48 %	Open Market Sale	NA

(D) **Mr. Rajkumar Tainwala**

3.5.1 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. identity as AAAPT9295L.

3.5.2 He is director in Tainwala Health Care Products Private Limited and Tainwala Personal Care Products Private Limited.

3.5.3 Mr. Rajkumar Tainwala is not in the board of director in any listed company.

3.5.4 **Details of earlier acquisitions of Mr. Rajkumar Tainwala in Target Company:-**

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	222574	2.38 %	2.38 %	-	-
1999-00	4200	0.04 %	2.42 %	Open Market Purchase	NA
2005-06	51956	0.55 %	2.97 %	Open Market Purchase	NA
2006-07	5285	0.06 %	3.03 %	Open Market Purchase	NA
2007-08	138340	1.48 %	4.51 %	Open Market Purchase	NA
October 27, 2008	50,000	0.53	5.04	Open Market Purchase	NA

(E) **Mrs. Vandana Tainwala**

3.6.1 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. identity as AAAPT9298H.

3.6.2 She is Director in Tainwala Personal Care Products Private Limited.

3.6.3 She is not on the board of directors in any other listed company.

3.6.4 Details of earlier acquisitions of Mrs. Vandana Tainwala in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	38,316	0.41 %	0.41 %	-	-
1997-98	21,010	0.22 %	0.63 %	Open Market Purchase	NA
1999-00	5,000	0.05 %	0.68 %	Open Market Purchase	NA
2001-02	1,000	0.01 %	0.69 %	Open Market Purchase	NA
2004-05	2,000	0.02 %	0.71 %	Open Market Purchase	NA
2006-07	11,342	0.12 %	0.83 %	Open Market Purchase	NA

(F) Dungarmal Rameshkumar HUF

3.7.1 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.

3.7.2 Details of earlier acquisitions of Mr. DungarmalRameshkumar (HUF) in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
Till 1996-97	7,800	0.08 %	0.08 %	-	**NA**
2001-02	137,965	1.47 %	1.55 %	Open Market Purchase	NA

(G) Tainwala Personal Care Products Private Limited

3.8.1 Tainwala Personal Care Products Private Limited herein referred as "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-400 093 and Telefax No. 28219592.

3.8.2 TPCPPL is presently engaged into engaged in the manufacturing of mosquito repellent coils, machines, & 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.

3.8.3 The equity shares of TPCPPL are not listed on any Stock Exchanges.

3.8.4 The Promoters of TPCPPL are Mr. Rajkumar Tainwala and Mrs. Vandana Tainwala and together hold the total share capital of TPCPPL of Rs. 20,86,56,000/- (2,08,656 equity shares of Rs.100/- each).

3.8.5 The details of Board of Directors of TPCPPL as on the date of PA are as follows:

Sr. No.	Name of the Directors	Age	Profile of the Directors (experience and qualification)	Residential Address	Date of Appointment
1	Mr.Rajkumar Tainwala	44 years	B.A (Economics)17 years experience in personal care product industry	71 Kalptaru, Nutan Laxmi Society, JVPDS Scheme, Juhu, Vile Parle (West), Mumbai -400 049	December 24,1991
2	Mrs.Vandana Tainwala	42 years	M.A (English)	71 Kalptaru, Nutan Laxmi Society, JVPDS Scheme, Juhu, Vile Parle (West), Mumbai -400 049	November 28,2005

3.8.6 **Brief particulars of the audited financial Information of TPCPPL for previous three financial years is as follows:-**

Tainwala Personal Care Products Private Limited			
			(**Amount Rs. in Lacs**)
Profit & Loss Statement	**Year 2005-06**	**Year 2006-07**	**Year 2007-08**
Income From Operations	3,375	3,062	2584
Other Income	19	61	119
Total Income	3,394	3,123	2703
Total Expenditure	3,236	2,912	2724
Profit/Loss Before Depreciation Interest and Tax	158	211	(21)
Depreciation	44	47	45
Interest	28	39	63
Profit/Loss Before tax	86	125	(129)
Provision for Tax	0	23	13
Profit/Loss After Tax	85	102	(116)
Balance Brought forward from Previous years	446	532	634
Surplus Carried to Balance Sheet	**532**	**634**	**518**

Balance Sheet Statement	**Year 2005-06**	**Year 2006-07**	**Year 2007-08**
Sources of funds			
Paid up share Capital	244	244	244
Reserves and Surplus (excluding revaluation reserves)	582	684	568
Networth	**825**	**927**	**812**
Secured Loans	241	369	765
Unsecured Loans	78	78	-
Deferred Tax Liabilities	13	14	-
Total	**1,158**	**1,389**	**1,577**
Uses of Funds	0	0	0
Net Fixed Assests	367	348	279
Investments	205	205	206
Net Current Assests	577	836	793
Capital work in progress	-	-	299
Total Miscellaneous expenditure not written off	9	-	-
Total	**1,158**	**1,389**	**1,577**

Other Financial Data	Year 2005-06	Year 2006-07	Year 2007-08
Dividend (%)	-	-	
Earining Per Share	35.01	41.85	(47.31)
Return on Networth %	10.33%	11.00%	-
Book Value Per Share	339	381	333

3.8.7 Contingent Liabilities & Reason for rise/fall in total income and PAT for relevant years

(A) Contingent Liability

	(Rupees)
a) Bank Guarantee	8,425,705
b) Leave Salary	96,608
c) Disputed Excise Duty Matters	4,375,895

(B) Reason for rise/fall in total income and PAT

2005-06 over 2004-05

Total Turnover of Company had increased from 2243.29 Lakhs to 3375.36 Lakhs i.e 50.42% mainly due to increase in market share of the Company. Company had increased its Market share in the north India. The PAT for the year has increased in line with the increase in total Turnover.

2006-07 over 2005-06

Total Turnover of Company had decreased from 3375.36 Lakhs to 3062.04 Lakhs because the Company had changed its policies of offering discounts, i.e Gross turnover to distributors was booked at net of trade discount value instead of gross turnover, as a result discounts had reduced from 1319.95 lakhs to 656.91 lakhs. However the PAT has increased from 85.30 lakhs to 101.98 lakhs due to increase in quantity of sales.

2007-08 over 2006-07

The reason of loss in TPCPPL is major fire in the factory of TPCPPL in february-2008.

3.8.8 Significant Accounting Policies:

a) General:

(I) The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and on the accounting principles of a going concern.

