PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

SYNCOM FORMULATIONS (INDIA) LIMITED

("SFL"/"Target Company")

Registered Office: 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai- 400 093, Tel No.: +91-22-30887744 Fax No.: +91-22-30887755

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

Cash offer of Rs.34.00/- (Rupees Thirty Four Only) per Equity Share for acquisition of upto 34,66,870 (Thirty Four Lakhs Sixty Six Thousand Eight Hundred And Seventy Only) Equity Shares from Public Shareholders of the Target Company

This Public Announcement ("PA") is being issued by the Manager to the Offer, Comfort Securities Private Limited ("CSPL"), on behalf of Mr. Kedarmal Bankda and Mr. Vijay Bankda (**herein after referred to as "Acquirers"**) and Mrs. Vimla Bankda, M/s. Kedarmal Bankda (HUF), M/s. Shankar Lal Bankda (HUF), M/s. Vijay Bankda (HUF), Mr. Ankit Bankda, Mrs. Asha Bankda, Mr. Rahul Bankda, Mrs. Sulabh Bankda, Mr. Ankur Bankda, M/s. Rahul Bankda (HUF), M/s. Strand Developers Pvt. Ltd and M/s. Paradise Vyapaar Pvt. Ltd being persons acting in concert with the Acquirers (**hereinafter referred to as "PACs"**) to the shareholders of the Target Company pursuant to and in compliance with Regulation 11(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof [**hereinafter referred to as "SEBI (SAST) Regulations"**].

1. BACK GROUND OF THE OFFER

1.1 The Acquirers and the PACs are part of the Promoter Group of the Target Company. As on date of this PA, the Acquirers and PACs collectively hold 1,34,48,274 Equity Shares of the Target Company of Face Value of Rs. 10/- each ("Equity Shares") constituting 77.58% of the paid up share capital of the Target Company ("Paid Up Capital").

1.2 The Board of Directors of Syncom Formulations (India) Limited had passed a resolution for issue of 49,24,000 Equity Shares of Rs.10/- each fully paid up for consideration other than cash to persons forming part of Promoter and Promoter group as a consideration for transfer of properties and 50,00,000 Equity Shares and/or Warrants entitling to apply for equity shares for cash consideration to various strategic investors.

The shareholders through special resolution passed under Sec 81(1A) of the Companies Act, 1956 at their meeting held on 16th June, 2010 authorized the issue and allotment on a preferential basis of 49,24,000 Equity Shares and 50,00,000 Equity Shares and/ or Warrants of Face Value of Rs.10/- each at a price of Rs. 28/- per Equity Share (including a premium of Rs.18/-).

Hence, the post issue paid up share capital of the Company had proposed to be Rs. 2233.43 lakhs consisting of 2,23,34,348 Equity Shares of Face Value of Rs. 10/- each, if strategic investors were allotted Equity Shares. Accordingly, the shareholding pattern pursuant to the preferential allotment would have been as under:

Category	Pre holding before preferential allotment		Shareholding after preferential allotment	
	No. of Shares	%	No. of Shares	%
Acquirers & PACS (Promoter Group)	85,24,274	68.69	1,34,48,274	60.21
Others	38,86,074	31.31	88,86,074	39.79
Total	**1,24,10,348**	**100.00**	**2,23,34,348**	**100.00**

The Board of Directors of the Target Company at its meeting held on 30th June, 2010 had allotted 49,24,000 Equity Shares to the Promoter Group and, the strategic investors requested to opt for 49,70,000 share warrants, which has entitled them to subscribe for one equity share in lieu of each warrant on or before expiry of 18 months from the date of their allotment i.e 30th June, 2010.

As a result, this allotment of 49,24,000 Equity Shares to the Promoter and Promoter Group, has compulsorily resulted in triggering of Regulation 11(2) of the SEBI (SAST) Regulations due to increase of their voting rights from 68.69% of the paid up equity share capital prior to allotment of the Equity Shares to 77.58% of the expanded paid up equity share capital of the Target Company pursuant to allotment of 49, 24,000 equity shares on preferential basis, due to which the Acquirers and PACs are under a compulsion to make an open offer to public in order to comply with SEBI (SAST) Regulations.

