PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

WINSOME INTERNATIONAL LIMITED

(Regd.Office: 12, India Exchange Place, 1st Floor, Kolkata-700 001)

This Public Announcement ("PA") is being issued by Sumedha Fiscal Services Ltd., Manager to the Offer, on behalf of M/s Punrasar Stock Broking (P) Ltd. And Shri Sheo Ratan Agarwal (hereinafter collectively referred to as the "Acquirers") pursuant to Regulation 10 & 12 and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "Regulations").

1. THE OFFER:

a) The Offer is being made by M/s Punrasar Stock Broking (P) Ltd. having its registered office at 404, Vaishno Chambers , 6 Brabourne Road , Kolkata-700001 and Shri Sheo Ratan Agarwal of 14, India Exchange Place , 2nd Floor, Kolkata-700001 to the Equity Shareholders of Winsome International Limited (hereinafter referred to as "Target Company" or "WIL").

b) The Acquirers have entered into Share Purchase Agreement dated 19/04/2006 ("SPA" or "Agreement") to acquire in aggregate 7,00,000 fully paid-up equity shares of Rs.10/- each (M/s Punrasar Stock Broking (P) Ltd. – 5,00,000 Equity Shares, Shri Sheo Ratan Agarwal - 2,00,000 Equity Shares) representing 40.70% of the paid up equity share and voting capital of WIL from Winsome Holdings & Investments Limited, part of the promoter group (hereinafter referred to as "Seller") at a fixed price of Rs.11.50/- per share on spot delivery contract basis.

c) For the purpose of this offer, there are no persons acting in concert as per the provisions of Regulations 2(1)(e) of the Regulations.

d) The Acquirers are now making this Open Offer ("Offer") to the shareholders of WIL (other than the parties to the Agreement) to acquire from them 3,44,000 fully paid-up Equity Shares of Rs.10/- each, representing 20% of its paid up equity share and voting capital at a price of Rs.12/- per share ("Offer Price") payable in cash subject to terms and conditions mentioned hereinafter. WIL does not have any partly paid up shares.

e) The shares of WIL are listed on the Calcutta Stock Exchange Association Ltd. (CSE) only. The equity shares of WIL are infrequently traded in terms of explanation (i) to Regulation 20(5) of the Regulations and therefore the Offer Price has been determined taking into account the following parameters: -

i. The Negotiated price under the Agreement is Rs.11.50/- per share.
ii. The Acquirers have not acquired any equity shares of WIL during the 26 weeks period prior to the date of PA including by way of allotment in a public, rights or preferential issue.
iii. Other parameters as per audited results for the year ended 31.03.2005 such as the Earning Per Share and Return on Networth are Rs.2.70 and infinite respectively. The Book Value per equity share as on 31/03/2005 is Rs.(-) 6.64

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iv. The P/E multiple of the WIL considering the Offer Price of Rs.12/- per share works out to 4.44. The average industry P/E for the sector in which WIL operates is 4.2 (Source: Capital Market Journal Vol.XXI/03 April10- April 23, 2006 Industry-Textiles-Jute/Yarn Products)

The last traded price of the equity shares on CSE was on 08.08.2001 at Rs15/- per share. (Source: CSE Official Quotation).

f) The Acquirers have not acquired any shares of the Target Company during the twelve months preceding this Public Announcement except those acquired under the Agreement.

g) As on the date of PA, the Merchant Banker to the Offer does not hold any equity share in the Target Company.

h) The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.

i) This is not a competitive bid.

j) The Acquirers have undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfilment or outcome of the Agreement with the Sellers.

2. INFORMATION ABOUT THE ACQUIRERS:

Punrasar Stock Broking (P) Limited (PSBPL)

2.1. PSBPL was incorporated on September 10, 1999 under the Companies Act, 1956 in the State of West Bengal. The registered office of the Company is situated at 404, Vaishno Chambers , 6, Brabourne Road, Kolkata-700001.
2.2. PSBPL has been promoted by Mr. Prakash Chand Choraria .
2.3. PSBPL is presently engaged in the activities of investment in shares and securities and providing short term loans and advances. The present Board of Directors of PSBPL are Mr. Prakash Chand Choraria and Mr. Ratan Lal Banot. The shares of PSBPL are not listed on any of the Stock Exchange(s).
2.4. The financial highlights of PSBPL as per the audited accounts for the year ended March 31, 2005 are as follows:

The Authorised Share Capital of PSBPL is Rs.75 Lacs comprising of 7,50,000 Equity Shares of Rs.10/- each. The Issued, Subscribed and Paid up Equity Share Capital is Rs.61,09,250/- comprising of 6,10,925 fully paid up equity shares of Rs.10/- each. PSBPL earned a total income of Rs.44.81 lacs and a net profit after tax of Rs.1.34 lacs. The Networth, Book Value, Earnings Per Share and Return on Networth are Rs.101.27 lacs, Rs.16.58, Rs.0.22 & 1.32% respectively.
Source: Annual Report of PSBPL for the year ended 31.03.2005

Mr. Sheo Ratan Agarwal

Mr. Sheo Ratan Agarwal , aged about 50 years of 14, India Exchange Place , Kolkata-700 001 has more than 20 years of experience in various industrial fields like handling of an integrated edible oil complex comprising of Vanaspati solvent extraction , oil mills, jute procurement and commodity trading etc. His networth as on 31/03/2005 as certified by Mr Gobind Garg , Proprietor of G. Garg & Co. (Membership No.55669) Chartered Accountants, having office at 14/2, Old China Bazar Street , 1st Floor, Room- 39 , Kolkata-700001 Ph: (033) 2210 3169 Fax (033) 2210 9323 vide their certificate dated 19/04/2006 is Rs.23.11 Lacs.

3. INFORMATION ABOUT THE TARGET COMPANY (WIL):

a) WIL having its registered office at 12, India Exchange Place , 1st Floor , Kolkata-700 001 was incorporated under the Companies Act, 1956 on 3rd November , 1979. The Company received certificate of commencement of business pursuant to section 149(3) of the Companies Act, 1956 on 27th November , 1979.

b) As on the date of this PA the paid-up equity and voting share capital of WIL is Rs.172.00 Lacs divided into 17,20,000 equity shares of Rs.10/- each fully paid-up. There are no partly paid-up shares.

c) WIL is presently engaged in the manufacturing of jute and Jute related products like Sacking cloth and Hessian cloth. The Company has one jute mill named Rameshwara Jute Mill at Muktapur, PO : Navrang, Dist. Samastipur, Bihar having installed capacity of 399 narrow looms.

d) The Equity Shares of WIL are listed at CSE only.

e) As per the audited financial results for the year ended 31/03/2005, the total income and net profit of WIL was Rs.5585.98 lacs and Rs.46.52 lacs respectively. The networth and book value per share of WIL as on 31/03/2005 are Rs.(-) 114.26 Lacs and Rs.(-) 6.64 respectively. The Earning Per Share and Return on Networth of WIL are Rs 2.70 and infinite respectively.

4. REASONS FOR THE OFFER AND FUTURE PLANS ABOUT TARGET COMPANY:

a) This offer has been made pursuant to Regulation 10 and 12 and other provisions of Chapter III and in compliance with the Regulations.

b) The acquisition is for substantial acquisition of shares and voting rights accompanied with change in control / management.

c) The Acquirers by virtue of their managerial expertise and experience in the related activities propose to expand into manufacturing activities of jute and jute related products. The acquisition of WIL would facilitate such motive as WIL is already engaged in these activities. By virtue of this acquisition the Acquirers will get majority shareholding entitling them to exercise management control over the Target Company.

d) The Acquirers do not have any plans to dispose off or otherwise encumber any assets of WIL in the next two years except in the ordinary course of business of WIL.

e) The Acquirers undertake that they will not sell, dispose of or otherwise encumber any substantial assets of WIL except with the prior approval of the shareholders.

5. STATUTORY APPROVALS/ OTHER APPROVALS REQUIRED FOR THE OFFER:

a) The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders, if any.

b) As on the date of this PA, to the best of the knowledge of the Acquirers, there are no other statutory approvals and / or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

c) In case of delay in receipt of statutory approvals beyond 11.07.2006, SEBI has power to grant extension of time to Acquirers for payment of consideration to shareholders, subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 22(13) of the regulations will become applicable.

d) The Acquirers do not require any approval from its bankers / lending Institutions for the aforesaid Offer.