(II) The financial statements are prepared generally on accrual basis except those with significant uncertainties.

b) Fixed Assets:

i) Fixed Assets are capitalised at cost inclusive of freight, duties, Taxes and all incidental expenses related thereto and Net of Cenvat Credit.

ii) Fixed Assets are stated at cost of acquisition less Accumulated depreciation.

c) Depreciation:

i) Premium on leasehold land is amortised over the period of lease.

ii) Depreciation on Fixed Assets is provided on Written Down Value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.

iii) Depreciation on the additions & deductions is provided on the pro-rata basis.

d) Investments:

Long-term Investments are stated at cost of acquisition less provision for permanent diminution in the value of such investments determined for each investment individually. Provision is made only in the case of permanent diminution in the value of investment.

e) **Inventories:**

i) Inventories are valued at lower of the cost and net realisable value. Cost is assigned on FIFO basis. Obsolete, defective, unserviceable stocks are provided for.

ii) Finished goods and stock in process include **estimated cost of conversion** and other costs incurred in bringing the inventories to their present location and condition.

iii) Stores and Spares including consumable packing and other materials are charged to consumption soon after procurement.

f) **Miscellaneous Expenditure:**

Share Issue expenses are amortised equally over a period of ten years. Advertisement and publicity expenses incurred during an earlier year continue to be amortised equally over a period of five years.

g) **Sales:**

i) Sales are recognized on dispatch of products and where there are no uncertainties for recovery.

ii) Sales includes Excise Duty and Trade and other discounts including discounts allowed on the basis of markets / collection policy irrespective of the period or sales transaction and are net of sales returns.

h) Dividend Income is accounted on actual receipt basis.

i) **Transactions in foreign Currency:**

Foreign Currency Transactions during the year are recorded at the rate of exchange prevailing on the date of transactions.

All exchange differences are dealt with in the profit & loss account except those relating to acquisition of Fixed Assets which are adjusted in the cost of assets .

Foreign Currency assets and liabilities other than for financing Fixed Assets and outstanding at the year end are translated at the rate of exchange prevailing at the close of the year and resultant gains / losses are recognised in the Profit & Loss Account of the year.

j) **Retirement Benefits:**

Liability in respect of retirement benefits is provided and charged to profit and loss account as follows:

i) Provident / Pension Fund: At a specified percentage of salary/ wages for eligible employees.

ii) Leave Encashment: As determined on the basis of accumulated leave at the credit of the employees as at the year end as per Company's rules.

iii) Gratuity: Provided for eligible employees on accrual basis at the year end.

k) Provision for current tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the provisions as per Income-Tax Act, 1961.

The deferred tax for timing differences between book profits and tax profits for the year is accounted for using the tax rules and laws that have been enacted or substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is a reasonable/ virtual certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

l) **Contingent Liabilities:**

Contingent liabilities are disclosed after careful examination of the facts and legal aspects of the matters involved.

3.8.9 Details of earlier acquisitions of "TPCPPL" in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
2000-01	7700	0.08 %	0.08 %	Open Market Purchase	NA

(H) Concept Reality and Securities Private Limited

3.9.1 CRSPL was incorporated on 3rd May 1995 having CIN U70102MH1995PTC087967 and its registered office is situated at Tainwala House Road No. 18 opposite Plot No. 118 MIDC, Marol Andheri East Mumbai Maharashtra- 400 093 and Tel. No. (022) 66926115.

3.9.2 CRSPL is presently engaged into the activities of leasing, hiring, selling, letting, hire-purchase, hire-purchase finance, equipment leasing & dealing in securities. CRSPL belongs to the Tainwala group.

3.9.3 The Promoters of CRSPL are Dr. Ramesh Tainwala, Mr. Dungarmal Tainwala, Mrs. Liladevi Tainwala, Mr. Rakesh Tainwala and Mrs. Amishi Tainwala and together hold the total share capital of CRSPL is Rs. 1,68,10,600/- (1681060 equity shares of Rs.10/- each).

3.9.4 The equity shares of company are not listed on any Stock Exchanges.

3.9.5 The details of Board of Directors of CRSPL as on the date of P.A. are as follows:

S No.	Name of the Directors	Age	Profile of the Directors (experience and qualification)	Residential Address	Date of Appointment
1	**Mr. Rakesh Tainwala**	40 years	B.E (Mechanical Engineering)He has over 16 years of rich business experience. Under his leadership and guidance the performance of the Company has improved significantly.	71 Kalptaru, Nutan Laxmi Society, JVPDS Scheme, Juhu, Vile Parle (West), Mumbai -400 049	June 13, 2008
2	**Mrs. Amishi Tainwala**	34 years	B. Com (Accounts), She has an experience of around 6 years as director in Manufacturing Industry.	71 Kalptaru, Nutan Laxmi Society, JVPDS Scheme, Juhu, Vile Parle (West), Mumbai -400 049	June 13, 2008
3	**Dr. Ramesh Tainwala**	47 years	Ph.D (Finance)Mr. Tainwala has beenPresident & Chief Operating Officer of Samsonite South East Asia Private Limited since June 2000	Flat No.4 & 5, The Shimmer Presidency CHS, 9 North South Road -8 , Juhu, JVPD Scheme, Vile Parle (West), Mumbai – 400 049.	Since Inception
4	**Mr. Dungarmal Tainwala**	69 years	S.S.C.Mr. Dungarmal Tainwala is one of the first director's of the Company and is on the Company's Board since its inception in 1985. He is a self made industrialist and business tycoon having varied business interests. He has over 50 years of experience in the plastics and polymer industry.	71 Kalptaru, Nutan Laxmi Society, JVPDS Scheme, Juhu, Vile Parle (West), Mumbai -400 049	November 01, 2002
5	**Mrs. Liladevi Tainwala**	64 years	S.S.C.	71 Kalptaru, Nutan Laxmi Society, JVPDS Scheme, Juhu, Vile Parle (West), Mumbai -400 049	August 04, 2006

3.9.6 Brief particulars of the audited financial Information of the CRSPL for the previous three financial years is as follows:

Concept Reality & Securities Private Limited			
			(Amount Rs. in Lacs)
Profit & Loss Statement	**Year 2005-06**	**Year 2006-07**	**Year 2007-08**
Income From Operations	99	30	-
Other Income	0	0	23.42
Total Income	99	30	23.42
Total Expenditure	162	51	0
Profit Before Depreciation Interest and Tax	(63)	(22)	23.42
Depreciation	-	-	-
Interest	-	-	-
Profit Before tax	(63)	(22)	23.42
Provision for Tax	0	0.00165	3
Profit After Tax	(63)	(22)	20.42
Balance of Loss Brought forward from Previous years	(203)	(266)	(288)
Loss Carried to Balance Sheet	(266)	(288)	(262)

Balance Sheet Statement	**Year 2005-06**	**Year 2006-07**	**Year 2007-08**
Sources of funds			
Paid up share Capital	146	146	146
Reserves and Surplus(excluding revaluation reserves)	-	-	-
Profit & Loss Account (Debit Balance)	(266)	(288)	(262)
Net worth	**(120)**	**(141)**	**(116)**
Secured Loans	-	-	-
Unsecured Loans	272	272	274
Total	**152**	**131**	**159**
Uses of Funds	0	0	0
Net Fixed Assets	-	-	-
Investments	-	-	-
Net Current Assets	152	131	159
Total Miscellaneous expenditure not written off	-	-	-
Total	**152**	**131**	**159**

Other Financial Data	**Year 2005-06**	**Year 2006-07**	**Year 2007-08**
Dividend (%)	-	-	-
Earning Per Share	(4.33)	(1.47)	1.77
Return on Net worth	-	-	-
Book Value Per Share	-	-	-

Note: - The source of "other Income" for the Financial Year 2007-2008:-

Doubtful debts recovered for Rs. 23.42 Lac

3.9.6 Contingent Liabilities and reasons for fall/rise in total income and PAT

(A) There are no major contingent liabilities pending against the company.