The shareholding pattern pursuant to allotment of 49,24,000 Equity Shares and 49,70,000 warrants is as follows:

Category	Pre holding before preferential allotment		Shareholding after preferential allotment	
	No. of Shares	%	No. of Shares	%
Acquirers & PACS (Promoter Group)	85,24,274	68.69	1,34,48,274	77.58
Others	38,86,074	31.31	38,86,074	22.42
Total	**1,24,10,348**	**100.00**	**1,73,34,348**	**100.00**

1.3 Detailed shareholding of the Acquirers & PACs (Promoter Group) as on the date of PA is as under:

Name of Acquirers & PACs	Pre holding before preferential allotment		Shareholding after preferential allotment	
	No. of Shares	%	No. of Shares	%
Kedarmal Bankda	32,76,534	26.41	32,76,534	18.90
Vijay Bankda	24,27,657	19.56	24,27,657	14.00
Vimla Bankda	6,90,352	5.56	6,90,352	3.98
Ankur Bankda	7,47,255	6.02	15,73,255	9.08
Ankit Bankda	7,34,612	5.92	15,60,612	9.00
Asha Bankda	2,08,671	1.68	15,58,671	8.99
Vijay Bankda HUF	1,15,108	0.93	1,15,108	0.66
Kedarmal Bankda HUF	1,00,000	0.81	1,00,000	0.58
Shankarlal Bankda HUF	78,042	0.63	78,042	0.45
Sulabh Bankda	77,474	0.62	9,03,474	5.21
Rahul Bankda	68,569	0.55	11,64,569	6.72
Total	**85,24,274**	**68.69**	**1,34,48,274**	**77.58**

2.0 THE OFFER

2.1 This offer is being made by the Acquirers along with PACs to the shareholders of the Target Company to acquire upto 34,66,870 Equity Shares representing 20% of the total paid up equity share capital of the Target Company **("Offer Size")**. This Offer is being made at an offer price of Rs. 34.00 (Rupees Thirty Four Only) per Equity Share (**"Offer Price"**) payable in cash subject to the terms and conditions mentioned hereinafter and in the Letter of Offer **("LOF"/ "Letter of Offer")** which will be despatched to the shareholders in accordance with the SEBI (SAST) Regulations. The LoF will be sent to all the shareholders whose names appear on the register of members of the Target Company on 5th August, 2010**("Specified Date")**.

2.2 The Offer is not conditional on any minimum level of acceptances and the Acquirers/PACs will be obliged to acquire all the Equity Shares validly tendered in response to the Offer, subject to the maximum of 34,66,870 Equity Shares and subject to the terms and conditions mentioned in this PA and LoF.

2.3 The Offer is not a result of global acquisition resulting in indirect acquisition of the Target Company.

2.4 The fully paid up Capital of the Company is Rs.1733.43 Lakhs consisting of 1,73,34,348 Equity Shares of Face Value of Rs. 10/- each. As on date of this Public Announcement, there are no partly- paid equity shares of the Target Company.

2.5 CSPL, the Manager to the Offer, does not hold any Equity Shares in the Target Company as on date of this Public Announcement.

2.6 This is not a competitive bid.

2.7 This PA is being released as per Regulation 15 of the SEBI (SAST) Regulations in Financial Express (English) in all editions, Jansatta (Hindi) all editions and Navshakti (Marathi) as the Registered Office of the Target Company is situated in Mumbai and the Equity Shares are listed and traded on BSE only.

2.8 The highest price paid by the Acquirers and PACs for acquiring Equity Shares of the Target Company during the 12 months period prior to the date of the PA is Rs. 28.00 per Equity Share and the average price paid by the Acquirers and the PACs for all acquisitions during such period is Rs. 20.67 per Equity Share.

3.0 THE OFFER PRICE

3.1 The Offer Price is Rs. 34.00 per Equity Share (Rupees Thirty Four Only).

3.2 As on the date of this PA, the Equity Shares are listed on the Bombay Stock Exchange Limited **("BSE").**

3.3 The Equity Shares are frequently traded on the BSE within the meaning of Regulation 20(5) of the SEBI (SAST) Regulations.

3.4 The Offer Price of Rs. 34.00 (Rupees Thirty Four Only) per Equity Share is justified in terms of Regulation 20(4) of the Regulations, as being highest of the following.

