PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

WOOLITE MERCANTILE COMPANY LIMITED

Registered Office: 75, Park Street, Kolkata - 700 016

This Public Announcement (**PA**) is being issued by the Manager to the Offer i.e., **Chartered Capital And Investment Limited**, on behalf of the Acquirer and Persons Acting in Concert, namely, **Mr. Umesh P Chamdia** (hereinafter referred to as "Acquirer") and Mrs. Arwa Umesh (hereinafter referred to as the "Persons Acting in Concert"/ PAC") pursuant to and in Compliance with Regulation 10 and 12 & other applicable provisions as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as **"SEBI (SAST) Regulations, 1997"**) and subsequent amendments thereto.

1. THE OFFER

1.1 The Open Offer is being made by **Mr. Umesh P Chamdia** ("Acquirer") to the Equity Shareholders of **Woolite Mercantile Company Limited** (hereinafter referred to as "Target Company" or "WMCL" or "TC"). Mrs. Arwa Umesh, wife of the acquirer is Person Acting in Concert with him.

1.2 As on October 28, 2008, the Acquirer was holding 45,000 Equity Shares representing 2.26% of the paid up share capital of the Company. In addition, the PAC was also holding 45,000 Equity Shares representing 2.26% of the paid up share capital of the Company. On October 29, 2008, the acquirer acquired through "market purchase" through Bulk deal at Bombay Stock Exchange Limited (BSE) 6,91,334 fully paid up Equity Shares representing 34.71% of the paid up share capital of the Target Company at an average gross rate of Rs.7.34 per fully paid up Equity Share (Highest Price Rs.7.95 per equity share) paid in cash, taking the total shareholding of the acquirer to 7,36,334 Equity Shares representing 36.96% of the paid up share capital of the Company. The shareholding of the acquirer and PAC increased to 7,81,334 Equity Shares representing 39.22% of the paid up share capital of the Company. The aforesaid acquisition of 6,91,334 Equity Shares by the acquirer resulted in triggering of SEBI (SAST) Regulations, 1997.

1.3 The Acquirer intends to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of TC to acquire up to 3,98,400 equity shares of Rs.10/- each representing 20% of the voting capital of TC at a price of Rs.13.50 (Rupees Thirteen and Paise Fifty Only) per fully paid up equity share, payable in cash subject to the terms and conditions mentioned hereinafter.

1.4 There is no partly paid up equity shares in the Target Company.

1.5 The annualized trading turnover is more than 5% of the total number of the listed shares, the equity shares are deemed to be frequently traded on BSE as per the data available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

1.6 In accordance with Regulation 20(4) of the SEBI (SAST) Regulations, 1997 the offer price of Rs.13.50 (Rupees Thirteen and Paise Fifty Only) per fully paid up equity share is justified in view of the following parameters:

a.	Negotiated Price	Not applicable
b.	Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of PA (The price paid by the Acquirer for the acquisition of shares through market purchase)	Purchased 6,94,334 fully paid up Equity Shares on October 29, 2008 at an average gross price of Rs.7.34 per equity share (Highest Price Rs.7.95 per equity share)
c.	The average of the weekly high and low of the closing prices of the equity shares of WMCL during 26 weeks period prior to the PA. (On BSE where the shares are most frequently traded)	Rs.13.23
d.	The average of the daily high and low of the equity shares of WMCL during the 2 weeks prior to the PA. (On BSE where the shares are most frequently traded)	Rs.8.15

The offer price of **Rs.13.50 per equity share** is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations, 1997.

1.7 The Acquirer has not acquired any equity share of TC during the past 12 months prior to the date of this Public Announcement except the shares acquired through market purchase of 509 Equity Shares on BSE on February 1, 2008 at an average gross rate of Rs.24.06 per Equity Share.

1.8 The Offer is not as a result of global acquisition resulting in indirect acquisition of the target Company.

1.9 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a Conditional Offer.**

1.10 **This is not a competitive bid.**

1.11 The Manager to the Offer i.e. Chartered Capital And Investment Limited does not hold any share in the TC as on the date of this PA. They declare and undertake that they shall not deal in the shares of the TC 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 open offer.

2. INFORMATION ABOUT THE ACQUIRER & PAC

2.1 **Acquirer (Mr. Umesh P Chamdia)**

Mr. Umesh P Chamdia, son of Mr. Purushottam M Chamdia, aged about 38 years is B. Com by qualification. He is residing at Building 12, Flat 1201, Seawoods Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai - 400 706, Tel : 022-32983732, Fax: 022 - 32983732.

He is having a networth of Rs.316.99 Lacs as on November 3, 2008 and is having sufficient liquid funds for discharging his part of the obligation under the offer as certified vide the certificate dated November 3, 2008 by Mr. Y. N. Nagarwala (Membership No. 015636), proprietor of T. M. Mullaji & Co, Chartered Accountant, 92, Sarang Street, Mumbai - 400 003, Tel : 022-23414242, 2344 8417, Fax : 022-2342 2524, E-mail: tmmco@bom5.vsnl.net.in

He has more than 10 years experience in shares trading and investment.