(B) Reason for fall /rise in total income and PAT in relevant years

2005-06 over 2004-05

Company's main business was dealing in shares and in 2004-05 Company had purchased and sold high value shares but in financial year 2005-06 company had diverted its efforts to its newly setup division of transport and hence total turnover had fallen. However due to fixed overheads Company had to suffer loss.

2006-07 over 2005-06

Due to change in the management of the company from whom the trucks were taken on hire, transport business was badly affected and hence the turnover had gone down and the loss was suffered due to fixed expenses associated with the business.

2007-08 over 2006-07

Company couldn't do any business operations however company had recovered the old dues which were already provided as bad debts, with the old dues recovery , old balances were written back resulting in the profit after tax of Rs.20.92 lacs.

1. <u>Significant Accounting Policies</u>

a) Basis of Accounting.

The financial statements are prepared under the historical cost convention, on an accrual basis and are in conformity with the mandatory accounting standards and the provisions of the Companies Act, 1956 to the extent possible.

b) Inventories.

Stock-in-trade is valued at the lower of cost or net realisable value.

c) Revenue Recognition

Revenues are recognised in the year in which the services are rendered.

d) Taxation.

The provision for Income Tax has not been made as the company incurred losses during the year. Provision for Deferred tax has not been accounted for in view of the fact that the company has been incurring losses in the earlier years and is not expected to make substantial profits in future as well.

e) Sundry Debtors & Sundry Creditors

Sundry Debtors & Sundry Creditors are subject to confirmation and consequent reconciliation, if any. Sundry debtors includes long over dues aggregating to Rs.9,197/- (Previous Year Rs. 58,027/-). The Company has made a provision for bad debts , a sum of Rs 60,00,000 which is due from Mr. Rakesh Tainwala. Except for this, the management is hopeful of fully realizing the balance amount of sundry debtors in the due course of time.

f) Changes in Accounting Policies.

There has been no change in the accounting policies in the year under review.

3.9.7 Details of earlier acquisitions of Concept Reality and Securities Private Limited in Target Company:-

Date / Year of acquisition	No. of shares	Percentage of outstanding paid up share capital of the Target company	Cumulative Percentage	Mode of acquisition	Compliance with SEBI (SAST) and other statutory requirements
1997-98	80000	0.85 %	0.85 %	Open Market Purchase	NA
2004-05	1192534	12.73 %	13.58 %	Inter se Transfer between Promoters and Market Purachase	Complied
2005-06	400	0.004 %	13.58 %	Open Market Purchase	NA

2006-07	533724	5.70 %	19.28 %	Inter se Transfer between Promoters and Open Market Purchase	Complied

3.10.1 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 vide his certificate dated August 26, 2008 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.

3.10.2 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.

3.11 The Acquirer and the PACs do not intend to dispose of or otherwise encumber any assets of the Target Company in the successive two years, except in the ordinary course of business of TCPIL.

Further, the Acquirer undertakes not to sell, dispose off or otherwise encumber any substantial assets of TCPIL, except with the prior approval of shareholders of TCPIL.

3.12 Acquirer and PACs will not voluntary delist the Tainwala Chemicals and Plastics (India) Limited at least for coming next three years.

3.13 Future plans/strategies of the Acquirer with regard to the Target Company

There is no specific future plans/strategies of the Acquirer with regard to the Target Company.

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

4.1 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, an open market purchase of 62802 equity shares of TCPIL and under this Offer (assuming the Full acceptance in this Offer) their shareholding would increase to 76,54,474 equity shares representing 81.74% of the fully paid-up equity share capital.

4.2 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.

4.3 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.

5. BACKGROUND OF TARGET COMPANY

5.1 TCPIL has its registered office/Corporate Office at "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).

5.2 Brief history and operations

5.2.1 The Target Company was incorporated as Tainwala Chemicals and Plastics Private Limited on September 4,1985 as a private limited company. The name of the Target Company was changed to Tainwala Chemicals and Plastics Limited on March 14,1986 when it became a public limited company. The name of the Target Company was further changed to its present name, Tainwala Chemicals and Plastics (India) Limited, on March 27, 1986.

5.2.2 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 good substitute for conventional materials like wood , metal etc. due to its advantages of being tough, light and anti-corrosive. TCPIL is one of the major manufacturers of a wide range of sheets in various polymers such as PVC, PP, PPGL, HDPE, ABS etc.

5.3 The Manufacturing facility of the Target Company is at Government Industrial Estate, Khadoli Village, Silvassa - 396230, Dadra & Nagar Haveli - Union Territory.

5.4 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.

The Share Capital Structure of TCPIL as on the date of PA:

Paid up Equity Shares of Target Company	No. of Shares / Voting Shares	% of Shares / Voting Rights
Fully paid up equity shares	9,363,863	100.00 %
Partly paid up equity shares	-	-
Total paid up equity shares	9,363,863	100.00 %
Total voting rights in Target Company	9,363,863	100.00 %

5.5 The current capital structure of Target Company since inception:

Year/Date of Allotment	No. of Equity shares issued having face value of Rs. 10/- each	% of Shares issued	Cumulative Paid up capital (In Rs. Lac)	Mode of allotment	Identity of allottees	Status of Compli-ance
20th February, 1986	780	0.008 %	0.078	Subscription to MOA	*	NA
1986-87	749220	8.00 %	75.00	IPO	*	NA
1992-93	904425	9.66 %	165.44	Rights	*	NA
1993-94	2481638	26.50 %	413.60	Rights	*	NA
1994-95	5227800	55.83 %	936.38	Rights	*	NA
	9363863	100.00%				

* Issued to all eligible beneficial owners.

5.6 There has been no suspension of trading of the equity shares of Target Company on BSE and NSE.

5.7 The equity shares of the Target Company have been voluntarily de-listed from the Delhi Stock Exchange with effect from 8th March, 2004 and the Ahmedabad Stock Exchange with effect from 8th July, 2004.

5.8 Target Company does not have any partly paid-up shares. The fully paid-up shares of the Target Company have 100% voting rights in the Target Company. Target Company does not have any outstanding convertible instruments (warrants, FCDs,PCDs) etc.

5.9 TCPIL has complied with the all applicable provisions of Chapter II of the SEBI (SAST) Regulations, 1997 except with delay in complying with Regulations 8(3) for the year 2001 and 7(3) for the transaction made on July 31, 2006 and SEBI may initiate action against the same. Promoters of TCPIL have filed three reports under Regulations 3(4) of SEBI (SAST) Regulation, 1997 with delay for the inter-se transfer of shares for which SEBI may take action against the same.