S.NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Negotiated price under the Shares Purchase Agreement	NA
(b)	Highest price paid by the Acquirers, PACs for acquisitions, if any, including by way of allotment in a Public or Rights or Preferential Issue, during the 26 week period prior to the date of the Public Announcement.	28.00
(c)	Highest of:	
(c.1)	The average of weekly high and low of the closing prices of the Equity Shares as quoted on the BSE during the twenty- six weeks preceding the date of Board Resolution for Preferential Allotment.	28.59
(c.2)	The average of the daily high and low of the prices of the Equity Shares as quoted on the BSE during the two weeks preceding the date of Board Resolution for Preferential Allotment.	33.59

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

4. INFORMATION ABOUT THE ACQUIRERS AND PACS

4.1 **Mr. Kedarmal Bankda**, aged 57 years is part of the existing promoter group of the Target Company and is presently the Chairman and Whole Time Director of the Target Company. He is the son of Mr. Shankarlal Harilal Bankda and has completed his Master's in Commerce from Vikram University, Ujjain. He has an experience of over 35 years in the pharmaceutical industry. He resides at 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India.

4.2 **Mr. Vijay Bankda,** aged 51 years, is part of the existing promoter group of the Target Company and is presently the Managing Director of the Target Company. He is the son of Mr. Shankarlal Harilal Bankda and has completed his graduation in Commerce and L.L.B from Vikram University, Ujjain. He has an experience of more than 29 years in the pharmaceutical industry. He resides at 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India.

Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com has certified vide their certificate dated 1st July, 2010 that the networth of the Acquirers as on 30th June, 2010 is as follows: Mr. Kedarmal Bankda (Rs.495.32 Lakhs) and Mr. Vijay Bankda (Rs.143.23 Lakhs).

4.3 **Mrs. Vimla Bankda**, wife of Mr. Kedarmal Bankda, aged 52 years, resident of 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, is responsible for the administration of the Target Company. The networth of Mrs. Vimla Bankda is Rs. 339.09 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.4 **M/s. Kedarmal Bankda (HUF)** having its address at 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, wherein Mr. Kedarmal Bankda is the Karta of HUF. The networth of Mr. Kedarmal Bankda (HUF) is Rs. 128.51 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.5 **M/s. Shankar Lal Bankda (HUF)**, having its address at 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, wherein Mr. Kedarmal Bankda is the Karta of HUF. The networth of Mr. Shankar Lal Bankda (HUF) is Rs. 129.74 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.6 **M/s. Vijay Bankda (HUF)**, having its address at 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, wherein Mr. Vijay Bankda is the Karta of HUF. The networth of Mr. Vijay Bankda (HUF) is Rs. 48.58 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.7 **Mr. Ankit Bankda**, son of Mr. Kedarmal Bankda, aged 23 years, resident of 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India looks into the marketing of the Company's products. The networth of Mr. Ankit Bankda is Rs. 350.02 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.8 **Mrs. Asha Bankda**, wife of Mr. Vijay Bankda, aged 51 years, resident of 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, is responsible for the administration. The networth of Mrs. Asha Bankda is Rs. 767.96 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.9 **Mr. Rahul Bankda**, son of Mr. Vijay Bankda, aged 30 years, resident of 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, looks into domestic marketing of the Company's products. The networth of Mr. Rahul Bankda is Rs. 641.45 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.10 **Mrs. Sulabh Bankda**, daughter in law of Mr. Vijay Bankda, aged 27 years, resident of 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, is responsible for marketing and administration. The networth of Mrs. Sulabh Bankda is Rs. 221.97 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.11 **Mr. Ankur Bankda**, son of Mr. Vijaya Bankda, aged 25 years, resident of 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, looks into domestic marketing of the Company's products .The networth of Mr. Ankur Bankda is Rs. 351.99 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.12 **M/s. Rahul Bankda (HUF)**, having its address at 351, Shiv Kuti, Saket Nagar, Indore 452018, Madhya Pradesh, India, wherein Mr. Rahul Bankda is the Karta of HUF. The networth of Mr. Rahul Bankda (HUF) is Rs. 34.49 Lakhs as certified by Mr. Govind Biyani, Partner of Biyani Mittal & Co.,Chartered Accountants (Membership No:403119) having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

4.13 **M/s. Strand Developers Pvt. Ltd**, is a Group Company of the Target Company and was incorporated on 16th October, 2008 having CIN No. U70102MH2008PTC187599. Its registered office is situated at 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai-400 093. The main objects of the Company is to carry on the business of construction and real estate related activities. The networth of M/s. Strand Developers Pvt. Ltd is Rs. 627.38 Lakhs as on 31st March, 2010 as certified by Mr. Sanjay Bansal, Partner of M/s. Bansal, Bansal & Co., Chartered Accountants (Membership No. 104824) having office at 6/152, Sanjay Mittal Estate, Andheri (East), Mumbai- 400 059.