6. DELISTING OPTION TO THE ACQUIRERS IN TERMS OF REGULATION 21(3):

Assuming full acceptance, the offer would not reduce the public shareholding below the minimum limit specified in the listing agreement with the Stock Exchange for the purpose of listing on a continuous basis.

7. FINANCIAL ARRANGEMENTS:

a) The Acquirers have adequate financial resources and have made firm financial arrangement for the implementation of the Offer in full out of their own sources / networth and no borrowings from Banks/ FIs or Foreign sources is envisaged. Mr Gobind Garg , proprietor of G. Garg & Co. (Membership No.55669) Chartered Accountants, having office at 14/2, Old China Bazar Street , 1st Floor, Room- 39 , Kolkata-700001 Ph: (033) 2210 3169 Fax (033) 2210 9323 vide certificate dated 19/04/2006 has certified that sufficient resources are available with the Acquirers for fulfilling the obligations under this “Offer” in full.

b) The total fund requirement for the Offer is Rs.41,28,000/- (Rupees Forty One Lacs Twenty Eight Thousand Only). In accordance with Regulation 28 of the Regulations, the Acquirers have opened an Escrow account in Canara Bank, L.C Road Branch, Kolkata-700 020 & deposited therein Rs.10,32,000/- being 25% of the total consideration payable to shareholders under the Offer. A lien has been created on the said Escrow Account in favour of the Manager to the offer by the bank.

c) The Manager to the Offer, Sumedha Fiscal Services Limited , Kolkata has been duly authorised by the Acquirers to operate & realize the value of Escrow Account in terms of the Regulations.

d) The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the offer obligations.

8. OTHER TERMS OF THE OFFER:

a) The Letter of Offer ("LO") together with Form of Acceptance cum Acknowledgement shall be mailed to those equity shareholders of WIL (other than the shareholders who are parties to the agreement) whose names appear on the Register of Members of WIL and to those beneficial owners of the Equity shares of WIL, whose names appear as beneficiaries on the records of the respective Depository Participant ("DP"), at the close of business hours on 28/04/2006 (“Specified Date”). The LO along with Form of Acceptance (“FoA”) and Form of Withdrawal (“FoW”) would also be available at SEBI’s website: www.sebi.gov.in from the date on which Offer opens. Eligible persons to the offer may download these forms for their use.

b) Beneficial owners (holders of shares in dematerialised form) who wish to tender their shares will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant in favour of the Special Depository Account, to the Registrar to the Offer, in accordance with the instructions to be specified in the LO.

c) Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares, will be required to send their (i) duly signed Form of Acceptance, (ii) original share certificate(s), (iii) duly signed and executed transfer deed(s) and other documents to the Registrar to the Offer, in accordance with the instructions specified in the LO.

d) All owners (registered or unregistered) of the shares of WIL (except parties to the Agreement) are eligible to participate in the Offer. Unregistered shareholders / Owner of shares who have sent shares for transfer can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, No. of shares held, No. of shares offered, Distinctive Nos., Folio No., together with Original share certificate(s), valid share transfer deeds and a copy of contract notes issued by the broker through whom they have acquired their shares. No indemnity is required from unregistered shareholders.

e) In case of non-receipt of Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating the Name & address of the first holder, Name(s) & address(es) of joint holders(s) if any, Regd. Folio No., Share Certificate No., Distinctive Nos., No of Shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. 28/06/2006 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer on a plain paper stating the Name, Address, No. of shares held, No. of Shares offered, DP Name, DP ID No., Beneficiary account number and a photocopy of the delivery instruction in “Off Market” mode, duly acknowledged by the DP, in favour of special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer i.e. 28/06/2006.

f) The Acquirers have appointed ABS Consultant Private Ltd. as the Registrar to the Open Offer ("Registrar"). The Registrar has opened a special depository account with Shree Bahubali International Ltd. in National Securities Depository Limited ("NSDL") styled "ABS Consultant Pvt. Ltd.-WIL Open Offer Escrow A/c”. The DP ID is IN300773 and Beneficiary Client ID is 10166587. Shareholders having their beneficiary account in Central Depository Services India Limited (“CDSL”) have to use inter depository delivery instruction for the purpose of crediting their equity shares in favour of Special Depository Escrow Account with NSDL.

g) Shareholders who have sent their shares for dematerialisation need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the closure of the Offer, else the application would be rejected.

h) In case the shares tendered in the Offer by the shareholders of WIL are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of Regulation 21(6) of the Regulations on a proportionate basis. The marketable lot for both physical and demat shares is 1(One).