5.10 The equity shares of the Target Company are listed on BSE and NSE. The Target Company has complied with the provisions of the Listing Agreement. Their was no non-compliance by Target Company and no penalty or strictures were imposed on Target Company by the Stock Exchanges.

5.11 The details of Board of Directors of as on the date of P.A. are as follows:

S No.	Name of the Directors	Designation	Age	Profile of the Directors (experience and qualification)	Residential Address	Date of Appointment
1	Mr. Dungarmal Tainwala	Chairman and Whole-time Director	69	S.S.C. Mr. Dungarmal Tainwala is one of the first director's of the Company and is on the Company's Board since its inception in 1985. He is a self made industrialist and business tycoon having varied business interests. He has over 50 years of experience in the plastics and polymer industry.	71 Kalpataru, Nutan Laxmi Society, JVPD Scheme, Juhu, Vile Parle (West), Mumbai -400 049	October 4, 1985
2	Mr.Rakesh Tainwala	Managing Director	40	B.Tech (Computer Engineering) from Manipal University He has over 16 years of rich business experience. Under his leadership and guidance the performance of the Company has improved significantly.	71 Kalpataru, Nutan Laxmi Society, JVPD Scheme, Juhu, Vile Parle (West), Mumbai -400 049	June 26, 1992
3	Mr.Subhash Kadakia	Independent Director	61	B.E. (Mech.) From Banglore University Mr. Kadakia is an Industrialist and the Managing Director of Kadakia Plastics & Chemicals Pvt. Ltd. He is an expert having extensive knowledge in the field of PVC compounds and is a life member of Bombay Industries Association. He is a life member of other professional organizations like AIPMA, MEDC, PLEXCONCIL and GSPMA. He was the past Chairman of the governing council of the Indian Plastics Institute a professional body imparting education and professional training in the plastic industry.	Plot No. 42, Anu Vithal Nagar Society, 11th Road, JVPD Scheme, Vile Parle (West), Mumbai – 400 049	August 21, 1992

4	Mr.Mayank Dhuldhoya	Independent Director	51	B.Com from Mumbai University Mr. Mayank Dhuldhoya has over 25 years of rich business experience in the field of plastics	14, Delstar – 9-9A, N.S. Patkar Marg, Mumbai – 400 058	September 26, 2005
5	Mr.Abhay Sheth	Independent Director	59	Mechanical Engineer Mr. Abhay Sheth is a Mechanical Engineer. He has wide range experience in the field of plastics. He has served as the Managing Director of Amut India Ltd. Presently he has set up his own venture under the name and style of Abhay Sheth Technologies. He is also a member of the All India Plastics Manufacturers Association (AIPMA) and Indian Plastics Institute (IPI). He has over 25 years of rich and varied experience in the field of marketing of plastics and plastics packaging machinery.	B/55 Tarang, Gilbert Hill Road, Near Bhavans College, Andheri (W), Mumbai – 400 058	September 29, 2003

5.12 There has been no merger / demerger / spin-off during last 3 years in Target Company. The Target Company was incorporated as Tainwala Chemicals and Plastics Private Limited on September 4, 1985 as a private limited company. The name of the Target Company was changed to Tainwala Chemicals and Plastics Limited on March 14, 1986 when it became a public limited company. The name of the Target Company was further changed to its present name, Tainwala Chemicals and Plastics (India) Limited, on March 27, 1986.

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

Tainwala Chemicals and Plastics (India) Limited			
			(Amount Rs. in Lacs)
Profit & Loss Statement	**Year 2005-06**	**Year 2006-07**	**Year 2007-08**
Income From Operations	1,711	1,383	1,233
Other Income	78	129	688
Total Income	**1,789**	**1,511**	**1,921**
Total Expenditure	1,437	1,305	1,270
Profit Before Depreciation Interest and Tax	352	264	651
Depreciation	38	56	64
Interest	1	3	2
Profit Before tax	313	205	586
Provision for Tax	2	3	4
Profit After Tax	311	203	582
Balance of Loss Brought forward from Previous years	(1,782)	(1,471)	(1,268)
Loss Carried to Balance Sheet	(1,471)	(1,268)	(687)

Balance Sheet Statement	Year 2005-06	Year 2006-07	Year 2007-08
Sources of funds			
Paid up share Capital	936	936	936
Reserves and Surplus (excluding revaluation reserves)	2,758	2,758	2,758
Profit & Loss Account (Debit Balance)	(1,471)	(1,268)	(687)
Net worth	**2,223**	**2,426**	**3,008**
Secured Loans	3	6	4
Unsecured Loans	-	-	-
Total	**2,226**	**2,432**	**3,011**
Uses of Funds	0	0	0
Net Fixed Assets	584	700	664
Investments	307	390	930
Net Current Assets	1,335	1,342	1,417
Total Miscellaneous expenditure not written off	-	-	-
Total	**2,226**	**2,432**	**3,011**
Total assets			

Other Financial Data	Year 2005-06	Year 2006-07	Year 2007-08
Dividend (%)	-	-	-
Earining Per Share	3.33	2.16	6.18
Return on Net worth %	14.00%	8.35%	19.34%
Book Value Per Share	23.74	25.91	32.12

5.14 Reason for fall/rise in total income and PAT in last three years:-

2005-06 over 2004-05

Total Turnover of TCPIL had increased from Rs. 1174.81 Lakhs to Rs. 1852.32 Lakhs mainly because of boom in infrastructure industry. TCPIL had received new contracts and orders from Government organizations like Punjab Municipal Corporation etc. The Profit for the year has increased in line with the increase in total Turnover.

2006-07 over 2005-06

Due to change in the market Conditions and due to increase in raw material prices Turnover of the TCPIL was on downside, and the same had affected the profits of the Company, profit was reduced from Rs. 312 lakhs to Rs. 202 lakhs.

2007-08 over 2006-07

Due to tremendous increase in polymer raw material prices people had started looking for other options which were more economical to their needs, hence it had an adverse effect on the turnover and the profits of the TCPIL. TCPIL's Turnover had reduced from Rs. 1382.63 lakhs to Rs. 1232.86 lakhs, and Profits of the Company had reduced from Rs. 205.13 lakhs to Rs. 162.24 lakhs.