The Promoter and Directors of the Company are Mr. Ankur Bankda and Mr. Ankit Bankda. The brief latest financial information of audited accounts of the Company is as follows:

(Rs.in lakhs otherwise as stated)

Sr. NO.	PARTICULARS	Year ended 31st March, 2009
1.	Total Income	-
2.	Profit/(Loss) after tax	(0.17)
3.	Earnings Per Share (Rs.)	-
4.	Book Value Per Share (Rs.)(Face Value is Rs.1/-)	4.91
5.	Networth	227.39
6.	Return on Networth (in %)	(0.07%)

4.14 M/s. Paradise Vyapaar Pvt. Ltd, is a Group Company of the Target Company was incorporated on 10th October, 2006 having CIN No. U51109WB2006PTC111478. Its registered office is situated at 61, Kali Krishna, Tagore Street, Kolkata- 700 007. The main objects of the Company is to carry on the business of dealer, buyers, sellers etc of household, consumer and industrial goods. The networth of M/s. Paradise Vyapaar Pvt. Ltd is Rs. 650.29 Lakhs as on 31st March, 2010 as certified by Mr. Sudipto Sadhu, Proprietor of M/s. S. Sadhu & Associates, Chartered Accountants (Membership No. 061636) having office at P-2, Surawardy Avenue, Kolkata- 700 017.

The Promoters of the Company are Mr. Rahul Bandka, Mr. Ankit Bankda, Mrs. Sulabh Bankda and Mr. Ankur Bankda. The Directors of the Company are Mr. Rahul Bankda, Mr. Alok Kumar Pandey, Mr. Mahesh Rohiwal and Mr. Ankur Bankda. The brief latest financial information of audited accounts of the Company is as follows:

(Rs.in lakhs otherwise as stated)

Sr. NO.	PARTICULARS	Year ended 31st March, 2009	Year ended 31st March, 2008
1.	Total Income	0.40	Nil
2.	Profit/(Loss) after tax	0.02	(0.09)
3.	Earnings Per Share (Rs.)	0.02	(0.07)
4.	Book Value Per Share (Rs.)	464.71	464.85
5.	Networth	650.13	650.32
6.	Return on Networth (in %)	0.004%	(0.01%)

4.15 The Acquirers and the PACs are relatives within the meaning of Sec 6 of the Companies Act, 1956.

5.0 INFORMATION ABOUT THE TARGET COMPANY

5.1 Syncom Formulations (India) Limited (SFL) was originally incorporated as a private limited company in the name of Syncom Formulations (India) Private Limited vide Certificate of Incorporation No. 047759 on 21st June, 1988 with Registrar of Companies, Mumbai, Maharashtra. SFL became a public limited company and name of the company was changed to Syncom Formulations (India) Limited with effect from 9th July, 1992. The fresh certificate of incorporation consequent to the change in name was obtained on 9th July, 1992 by the Registrar of Companies, Mumbai, Maharashtra.
The company came out with its Initial Public Offering in the Year 1994 hence obtained listing at BSE, DSE, ASE and MPSE. However, the Company has voluntarily de-listed its shares from ASE on 8th July, 2004, MPSE on 29th May, 2008 & DSE on 2nd September, 2004. The Company came out with Rights Issue in the Year 2009 wherein it offered equity shares in the ratio of 1 equity share for every 2 held and one warrant for every one equity share allotted. The Registered office of the Company is situated at 7, Niraj Industrial Estate, off Mahakali Caves Road, Andheri (East), Mumbai- 400 093, Maharashtra Tel: +91-22-30887744; Fax: +91-22-30887755. E-mail: sfil87@syncomformulations.com. At present, the Authorized Share Capital of SFL as on date is Rs. 2500 Lakhs, divided into 2,50,00,000 (Two Crores and fifty lakhs only) Equity Shares of Rs. 10/- each & Issued subscribed and paid up Capital is 1,73,34,348 (One crore seventy three lakhs thirty four thousand three hundred and forty eight only) Equity Shares of Rs. 10/- each aggregating to Rs. 1733.43 Lakhs. Further, all the shares are fully paid and the Target Company does not have any partly paid up issued Shares.

5.2 The company is engaged in the business of pharmaceutical formulations. It manufactures range of products in various dosage forms and markets them in various countries. In addition to pharmaceutical formulations in the form of tablets, capsules, liquids and dry powders, the company also manufactures injectibles, inhalers and ear/eye drops.