2.2 **Person Acting in Concert (s) (Mrs. Arwa Umesh)**

Mrs. Arwa Umesh is wife of Mr. Umesh Chamdia, aged about 40 years, is B. Com by qualification, residing at Building 12, Flat 1201, Seawoods Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai - 400 706, Tel : 022-32983732, Fax: 022 - 32983732. She is a house wife.

Mr. Arwa Umesh is wife of Mr. Umesh Chamdia, the acquirer in this open offer.

3. INFORMATION ABOUT THE TARGET COMPANY

3.1 The Target Company i.e. **WOOLITE MERCANTILE COMPANY LIMITED**, was incorporated on February 21, 1985 with the Registrar of Companies, Maharashtra, Mumbai under the Companies Act, 1956 under the name Woolite Mercantile Company Limited (Company Registration No. 35431).

3.2 The Company at present has its Registered Office at 75, Park Street, Kolkata - 700 016, Tel: +91-33-24791951, Fax No. +91-33-24791952.

3.3 As on the date of this PA, TC has an authorized share capital of Rs.200.00 lacs, comprising of 20,00,000 equity shares of Rs.10/- (Rupees Ten Only) each and paid up capital of Rs.199.20 lacs divided into 19,92,000 fully paid equity shares of Rs.10/- each. The present Offer is for 3,98,400 equity shares representing 20% of the Voting Capital of "WMCL".

3.4 The Main objects of the TC is to carry on the trading in various goods and commodities. However, presently their is no trading activities in the Company, during the year ended March 31, 2008 the company has earned Interest Income from loans and advances given.

3.5 The equity shares of Target Company are presently listed on Bombay Stock Exchange, (BSE) (As per Annual report of the TC for the year 2007-08). The equity shares of the Company are frequently traded on the BSE (source: www.bseindia.com).

3.6 Based on the latest available audited accounts for the year ending March 31, 2008, the Company has made total Income of Rs.3.09 lacs, and has a net profit of Rs.0.89 lacs. As at March 31, 2008, the paid up share capital was Rs.199.20 lacs and the earning per share (EPS) was Rs.0.04 and book value per share was Rs.10.80.

4. REASON FOR THE ACQUISITION / OFFER

The Acquirer is interested in taking over the management and control of WMCL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition

4.1 The Offer to the Public shareholders of WMCL is for the purpose of acquiring 20% of the total voting capital/rights of WMCL. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

4.2 The offer to the shareholders of WMCL is being made in accordance with Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997.

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

4.4 The Acquirer intend to improve the operational performance of the company and depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 1956, Articles of Association of TC and all applicable laws, rules and regulations, the Board of Directors of TC will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

4.5 Except as mentioned above, the acquirer has no specific future plan about the target company.

5 STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

5.1 As on the date of Public Announcement, to the best of the knowledge of the Acquirer, no approval from Bank / Financial Institutions is required for the purpose of this Offer.

5.2 As on the date of Public Announcement, to the best of the Acquirers' knowledge, no statutory approval is required to be obtained for the purpose of this Offer.

5.4 The open offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the open offer.

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

6 DELISTING OPTION TO THE ACQUIRERS

Assuming full acceptances, the offer would not reduce the public shareholding below the minimum limit prescribed by SEBI. After this offer, public shareholding will be 40.78 % of paid up share capital of the Target Company. Hence, pursuant to this offer, the acquirer will not exercise the delisting option.

7 FINANCIAL ARRANGEMENTS

7.1 The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through his own resources.

7.2 Assuming full acceptance, the total requirement of funds for the Offer would be Rs.53,78,400/- (Rupees Fifty Three Lacs Seventy Eight Thousands Four Hundred Only). The Acquirer has already made firm arrangements for the financial resources required to implement the Offer. As per Regulation 28, Acquirer has opened an Escrow Account with Corporation Bank, Ellisbridge, Ashram Road, Ahmedabad, and have deposited Rs.53,78,400/- (Rupees Fifty Three Lacs Seventy Eight Thousands Four Hundred Only), being 100 % of the amount required for the Open Offer.

7.3 The Acquirer has duly empowered & authorize M/s Chartered Capital And Investment Limited, Manager to the Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

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

8 OTHER TERMS OF THE OFFER

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

8.2 Letters of Offer (hereinafter referred to as **"LOO"**) will be dispatched to all the equity shareholders of TC, whose names appear in its Register of Members on **November 28, 2008** being the Specified Date, except the Acquirer and PAC.

8.3 All shareholders of the Target Company, except the Acquirer and PAC, who own the shares any time before the Closure of the Open Offer, are eligible to participate in the Offer.