5.15 The equity shareholding before the Offer and after the Offer (assuming full acceptance of the Offer) is given in the table below:

Shareholders' category	Shareholding & voting rights prior to the agreement/acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer. i.e	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoters Group								
A.Parties to Agreement, if any								
Shobha Tainwala	202600	2.16%	662698	7.08%	1872773	20.00%	2750873	29.38%
B. Promoter other than (A)Above	4853601	51.83%	N.A.	N.A.	N.A.	N.A.	4903601	52.36%
Total (1) (A+B)	5056201	53.99%	662698	7.08%	1872773	20.00%	7654474	81.74%
(2) Acquirer As per (A)	-	-	-	-	-	-	-	-
(3) Parties to agreement other than (1) & (2)								
1.Mr. Ashok Bhagwandas Melwani	172110	1.84%	(163810)	(1.75%)			8300	0.089%
2.Mrs. Lajwanti Bhagwandas Melwani	150120	1.60%	(150120)	(1.60%)	N.A.	N.A.	0	0.000%
3.Mr. Bhagwandas Hashmatrai Melwani	361570	3.86%	(361570)	(3.86%)			0	0.000%
Total 3 (1+2+3)	683800	7.30%	(675500)	(7.21%)			8300	0.089%
(4) Public (other than parties to agreement, Acquirer & PACs)								
a. FIs/MFs/FIIs/Banks, SFIs/ NRIs/FBs	580832	6.20%	(62802)	(0.67%)	(1872773)	(20%)	1701089	18.16%
b. Others (indicates total number of shares under "Public" category	3043030	32.50%						
Total (4)(a+b)	**3623862**	**38.70%**	(62802)	(0.67%)	(1872773)	(20%)	1701089	18.16%
GRAND TOTAL (1+2+3+4)	**9363863**	**100.00%**	**0**	**0%**	**0**	**0%**	**9363863**	**100%**

5.16 The details of change of shareholding of promoters are as follows:

Date/ Year of Acquisition	No. of Shares holding by Promoters	Acquisition no. of Shares	% of Paid up Capital	Cumulative % of Paid up Capital	Mode of Acquisition	Compliance
1996-1997	3218038	_	34.37	34.37	_	_
1997-1998	3543605	325567	3.48	37.84	Open Market Purchase	NA
1998-1999	3645280	101675	1.09	38.93	Open Market Purchase	NA
1999-2000	3695030	49750	0.53	39.46	Open Market Purchase	NA
2000-2001	3749680	54650	0.58	40.04	Open Market Purchase	NA
2001-2002	3832650	82970	0.89	40.93	Open Market Purchase	NA
2002-2003	3948198	115548	1.23	42.16	Open Market Purchase	NA
2003-2004	4105796	157598	1.68	43.85	Open Market Purchase	NA

2004-2005	4337134	231338	2.47	46.32	Open Market Purchase	Complied
2005-2006	4396782	59648	0.64	46.95	Open Market Purchase	NA
2006-2007	4587343	190561	2.04	48.99	Open Market Purchase	Complied
2007-2008	4760150	172807	1.85	50.84	Open Market Purchase	NA
2008 till the filling of LOO	5106201	346051	3.69	54.53	Open Market Purchase	Complied

Note:-

(A) There is no major acquisition or more than the maximum permissible limit of 5% in a financial year as per the SEBI (SAST) Regulations of equity shares of TCPIL by Promoters of TCPIL which triggers the Takeover Regulation, except the Inter-se transfer among Promoters as details mentioned below:-

S. No.	Date of Acquisition	No. of Shares & %	Transferee	Transferor (s)
1	August 11, 2004	7,16,801 & 7.65	Concept Realty and Securities Private Limited	Katyayan Construction and Developers Private Limited
2	March 29, 2005	4,50,000 & 4.81	Concept Realty and Securities Private Limited	Mr. Rakesh Tainwala
3	July 24, 2006	18,47,263 & 19.73	Mr. Dungarmal Tainwala	Dr. Ramesh Tainwala, Mrs. Shobha Tainwala, Tainwala Holdings Private Limited and Tainwala Trading and Investment Company Private Limited

(B) The disclosure for change of shareholding of promoters of TCPIL are disclosed Year wise instead of event or date wise due to acquisition transaction of TCPIL shares by Promoters of TCPIL on daily basis are in large numbers from 1996-1997 to till date of this Letter of Offer.

5.17 Status of Corporate Governance and Pending Litigations

5.17.1 As per the information provided by the Target Company, provisions of Clause 49 of the Listing Agreement with the stock exchange dealing with Corporate Governance have been complied with. Certificate of Compliance on Corporate Governance received from the Statutory Auditors had been published in the Annual Report for the year ended March 31, 2008

Board of Directors	Category	Member of Audit Committee	Member of Remuneration Committee	Member of Shareholders Grievance Committee
Mr. Dungarmal Tainwala	Promoter/ Chairman Executive	-	-	Yes
Mr. Rakesh Tainwala	Promoter Managing Director/ Executive	-	-	-
Mr. Abhay Sheth	Independent Director/ Non-Executive	Yes	Yes	Yes
Mr. Subhash Kadakia	Independent Director/ Non-Executive	Yes	Yes	Yes
Mr. Mayank Dhuldhoya	Independent Director/ Non-Executive	Yes	Yes	-

5.17.2 There is no pending litigation against TCPIL.

5.18 The name and details of Compliance Officer is as below:

Mr Vikas Vinod Lad (Company Secretary) is compliance Officer of Target Company, M.I.D.C., Marol, Andheri (East), Mumbai – 400 093, Tel no.: (+91-22-66926120/22), Fax no.: (+91-22-28387039).

5.19 The total Public Shareholders of TCPIL are 7911 as on the specified date.

6. Offer Price and Financial Arrangements

6.1 Offer Price

6.1.1 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").

6.1.2 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%

6.1.3 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 pricefor 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.

6.1.4 The shares are most frequently traded on BSE. The weekly high and low of the closing prices of the shares, during the 26-week period ended preceding date of the Public Announcement) on BSE, are given below:

Week No.	Week ending (Month/Date/Year)	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume
1	8/28/2008 to 8/22/2008	16.9	15	15.95	83761
2	8/21/2008 to 8/15/2008	15.2	14.6	14.9	1564
3	8/14/2008 to 8/8/2008	15.95	14.7	15.325	10029
4	8/7/2008 to 8/1/2008	15.45	14.65	15.05	6927
5	7/31/2008 to 7/25/2008	16.11	14	15.055	31298
6	7/24/2008 to 7/18/2008	13.89	13	13.445	13176
7	7/17/2008 to 7/11/2008	13.79	12.5	13.145	7660
8	7/10/2008 to 7/4/2008	13.6	12.55	13.075	4900
9	7/3/2008 to 6/27/2008	13.12	11.7	12.41	32510
10	6/26/2008 to 6/20/2008	13.49	12.5	12.995	14169
11	6/19/2008 to 6/13/2008	13.25	12.8	13.025	2356

12	6/12/2008 to 6/6/2008	13.5	13.25	13.375	6123
13	6/5/2008 to 5/30/2008	13.21	13	13.105	10670
14	5/29/2008 to 5/23/2008	14.2	13.01	13.605	16706
15	5/22/2008 to 5/16/2008	14.57	13.3	13.935	13411
16	5/15/2008 to 5/9/2008	14.35	13.1	13.725	14322
17	5/8/2008 to 5/2/2008	13.88	12.9	13.39	8854
18	5/1/2008 to 4/25/2008	14.58	13.26	13.92	11975
19	4/24/2008 to 4/18/2008	14.2	12.85	13.525	5491
20	4/17/2008 to 4/11/2008	12.45	11.58	12.015	14551
21	4/10/2008 to 4/4/2008	11.99	10.87	11.43	9993
22	4/3/2008 to 3/28/2008	12.48	11.2	11.84	8281
23	3/27/2008 to 3/21/2008	10.5	10.1	10.3	14957
24	3/20/2008 to 3/14/2008	11.6	10.7	11.15	17411
25	3/13/2008 to 3/7/2008	12.7	11.4	12.05	15308
26	3/6/2008 to 2/29/2008	13.33	12.1	12.715	7687