5.3 The Equity shares of SFL are listed only on Bombay Stock Exchange Limited (BSE), Mumbai.

5.4 At present, the Board of Directors of Target Company are :

NAME	DESIGNATION	DATE OF APPOINTMENT
Mr. Kedarmal Bankda	Chairman & Whole Time Director	13/04/1992
Mr. Vijay Bankda	Managing Director	01/12/1999
Mr. Sanjay Mehta	Independent Director	31/07/2004
Mr. Vinod Kumar Kabra	Independent Director	30/04/2007
Mr. Krishna Das Neema	Independent Director	31/07/2008

5.5 At present, the Target Company does not have any subsidiary.

5.6 The brief audited financials of the Target Company are as follows:

(Rs.in lakhs otherwise as stated)

Sr. NO.	PARTICULARS	Year ended 31st March, 2009 (Audited)*	Year ended 31st March, 2010 (Unaudited)**
1.	Total Income	5807.48	8722.13
2.	Profit/(Loss) after tax	264.40	487.27
3.	Earnings Per Share (Rs.)	4.25	5.71
4.	Book Value Per Share (Rs.)	65.96	45.33
5.	Networth	4106.17	5625.71
6.	Return on Networth (in %)	6.44%	8.66%

(* Figures are based on annual report for the year ended 31st March, 2009.

** As Certified by Mr. S.P. Moondra (Membership No.073747), Proprietor of M/s. S.P. Moondra & Co., Chartered Accountants,having office at 53/8, Kanchan Bagh, Indore-1, Tel:0731- 2513817, vide their certificate dated 1st July, 2010 .

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth/number of Equity shares issued; EPS= profit after tax / weighted average number of Equity shares issued.)

6. REASONS FOR THE ACQUISITION, RATIONALE FOR THE OFFER AND THE FUTURE PLANS ABOUT THE TARGET COMPANY

6.1 This offer is being made in terms of Regulation 11 (2) of the SEBI (SAST) Regulations for consolidation of the shareholding of the Acquirers and the PACs in the Target Company.

6.2 The Acquirers/ PACs at present have no intention to sell, dispose of or otherwise encumber any substantial assets of the Target Company in the succeeding two year, except in the ordinary course of business of Target Company. However the Target Company's future policy for disposal of substantial assets, if any, will be decided by its Board of Directors, subject to applicable provisions of law and subject to approval of shareholders of the Target Company, if required under law.

6.3 The Acquirers at present have no intention to change the existing line of business of SFL.

6.4 As on the date of the Public Announcement, the Acquirers have no intention to delist the Target Company for the next 3 years.

7. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

7.1 The Offer is subject to approval of Reserve Bank of India under Foreign Exchange Management Act, 1999, for acquisition of Equity Shares from NRI shareholders, if any.

7.2 As on the date of Public Announcement, to the best of knowledge of the Acquirers, the approvals from Banks/Financial Institutions is not required for this Offer.

7.3 As on date of this PA, to the best of the knowledge of the Acquirers, there are no other statutory approvals and / or consents required to implement the Offer. 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. The Acquirers will have the right not to proceed with the offer in the event any of such statutory approvals, that are required, are refused in terms of Regulation 27 of the SEBI (SAST) Regulations.

7.4 In case of delay in receipt of any statutory approval, SEBI has the power to grant an extension of the time required for payment under the Offer provided that the Acquirers agree to pay interest in accordance with Regulation 22(12) of the Regulations. Further, if the delay occurs due to the willful default or neglect or inaction of Acquirers in obtaining the requisite approvals, the amount lying in the Escrow Account shall be liable to be forfeited and dealt in the manner provided in Regulation 28(12) of the Regulations, apart from the Acquirers being liable for penalty as provided in the Regulations.

8.0 OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21(3)

In terms of Regulations 11(2A) and 21(3) of the regulations read with Clause 40A of the Listing Agreement entered into with BSE, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. In the event pursuant to this offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirers shall, in accordance with Regulation 21(2) of the SEBI(SAST) Regulations, 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 Exchange within the specified time and in accordance with the prescribed procedure under clause 40A of listing agreement and in compliance with the SEBI (SAST) Regulations and subsequent amendments thereto.

