POST OFFER PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF TEMPTATION FOODS LIMITED

The details subsequent to the completion of the Offer made vide Public Announcement dated 24/06/2006 pursuant to and in compliance with SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments thereto by Venture Business Advisors Private Limited **('Acquirer')** to acquire up to 33,83,420 equity shares representing 20% of the paid-up equity share capital of Temptation Foods Limited at a price of Rs. 13.50 per fully paid up equity share payable in cash are as under:

1. Name and Address of the Target Company : Temptation Foods Limited (TFL), 4 Unity House, 2nd Floor, 8 Mama Parmanand Marg, Opera House, Mumbai - 400 004 (India)
2. Name and Address of Acquirer : Venture Business Advisors Private Limited (VBAPL), 4 Unity House, 2nd Floor, 8 Mama Parmanand Marg, Opera House, Mumbai - 400 004 (India)
3. Name of Manager to the offer : Keynote Corporate Services Limited
4. Name of the Registrar to the offer : Purva Share Registry Private Limited
5. Offer details
   a) Date of opening of the offer : 30/11/2006
   b) Date of closure of the offer : 19/12/2006
6. Details of the acquisition:

Sr. No.	Particulars	Proposed in the offer document		Actuals	
1	Offer price	Rs. 13.50		Rs.13.50	
2	Share holding of acquirer prior to the Preferential Allotment made on 31/03/2003	28,73,162 (45.05 %*)		28,73,162 (45.05 %*)	
3	Shares acquired by way of Preferential Allotment made on 31/03/2003	11,50,000 (13.56 %**)		11,50,000 (13.56 %**)	
4	Share holding of acquirer prior to the Public Announcement	43,23,162 (43.31 % ***)		43,23,162 (43.31 % ***)	
5	Shares acquired in the open offer	33,83,420 (20.00 %)		2,05,200 (1.21 %)	
6	Size of the open offer (No of shares multiplied by offer price per share)	Rs. 4,56,76,170		Rs. 27,70,200	
7	Shares acquired after P.A. but before 7 working days prior to closure date.	49,64,300 (29.34 %)		49,64,300 (29.34 %)	
8	Post offer share holding of acquirer (4 + 5 + 7)	1,26,70,882 (74.90 %)		94,92,662 (56.11 %)	
9	Pre & Post offer share holding of public	**Pre Offer**	**Post Offer**	**Pre Offer**	**Post Offer**
	No. of Shares:	76,29,638	42,46,218	76,29,638	74,24,438
	Percentage:	(45.10)	(25.10)	(45.10)	(43.89)

NOTE: All the percentages are calculated on the current paid-up capital of TFL, except the following:

* Calculated on the paid up capital of TFL before the preferential allotment of 31/03/2003.

** Calculated on the paid up capital of TFL after the preferential allotment of 31/03/2003.

*** Calculated on the paid up capital of TFL prior to the Public Announcement.

7. Status of the escrow account : The amount lying in the Escrow A/c is being refunded to the Acquirer.
8. Payment of interest, if any : The Acquirer has paid interest of Rs. 3.50 (@ 10% p.a.) for the period of delay in complying with the Regulations, which has been included in the offer price.
9. Status of Investor Complaints : No investor complaints have been received in respect of the offer.

The Acquirer accepts full responsibility for the information contained in this Public Announcement and is responsible for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

This Public Announcement would also be available on the SEBI's website www.sebi.gov.in

Issued on behalf of Acquirer by:
Manager to the Offer

KEYNOTE
CORPORATE SERVICES LTD

KEYNOTE CORPORATE SERVICES LTD.
307, Regent Chambers, Nariman Point, Mumbai - 400 021. Tel.: (022) 2202 5230; Fax : (022) 2283 5467
E- mail : mbd@keynoteindia.net
SEBI Regn.: INM000003606; AMBI Regn. No. AMBI/040
Contact Person : Mr. Janardhan Wagle

Place: Mumbai

Date: 02/01/2007