6.1.5 The shares are most frequently traded on BSE. The daily high and low of the closing prices of the shares, during the 2-week period ended before the Public Announcement) on BSE, are given below:

Day No.	Dates (Month/Date/Year)	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume
1	8/28/08	17.6	16	16.8	11665
2	8/27/08	18	15.9	16.95	720960
3	8/26/08	16	15.7	15.85	4636
4	8/25/08	15.4	15	15.2	100
5	8/24/08	N.T.	N.T.	N.T.	N.T.
6	8/23/08	N.T.	N.T.	N.T.	N.T.
7	8/22/08	15	14.95	14.975	9765
8	8/21/08	N.T.	N.T.	N.T.	N.T.
9	8/20/08	15.2	15	15.1	702
10	8/19/08	N.T.	N.T.	N.T.	N.T.
11	8/18/08	14.75	14.35	14.55	862
12	8/17/08	N.T.	N.T.	N.T.	N.T.
13	8/16/08	N.T.	N.T.	N.T.	N.T.
14	8/15/08	N.T.	N.T.	N.T.	N.T.

6.1.6 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 (11) 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.

6.1.6 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.

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

6.2 Financial Arrangements

6.2.1 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 Paisa Only) per equity share.

6.2.2 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 and the details are as follows:- investment through Portfolio Management account Rs. 1,01,54,228/- and Rs. 1,42,50,000/- respectively for Mrs. Amishi Tainwala and Mrs. Shobha Tainwala, Investment in equity shares Rs. 1,0999,161/-, Rs. 5,08513/-, Rs.1,89,67,216/-, Rs. 2,77,35,516/-, Rs. 52,08,182/-, Rs. 62,18,306/-, Rs. 59.30217/- respectively for Mrs. Amishi Tainwala, Dungermal Rameshkumar HUF, Mr. Rajkumar Tainwala, Mr. Dungermal Tainwala, Mrs. Liladevi Tainwala, Mrs. Vandana Tainwala, Mrs. Shobha Tainwala, cash and bank Rs. 39,099/-, Rs. 2,10,755/-,Rs. 2,21,656/-, Rs. 4,79,122/-, Rs. 3,10,312/-, Rs. 1,01,877/-, Rs. Rs. 8,90,763/- respectively for Mrs. Amishi Tainwala, Dungermal Rameshkumar HUF, Mr. Rajkumar Tainwala, Mr. Dungermal Tainwala, Mrs. Liladevi Tainwala, Mrs. Vandana Tainwala, Mrs. Shobha Tainwala and advances given of Rs. 1,89,30,400/-, Rs. 65,69,132/-, 2,22,16,392/-, Rs. 49,21,157/-, Rs. 37,45,000/-, Rs. 15,98,072/-, Rs. 1,67,491/- respectively for Mrs. Amishi Tainwala, Dungermal Rameshkumar HUF, Mr. Rajkumar Tainwala, Mr. Dungermal Tainwala, Mrs. Liladevi Tainwala, Mrs. Vandana Tainwala, Mrs. Shobha Tainwala.

6.2.3 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.

6.2.4 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.VP.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.

6.2.5 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 28 (10).

6.2.6 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 vide his certificate dated August 26, 2008 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).

6.2.7 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.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operations terms

1. The LOO together with the form of acceptance and form of withdrawal will be mailed to those equity shareholders of TCPIL other than (Acquirer, PACs and Parties to SPA) whose names appear on the register of members of TCPIL and to those beneficial owners of the equity shares of TCPIL, whose names appear as beneficiaries on the records of the respective depository participant, at the close of the business hours on Friday, September 12, 2008 (Specified date).

2. All the owners of the shares, registered or unregistered (except Acquirer, PACs and parties to the shares purchase agreements) are eligible to participate in the Offer as per the procedure set out in Clause 8 below. Eligible persons can participate in the offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

3. Accidental omissions to dispatch LOO or none receipt or delay receipt of this LOO will not invalidate the offer in any way.

4. Subject to conditions governing this offer as mentioned in LOO, the acceptance of this offer by any shareholder (s) must be absolute and unqualified. Any acceptance to the offer, which is conditional or incomplete, liable to be rejected without assigning any reason whatsoever.

5. The eligible person who successfully tendered the equity shares of TCPIL have option to receive payment through ECS, if the required information for ECS has been provided in the Form of acceptance or details provided on plain paper.

7.2 Locked in Shares

There is no lock-in share in Target Company till the date of Public Announcement.

7.3 Eligibility for accepting the offer

All owners (registered or unregistered) of Shares (except the Acquirer, PACs and parties to the Agreement) 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.

7.4 Statutory Approvals

7.4.1 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.

7.4.2 To the best of its knowledge, the Acquirer and PACs do not require any approvals from financial institutions or banks for the Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 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. If the Registrar to the Offer does not receive the required documents for acceptance of Offer or form of acceptance but receives the original share certificate (s), valid transfer deed and shares are credited in TCPIL Escrow Open Offer from shareholders, then the Offer will be deemed to have been accepted by such shareholder.

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	022-25960328/29	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 - 400 001	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	011-41410592/93/94	011-41410591	delhi@intimespectrum.com	Hand Delivery
4	Ahmedabad	Hitesh Patel	Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, 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.

8.2 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 Wednesday, November 26, 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 favour 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 Wednesday, November 26, 2008.

8.3 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.

8.4 In case of delay in the receipt of any statutory approvals, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders who have validly tendered their shares, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.

8.5 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.

8.6 The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the shareholders will not be able to trade such Equity Shares. During such period there may be fluctuations in the market price of the Shares of TCPIL.

8.7 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 favour 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 25960320, Fax: +91 22 25960329, 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 Wednesday, November 26, 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 Wednesday, November 26, 2008. Shareholders of the Target Company having their beneficiary account in CDSL shall use the inter-depository delivery.

8.8 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 Friday, November 21, 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:

(a) In case of shares held in physical form: Name, Address, Distinctive numbers, Folio number, Number of shares tendered; and

(b) 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.

8.9 The marketable lot is one share of the Target Company.

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

Depository	National Securities Depositories Limited ("NSDL")
Account Name	TCPIL ESCROW OPEN OFFER
Depository Participant	Anand Rathi Shares and Stock Brokers Limited (Formerly known as Navratan Capital and Securities Limited)
DPID	IN301803
Client ID	**10026824**

8. 11 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 Acknowledgement, 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 Wednesday, November 26, 2008 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

8.12 The eligible person who successfully tendered the equity shares of Target Company have option to receive payment, if the required information for ECS has been provided in the Form of acceptance or details provided on plain paper timely.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the residence of the Acquirer - between 10.30 A.M. to 5.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

9.1 Certificate of Incorporation and Memorandum and Articles of TCPIL, TPCPPL and CRSPL.

9.2 Copy of certificate dated August 26, 2008 from 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 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).