9. FINANCIAL ARRANGEMENTS

9.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers and the PACs under the offer would be Rs. 11,78,73,580 (Rupees Eleven Crores Seventy Eights Lakhs Seventy Three Thousand Five Hundred And Eighty Only.) **("maximum consideration")** i.e. consideration payable for acquisition of 34,66,870 (Thirty Four Lakhs Sixty Six Thousand Eight Hundred And Seventy Only) Equity Shares of the Target Company at offer price of Rs.34.00 per equity share.

9.2 The Acquirers and PACs have adequate financial resources to meet the financial requirement of the Offer in terms of regulation 16 (xiv) of SEBI (SAST) Regulations. The Acquirers and PACs have made firm arrangements for the resources required to complete the Offer in accordance with SEBI (SAST) Regulations. This acquisition will be financed through their own resources. The same is certified by Mr. Govind Biyani, Chartered Accountant, (Membership No.403119), Partner of Biyani Mittal & Co., Chartered Accountants, having office at 402, Onam Plaza, 18, Palasia, A.B. Road, Indore- 452018, Tel: 0731-4207221, Email ID: biyanimittal@gmail.com vide their certificate dated 1st July, 2010.

9.3 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirers have created an Escrow Account as under :

a) Bank Guarantee for Rs. 2,94,68,395 (Rupees Two Crores Ninety Four Lakhs Sixty Eight Thousand Three Hundred and Ninety Five Only), being 25% of the offer size, issued by Dena Bank , K.C. Dadar Branch, Mumbai valid till 31st December, 2010; and

b) Cash Deposit of Rs. 11,79,000/- (Rupees Eleven Lakhs Seventy Nine Thousand Only), being 1% of the offer size, with HDFC Bank, Mumbai through Escrow Account Number 00600350086254.

Total aforesaid amount would be herein referred to as **"Escrow Amount"**. Comfort Securities Private Limited, the Manager to the Offer has been empowered to realize the value of the Escrow Amount in terms of the SEBI (SAST) Regulations.

9.4 Based on the above, CSPL is satisfied with the ability of Acquirers and PACs to implement the Offer in accordance with the SEBI (SAST) Regulations.

9.5 In case of revision in the offer price, the Acquirers will furnish the additional amount to the escrow account with the difference amount between previous open offer fund requirements and revised open offer fund requirements to ensure compliance with Regulation 28 of the SEBI (SAST) Regulations.

10. TERMS AND CONDITIONS OF THE OFFER:

10.1 The Offer is not subject to any minimum level of acceptance.

10.2 All shareholders (registered or unregistered) of the Target Company who own Equity Shares prior to the closure of the Offer, except the Acquirers and the PACs, are eligible to participate in the Offer anytime before date of closure of the offer.

10.3 Letter of Offer RELATING TO THE Offer ("the Letter of Offer" or "LOO") together with a Form of Acceptance-cum-Acknowledgement ("FOA") and will be mailed to all the shareholders of SFL (other than the Acquirers and the PACs) whose names appear on the Register of Members of SFL, at the close of business hours on, 5th August, 2010("the Specified Date") as per the Regulation 22 (3) of SEBI (SAST) Regulations.

10.4 Accidental omission to dispatch of Letter of Offer to any member entitled to this offer or non-receipt of the Letter of Offer by any member entitled to participate in this Offer shall not invalidate the offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein and in the Letter of Offer.

10.5 The Acquirers have appointed Ankit Consultancy Private Limited as Registrar to the Open Offer. ("Registrar"). The shareholders of the Target Company who wish to avail of and accept the Offer shall send/deliver the form of Acceptance cum Acknowledgment along with all the relevant documents as may be specified in the Letter of Offer to the Registrar to the Offer on or before the date of Closure of the Offer i.e 20th September, 2010 mentioned below in accordance with the procedure as set out in the Letter of Offer. All communications to the Registrar to the Offer shall be sent to Ankit Consultancy Private Limited, 2nd Floor, Alankar Point, 4-A, Raigarh Kothi, Gita Bhawan Square, A.B.Road, Indore-452001 Tel: (91) - 731- 2491298/2495226, Fax : (91) - 731-4065798, E-mail: ankitind@sancharnet.in. The documents may be tendered at the above centre i.e. from Monday to Friday between 10.00 a.m. to 1.00 p.m and 2.00 p.m to 4.30 p.m. and on Saturday from 10.00 a.m. to 1.00 p.m. The centre will be closed on Sundays and Public holidays. **Neither the share certificate(s) nortransfer deed(s) nor the Form of Acceptance should be sent to the Acquirers or Target Company or the Manager to the Offer.**

10.6 The Registrar has opened a special depository account called "ACPL Escrow Account - Syncom Formulations (India) Limited Open Offer" with Ankit Consultancy Pvt. Ltd at National Securities Depository Limited ("NSDL"). The details thereof are us under:

Account Name	"ACPL Escrow Account - Syncom Formulations (India) Limited Open Offer"
Depository	National Securities Depository Limited
DP Name	Stock Holding Corporation of India Limited
DP ID Number	IN301330
Mode	Off Market
Client ID Number	20879182

10.7 Shareholders having their beneficiary account with Central Depository Services India Limited (CDSL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the above mentioned Special Depository Account with NSDL.