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

j) The consideration for the shares accepted by the Acquirers will be paid by crossed account payee cheques/ demand drafts. Such payments and documents in case of unaccepted shares will be returned by registered post/ speed post at the shareholders / unregistered owners' sole risk. Shares held in dematerialised form to the extent not accepted will be credited back to the account of beneficial owner specified in the acceptance form. Communication of acceptance / rejection and the payment of consideration for the accepted shares will be made by the Acquirers in cash through cheque/ demand draft to the shareholders of accepted shares within 15 days from the date of the closure of the Offer.

k) In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered upto three working days prior to the date of closure of the Offer by submitting the documents as specified below, so as to reach the Registrar to the Offer on or before 23/06/2006. The withdrawal can be exercised by submitting Form of Withdrawal enclosed with Letter of Offer. In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making plain paper application along with the following details:

- In case of physical shares: Name, address, distinctive numbers, folio nos., number of shares tendered / withdrawn.
- In case of dematerialised shares: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of 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 Depository Escrow Account.

l) The shares withdrawn by the shareholders, if any would be returned by registered post, in case of physical shares.

m) The Acquirers undertake to pay interest pursuant to Regulation 22(12) to the shareholders for the delay, if any, in payment of consideration.

n) A schedule of some of the major activities in respect of the Offer is given below:

Activity	**Date**	**Day**
Specified date (for the purpose of determining the names of shareholders to whom the Letter of Offer will be sent)	28.04.2006	Friday
Date by which the Letter of Offer will be despatched to shareholders	03.06.2006	Saturday
Date of Opening of the Offer	09.06.2006	Friday
Date of Closing of the Offer	28.06.2006	Wednesday
Last Date for a Competitive Bid	15.05.2006	Monday
Last date for revising the Offer Price / No. of Shares	19.06.2006	Monday
Last Date for withdrawal of acceptance by shareholders who have accepted the Offer	23.06.2006	Friday
Date of communicating rejection / acceptance and payment of consideration for applications accepted.	11.07.2006	Tuesday

9. GENERAL:

a) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto 23/06/2006 i.e. three working days prior to the date of Closure of the Offer.

b) If there is any upward revision in the Offer Price upto seven working days prior to the closure of the Offer i.e. 19/06/2006 or withdrawal of the Offer, the same would be informed by way of PA in the same newspapers where this PA appears and the revised Price would be payable to all the shareholders who have tendered their shares any time during the Offer.

c) The Acquirers, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of the direction issued u/s 11B of the SEBI Act or under any other regulations made under the SEBI Act.

d) If there is a competitive bid:

- **The Open Offers under all the subsisting bids shall close on the same day.**
- **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.**

e) There is no non-compete agreement.

f) Pursuant to Regulation 13 of the Regulations, the Acquirers have appointed Sumedha Fiscal Services Limited , Kolkata, as the Manager to the Offer.

g) ABS Consultant Private Ltd. of Stephen House , Room No.-99, 6th Floor , 4 B.B.D Bag (East), Kolkata-700001, Tel: (033) 22201043 Fax: (033) 22430153, E-mail: absconsultant@vsnl.net is the Registrar to the Offer. The contact person is Mr. Vijay Sharma.

h) The Acquirers accept full responsibility for the information contained in this Public Announcement and also for their obligations as laid down in the Regulations.

i) This PA will be available on SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the LO along with Form of Acceptance and Form of Withdrawal which will also be available on the SEBI's website from the Offer opening date i.e. 09/06/2006 and apply in the same.

j) For further details, please refer to the LO & Acceptance Form.

Issued by Manager to the Offer on behalf of the Acquirers:

Manager to the offer:
SUMEDHA FISCAL SERVICES LIMITED
(Contact Person: Mr. Deb Kumar Sett)
8B, Middleton Street, Geetanjali , 6A
Kolkata – 700 071
Phone No: (033) 2229 8936/6758/3237
Fax: (033) 2226 4140/2216 5830
E-mail: kolkata@sumedhafiscal.com

Place: Kolkata
Date: 24/04/2006