9.3 Annual Reports of TCPIL, CRSPL and TPCPPL for the financial years ended 2008, 2007 and 2006.

9.4 Confirmation Letter from HDFC Bank, Maneckji Wadia Building Ground Floor Nanik Motwani Marg, Fort Mumbai - 400001 (Maharashtra), India for the cash deposit of ("Security Deposit") of 3,25,000 (Rs. Three Lac Twenty Five Thousand only) being not less than 1% of the total Consideration payable in accordance with the Regulations in Escrow Account under the name and title of TCPIL Escrow Account Open Offer.

9.5 Copy of Share Purchase Agreement dated Tuesday, August 26, 2008.

9.6 Copy of Public Announcement published in the newspapers dated Friday, August 29, 2008.

9.7 Copy of SEBI Letter no. CFD/DCR/TO/SS/142488/08 dated Friday, October 24,2008 issued in terms of the Regulation 18(2) of the Regulations.

9.8 Copy of MOU dated Tuesday, August 26, 2008 between Anand Rathi Financial Services Limited, the Manager to the Offer and the Acquirer.

9.9 Copy of Escrow Agreement dated Tuesday, August 26, 2008 between Anand Rathi Financial Services Limited, HDFC Bank Limited and TCPIL.

10. DECLARATION BY THE ACQUIRER (INCLUDING PACs)

The Acquirer, PACs and directors of PACs accept full responsibility for the information contained in this Letter of Offer and for ensuring compliance with the Regulations. The Acquirer and PACs responsible for their respective obligations in terms of the Regulations and also for their obligations as laid down in Regulations 22(6) of the Regulations.

All information contained in this document is as on the date of the Public Announcement, true unless stated otherwise.

Acquirer

Sd/

Mrs. Shobha Tainwala
(By her Constituted Attorney)

Place: Mumbai

Date: October 31, 2008

Enclosures

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Transfer Deed

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FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and conditions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

Tainwala Chemicals and Plastics (India) Limited - Open Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	:	Friday, November 07, 2008
OFFER CLOSES ON	:	Wednesday, November 26, 2008

From

FOR OFFICE USE ONLY
Acceptance Number
Number of equity shares offered
Number of equity shares accepted
Purchase consideration (Rs.)
Cheque/Demand /Pay Order No.

Tel.: **Fax:** **E-mail:**

To
Intime Spectrum Registry Limited A/c TCPIL Escrow Open Offer
C-13, Pannalal Silk Mills Compound,LBS Marg, Bhandup (west), Mumbai – 400078.

Dear Sir,

Sub: Open Offer To Acquire Up To 18,72,773 Equity Shares Representing 20% Of The Voting Rights Of Tainwala Chemicals And Plastics (India) Limited (TCPIL) (Target Company) By Mrs. Shobha Tainwala (Acquirer) 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 (TPCPPL) And Concept Reality And Securities Private Limited (CRSPL) As The 'Person Acting In Concert/ PAC's At A Price Of Rs. 16.15/- Per Fully Paid Up Share.

I/We refer to the Public Announcement dated Friday, August 29, 2008 and Corrigendum to PA dated Friday, October 31, 2008 and Letter of Offer dated October 31, 2008 for acquiring the equity shares held by me/us in Tainwala Chemicals and Plastics (India) Limited. I/We, the undersigned, have read the aforementioned Public Announcement and Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

SHARES IN PHYSICAL FORM

I/We accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

Number of equity shares held in TCPIL		Number of equity shares offered	
In figures	**In words**	**In figures**	**In words**

Sr. No.	Ledger Folio No(s).	Certificate No(s).	Distinctive No(s).		No. of Shares
			From	**To**	
1					
2					
3					
4					
5					
Total No. of Equity Shares					

(In case the space provided is inadequate, please attach a separate sheet with details)

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed/(s) in trust for me/us until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

SHARES IN DEMATERIALISED FORM

I/We, holding shares in the dematerialised form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my/our shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I/We have executed an off-market transaction for crediting the shares to the special depository account i.e. TCPIL Escrow Open Offer as per the details below:

☐ via a delivery instruction from my account with NSDL

☐ via an inter-depository delivery instruction from my account with CDSL

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

-- TEAR ALONG THIS LINE --

Acknowledgement Slip **Tainwala Chemicals and Plastics (India) Limited - Open Offer**

Received from Mr. /Ms. / Mrs. ______________________________

residing at ______________________________

a Form of Acceptance cum Acknowledgement for _____________ shares along with:

☐ Copy of depository instruction slip from DP ID _________________ Client ID ____________________

☐ ______________________ Share certificate(s) _____________ transfer deed(s) under folio number(s)

______________________________ for accepting the Offer made by the Acquirer.

Signature of Official: ________________________ **Date of Receipt:**____________________________

STAMP OF COLLECTION CENTRE

For NRIs/ OCBs/ FIIs/ Foreign Shareholders:

I/We have enclosed the following documents:

- No Objection Certificate / Tax Clearance / Certificate for Deduction of Tax at lower rate from Income Tax Authorities.
- RBI approvals for acquiring shares of Tainwala Chemicals and Plastics (India) Limited hereby tendered in the Offer.

I/We confirm that the equity shares of Tainwala Chemicals and Plastics (India) Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s)/shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirer, the Registrar to the Offer and the Manager to the Offer to send by Registered Post or Courier as may be applicable at my/our risk, the demand draft/cheque, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/we have tendered my shares in dematerialised form, I/we authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my/our details regarding my/our address and bank account details as obtained from my/our depository participant for the purpose of mailing the aforementioned instruments.

I/We authorize the Acquirer to accept the shares so offered or such lesser number of shares that it may decide to accept in terms of the Letter of Offer and I/we authorize the Acquirer to split / consolidate the share certificates comprising the shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose..

Yours faithfully,

Signed and Delivered

	Full Name(s) of the shareholders	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder ____

Place: _________________ Date: _________________

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For shares that are tendered in electronic form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the cheque / demand draft will be issued with the said Bank particulars.

Name of the Bank	**Branch**
Account Number	**Savings/Current/(Others: please specify)**
IFSC Code	**MICR (Depository Participant)**

The Form of Acceptance cum Acknowledgement along with all the relevant documents should be submitted at the collection centres as mentioned below and / or at the collection centes mentioned in Letter of offer:-

Address of collection centre	**Contact Person**	**Telephone Number**	**Fax Number**	**Mode ofDelivery**
Intime Spectrum Registry Limited, C-13, Panalal Silk Mills Compund, LBS Marg, Bhandup (W) Mumbai - 400 078.	Awani Thakkar	022-25960320	022-25960328/29	Hand Delivery & Registered Post

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.