10.8 Beneficial owners (holders of Equity Shares in dematerialized form) who wish to tender their Equity Shares will be required to send the FOA along with counterfoil/photocopy of the delivery instructions in "Off Market" mode in favour of the special depository account mentioned above, duly acknowledged by the Depository Participant ("DP"), to the Registrar to the offer either by hand delivery or by registered post on or before date of closing of the offer. In case of non-receipt of the aforesaid documents, but receipt of the Equity Shares in the special depository account, it will be deemed that the shareholder has tendered acceptance of the offer.

10.9 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 FOA, original Share Certificate(s) and transfer deed(s) duly signed and filled in accordance with the instructions specified in Letter of Offer or FOA to the Registrar to Ankit Consultancy Private Limited ("Registrar to the Open 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, not later than 20th September, 2010 in accordance with the instruction to be specified in the LOF and in the FOA.

10.10 Shareholders tendering Equity Shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the date of Closure of the offer. FOA received, in respect of dematerialized Equity Shares which have not been credited to the above special depository account before date of closing of offer, is liable to be rejected. Equity shares deposited in the special depository account prior to the date of opening of the offer are liable to be rejected.

10.11 In case of non receipt of the Letter of Offer (including the Form of Acceptance and the Form of Withdrawal) the eligible persons may (i) download the same from the SEBI website, (ii) obtain a copy for 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 duly signed and stating the name, address, number of shares held, distinctive number, folio number, number of shares offered along with the original physical share certificate to reach the Registrar to the offer on or before the closer of the offer i.e not later than 20th September, 2010.

10.12 Unregistered owners can send their applications in writing to the Registrar to the offer, on a plain paper stating the name, address, Number of equity shares held, Number of equity shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid Transfer Deeds and the Original Contract Note issued by the Broker of a recognized stock exchange, through whom they acquired their equity shares and / or such other documents as may be specified, so as to reach the Registrars to the Offer on or before the closure of the Offer. No indemnity is required from the unregistered owners whilst accepting the Offer. In case of non receipt of the above said documents, but with receipt of the Equity Shares in the special depository account, the Acquirers may deem the Open Offer to have been accepted by the relevant shareholder.

10.13 In case any person has lodged shares of the Target Company for transfer and the transfer has not yet effected, the concern person may apply in writing on plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the offer along with the copies of share certificate(s), valid transfer deed (s), duly signed (columns meant for transferee/buyer should be kept blank) and the acknowledgment of the lodgment of share for transfer. Such person should also instruct the Target Company and its Registrar and Share Transfer Agents to send the transferred share certificate (s) directly to the Registrars to the offer as mentioned above before the date of closure of offer.

10.14 Shareholders who have sent their physical Equity Shares for dematerialization and the dematerialization has not yet effected, should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by such shareholder's DP. Such shareholders should ensure that process of getting shares dematerialized is completed well in time so that the credit in the special depository account should be received before date of closure of the offer, else the application will be rejected.

10.15 Equity Shares tendered by shareholders of the Target Company in the Offer which are not free from lien, charges and encumbrances of any kind whatsoever shall be rejected.

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

10.17 In the event that the Equity Shares tendered in the Offer by shareholders are more than Equity Shares to be acquired under the offer, the acquisition of Equity Shares from each shareholder will be as per the provisions of Regulation 21 (6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share 1 (one) share.

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

10.19 As per the provision of section 196D(2) of the Income tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institution Investor ("FII") as defined in Section 115AD of the Income Tax Act.

10.20 The consideration received by the shareholders for the shares accepted in the offer will be subject to the capital gain tax or deduction of tax at source applicable as per the IT Act, 1961.Further, the Securities Transaction Tax will not be applicable on Equity Shares accepted in this offer.

10.21 The Registrar to the Offer will hold in trust of the share certificates, Form of Acceptance, if any, and the transfer form(s) on behalf of the shareholders of SFL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted equity shares / share certificates are despatched / returned.