8.4 The Manager to the Offer, **CCIL**, has opened a special depository account with National Securities Depository Limited ("NSDL") for receiving shares during the offer from eligible shareholders who hold shares in demat form.

8.5 Beneficial owners and shareholders holding shares in physical form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the Letter of Offer to the Manager to the offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10:30 am and 5:30 pm and on Saturdays between 10:30 am and 1:30 pm on or before the closure of the offer, i.e. **January 12, 2009.**

8.6 Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance and other documents as may be specified in the LOO to the Manager to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10:30 am and 5:30 pm and on Saturdays between 10:30 AM and 1:30 PM, on or before the date of Closure of the Offer, i.e **January 12, 2009**, along with a photocopy of the delivery instructions in **"Off market"** mode or counterfoil of the delivery instructions in **"Off-market"** mode, duly acknowledged by the Depository Participant ("DP"), in favour of **"CCIL-WMCL Open Offer Escrow Account" ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name	:	**Infinite Financial Services Private Limited**
DP ID	:	**IN301661**
Client ID	:	**10036718**
Depository	:	**National Securities Depository Limited- ("NSDL")**

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

8.7 In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the shares who have sent the shares to the Company for transfer, may send their consent to the Manager to the Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with TC), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Manager to the Offer on or before 5.30 pm upto the date of Closure of the Offer i.e. **January 12, 2009**. Such shareholders can also obtain the LOO from the Manager to the Offer by giving an application in writing.

8.8 The following collection centre would be accepting the documents as specified above, both in case of shares in physical form and dematerialised form.

Name & address: **Chartered Capital And Investment Ltd.**
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad - 380006
Tel: +91-79-2657 7571/2657 5337 Fax: +91-79-2657 5731
Email: info@charteredcapital.net
Contact person: Mr. Manoj Kumar Ramrakhyani

8.9 Shareholders who have sent their shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.30 pm upto the date of Closure of the Offer, i.e **January 12, 2009**, else the application would be rejected.

8.10 In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Manager to the Offer upto three working days prior to the date of Closure of the Offer, i.e. upto **January 7, 2009**. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

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

8.12 No indemnity is required from unregistered shareholders.

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

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of TC is 1(one} Equity Share.

9.2 Shareholders who have offered their shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, and will be paid by ECS / NEFT in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at a place other than the above 68 centers or who does not want to receive the payment through ECS / NEFT or who does not provide the required details for the ECS / NEFT payment in the Form of Acceptance or on the plain paper. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance and the intimation of the same will be sent to the shareholders.

9.3 The Manager to the Offer will hold in trust the shares / share certificates, Form of Acceptance, if any, and the transfer form(s) on behalf of the shareholders of TC who have accepted the Offer, until the payment of the consideration and / or the unaccepted shares / share certificates are dispatched / returned by registered post.

10 SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

ACTIVITY	DATE AND DAY
Specified Date	November 28, 2008, Friday
Last Date for a Competitive Bid	November 27, 2008, Thursday
Date by which Letter of Offer will be dispatched to the Shareholders	December 19, 2008, Friday
Offer Opening Date	**December 24, 2008, Wednesday**
Last date for revising the offer price/number of shares	January 1, 2009, Thursday
Last date for withdrawal by Shareholders	January 7, 2009, Wednesday
Offer Closing Date	**January 12, 2009, Monday**
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be dispatched	January 27, 2009, Tuesday

11 GENERAL CONDITIONS

11.1 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **upto January 7, 2009**. The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Manager to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. **January 7, 2009.**

11.2 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

11.2.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

11.2.2 In case of dematerialised shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in **"off market"** mode or counterfoil of the of the delivery instruction in **"off market"** mode, duly acknowledged by the DP, in favour of the of **"CCIL-WMCL Open Offer Escrow Account"**.

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

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

11.5 If there is any upward revision in the Offer Price (in terms of Regulation 26) by the Acquirers till the last day of revision, viz., at any time upto seven working days prior to the date of Closure of the Offer i.e. upto **January 1, 2009**, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised offer price would be payable to all the shareholders who tender their shares in the Offer.

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

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

11.6.2 As the offer price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly"

11.7. Based on the information available from the Acquirer & PAC and the Target Company, they have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992.

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

11.9. The Public Announcement would also be available at SEBI's website, www.sebi.gov.in.

11.10. **This Public Announcement is being issued on behalf of the Acquirer & PAC by the Manager to the Offer, M/s Chartered Capital And Investment Limited.**

11.11. **The Acquirer, Mr. Umesh Chamdia and PAC with him Mrs. Arwa Umesh accept the responsibility for the information contained in this Public Announcement (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.**

MANAGER TO THE OFFER

Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad - 380006
Tel: +91-79-2657 7571/2657 5337, Fax: +91-79-2657 5731
Email: info@charteredcapital.net
Website: www.charteredcapital.net
Contact person: Mr. Manoj Kumar Ramrakhyani

Date: November 5, 2008 **Place: Ahmedabad**