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER

(1) The Form of Acceptance should be filled-up in English only.

(2) Signature other than in English and Hindi must be attested by a Notary Public under his Official Seal.

(3) All queries pertaining to this Offer may be directed to the Registrar to the Offer.

(4) Shareholders holding registered shares should submit the Form duly completed and signed in accordance by the holders of the shares, along with the original equity share certificate(s) and valid equity share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.

(5) Shareholders holding shares in dematerialised form should submit the Form duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the shares, as per the records of the Depository Participant ("DP").

(6) In case of shares held in joint names, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

(7) In case where the signature is subscribed by thumb impression, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(8) Persons who own shares (as on the Specified Date or otherwise) but are not the registered holders of such shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers' details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the Form shall be accompanied by the acknowledgment of lodgement with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or courier or in person to the Registrar to the Offer at their office as mentioned above. The sole/first holder may also mention particulars relating to savings / current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to the Offer to print the said details in the cheques after the name of the payee.

(9) Non-resident Shareholders should enclose copy (ies) of permission received from Reserve Bank of India to acquire shares held by them in the Target Company.

(10) All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
   (a) Duly attested death certificate and succession certificate in case the original shareholder has expired.
   (b) Duly attested power of attorney, if any person apart from the shareholder has signed acceptance form or transfer deed(s).
   (c) No objection certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

(11) If the Registrar to the Offer does not receive the required documents for acceptance of Offer or form of acceptance but receives the original share certificate (s), valid transfer deed and shares are credited in TCPIL Escrow Open Offer from shareholders, then the Offer will be deemed to have been accepted by such shareholder.

-- TEAR ALONG THIS LINE --

All future correspondence, if any, should be addressed to the Registrar at the following address:

Intime Spectrum Registry Limited
(Unit: Tainwala Chemicals and Plastics (India) Limited - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai - 400 078.

FORM OF WITHDRAWAL

(All terms and conditions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

Tainwala Chemicals and Plastics (India) Limited - Open Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	:	Friday, November 07, 2008
LAST DATE OF WITHDRAWAL	:	Friday, November 21, 2008
OFFER CLOSES ON	:	Wednesday, November 26, 2008

From

FOR OFFICE USE ONLY
Withdrawal Number
Number of equity shares offered
Number of equity shares withdrawn

Tel.: **Fax:** **E-mail:**

To

Intime Spectrum Registry Limited A/c TCPIL Escrow Open Offer
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078.

Dear Sir,

Sub: Open Offer To Acquire Up To 18,72,773 Equity Shares Representing 20% Of The Voting Rights Of Tainwala Chemicals And Plastics (India) Limited (TCPIL) (Target Company) By Mrs. Shobha Tainwala (Acquirer) 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 As The 'Person Acting In Concert/ Pacs At A Price Of Rs. 16.15/- Per Fully Paid Up Shares.

I/We refer to the Public Announcement dated Friday, August 29, 2008 and Corrigendum to PA dated Friday, October 31, 2008 and Letter of Offer dated October 31, 2008 for acquiring the equity shares held by me/us in Tainwala Chemicals and Plastics (India) Limited. I/We, the undersigned, have read the aforementioned Public Announcement and Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

SHARES HELD IN PHYSICAL FORM

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/we further authorize the Acquirer to return to me/us, the tendered Share Certificate(s)/Share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirer / Manager to the Offer / Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. **Friday, November 21, 2008.**

I/We note that the Acquirer / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) / shares in dematerialised form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance').

Sr. No.	Ledger Folio No(s).	Certificate No(s).	Distinctive No(s).		No. of Shares
1			From	To	
2					
3					
4					
5					
Total No. of Equity Shares					

(In case the space provided is inadequate, please attach a separate sheet with details)

SHARES HELD IN DEMATERIALSED FORM

I/We hold the following shares in dematerialised form and had executed an off-market transaction for crediting the shares to the special depository account in NSDL styled **"TCPIL Escrow Open Offer"** ("Depository Escrow Account") as per the details given below.

Also find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP.

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

-- TEAR ALONG THIS LINE --

Acknowledgement Slip **Tainwala Chemicals and Plastics (India) Limited - Open Offer**

Received from Mr. /Ms. / Mrs. ____________________

residing at ____________________

a Form of Withdrawal for ____________ shares along with:

☐ Copy of depository instruction slip from DP ID ____________ Client ID ____________

☐ Copy of acknowledgement slip issued when depositing dematerialised shares

☐ Copy of acknowledgement slip issued when depositing physical shares for withdrawing from the Offer made by the Acquirer.

STAMP OF COLLECTION CENTRE

Signature of Official: ____________ **Date of Receipt:** ____________

The particulars of the account from which my/our shares have been tendered are as follows:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I/We note that the shares will be credited back only to that depository account from which the shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialised shares, I/we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and Delivered

	Full Name(s) of the shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder ____

Place: _________________ Date: _________________

The Form of Withdrawal along with all the relevant documents should be submitted at the collection centre below:-

Address of collection centre	Contact Person	Telephone Number	Fax Number	Mode ofDelivery
Intime Spectrum Registry Limited, C-13, Panalal Silk Mills Compund, LBS Marg, Bhandup (W) Mumbai - 400 078.	Awani Thakkar	022-25960320	022-25960328/29	Hand Delivery & Registered Post

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.

PLEASE NOTE THAT NO WITHDRAWAL FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER

(1) All queries pertaining to this Offer may be directed to the Registrar to the Offer.

(2) Shareholders should enclose the following:

a. **For Equity Shares held in physical form:**

Beneficial owners should enclose:

i. Duly signed and completed Form of Withdrawal

ii. Copy of Form of Acceptance cum Acknowledgement / Plain paper application submitted and the Acknowledgement slip

iii. In case of partial withdrawal, Valid Shares Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Target Company and duly witnessed at the appropriate place.

b. **For Equity Shares held in demat form:**

Registered shareholders should enclose:

i. Duly signed and completed Form of Withdrawal

ii. Copy of Form of Acceptance cum Acknowledgement / Plain paper application submitted and the Acknowledgement slip

iii. Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP

Unregistered shareholders should enclose:

i. Duly signed and completed Form of Withdrawal

ii. Copy of Form of Acceptance cum Acknowledgement / Plain paper application submitted and the Acknowledgement slip

(3) The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer / Depository Escrow Account.

(4) The intimation of returned shares to the shareholders will be at the address as per the records of the Target Company / Depository, as the case may be.

(5) Shareholders holding shares in dematerialized form are requested to issue the necessary standing instructions for receipt of the credit in their DP Account.

------------------------------ TEAR ALONG THIS LINE ------------------------------

All future correspondence, if any, should be addressed to the Registrar at the following address:

Intime Spectrum Registry Limited
(Unit: Tainwala Chemicals and Plastics (India) Limited - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai - 400 078.

WESTERN PRESS Pvt. Ltd. MUMBAI 400 013. 40317777