10.22 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.

10.23 Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of the Offer would be approved and accepted by the Acquirers/ PACs. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the shareholders by registered /speed post at the shareholders' sole risk. In case of joint holder(s), the cheque/ demand draft will be drawn in the name of the first holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

10.24 The payment of consideration for the applications so accepted in the offer, if any, shall be given within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by ECS, Direct Credit or crossed account payee cheques/pay order/demand drafts, RTGS and NEFT. It is desirable that shareholders provide bank details in the of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque/demand draft/pay order.

10.25 A schedule of some of the key events in respect of the Offer is given below:

ACTIVITY	DATE	DAY
Public Announcement	06.07.2010	Tuesday
Specified Date*	05.08.2010	Thursday
Last date for a Competitive Bid	27.07.2010	Tuesday
Date by which Letter of Offer to be posted to the shareholders	20.08.2010	Friday
Date of Opening of the Offer	30.08.2010	Monday
Last date for revising the Offer Price/ Number of Share	08.09.2010	Wednesday
Last date for withdrawal of acceptance by the shareholders	15.09.2010	Wednesday
Date of Closure of the Offer	20.09.2010	Monday
Date of communicating the rejection /acceptance and payment of consideration for the acquired shares	05.10.2010	Tuesday

*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, being all the shareholders of the Target Company (except Acquirers and PACs), who are eligible to participate in the Offer, anytime before closing the Offer.

11. PROCEDURE FOR WITHDRAWAL OF APPLICATION

11.1 Pursuant to Regulation 22(5A) of SEBI (SAST) Regulations, shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public announcement, can withdraw the same up to three working days prior to the date of the closure of the offer.

11.2 The withdrawal option can be exercised by submitting the documents as per the instruction below, so as to reach the Registrar to the Offer mentioned above as per the mode of delivery indicated therein on or before 15th September, 2010.

11.3 In case of non-receipt of the FOW, the withdrawal option can be exercised by making an application on a plain paper along with the following details:

In case of shares held in physical form: Name, Address, distinctive numbers, Folio number, Number of shares tendered.

In case of dematerialized Equity Shares: by stating Name, Address, Number of shares tendered and to be withdrawn, DP Name, DP ID, Beneficiary account number, Counterfoil/Photocopy of the delivery instruction in "Off Market" mode duly acknowledged by the DP in favour of special depository account.

12. GENERAL

12.1 If there is any upward revision in the Offer Price till the last date or revision in terms of Regulation 26 of the SEBI (SAST) Regulations i.e. 8th September, 2010 or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the PA is being made. In case of an upward revision in the Offer Price, the revised Offer Price would be payable to all the shareholders who have tendered their Equity Shares any time during the Offer and have been accepted under the Offer.

12.2 If there is a competitive bid:

- The public offer under all the subsisting bids shall close on the same date.
- As the offer price cannot be revised during seven 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.

12.3 Neither the Target Company nor the Acquirers nor the PACs, have been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992.

12.4 Pursuant to regulation 13 of the Regulations, the Acquirers have appointed Comfort Securities Private Limited, Mumbai as Manager to the Offer.

12.5 The Acquirers and PACs accept the responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirers laid down in the SEBI (Substantial Acquisitions of Shares and Takeover) Regulations, 1997 and subsequent amendments made thereof.

12.6 Eligible persons to the Offer may download a copy of this PA from SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the Letter of Offer, Form of Acceptance and Form of Withdrawal, which will be available on SEBI's website www.sebi.gov.in, from the Offer opening date i.e. 30th August, 2010 and can apply on the same.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Comfort Securities Private Limited SEBI Registration No. INM 00011328 A-301, Hetal Arch, S .V. Road, Malad (W), Mumbai - 400064. Tel. No: +91-22-28449765-68; Fax No. +91-22-28892527 Website: www.comfortsecurities.co.in Email: mbdivision@comfortsecurities.co.in Contact Person: Mr. Sarthak Vijlani	**Ankit Consultancy Private Limited** SEBI Registration No. INR000000767 2nd Floor, Alankar Point, 4-A, Raigarh Kothi, Gita Bhawan Square, A.b.Road, Indore- 452001. Tel: (91) - 731- 2491298/2495226, Fax : (91) - 731-4065798, E-mail: ankitind@sancharnet.in Contact Person: Mr. Sanjay Singh

Place: Mumbai
Date : 06.07.2010