PUBLIC ANNOUNCEMENT
to the shareholders of

SAYAJI INDUSTRIES LIMITED

(Registered Office - P. O. Kathawada, Maize Products, Ahmedabad 382 430.)

This Public Announcement ("PA") is being issued by Vivro Financial Services Private Limited,(Manager to the Offer or "Vivro") on behalf of Mrs. Sujata Priyam Mehta, Priyam Commercial Enterprises Pvt. Ltd. and Bini Commercial Enterprises Pvt. Ltd., (hereinafter referred to as "Acquirers") pursuant to regulation 11(2) of 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. The Acquirers form part of the Promoters Group of the Target Company.

1. Background to the Offer

1.1 The Acquires have entered into a Share Subscription Agreement (hereinafter referred to as "SSA") with Sayaji Industries Limited (hereinafter referred to as "SIL" or "Company" or "Target Company") on 22nd July, 2010 with respect to subscription and allotment on preferential basis of an aggregate of 19,000 fully paid-up equity shares of face value Rs. 100/- each constituting 24.05% of post preferential share/ voting capital of "SIL" at a price of Rs. 1,550/- (Rupees One Thousand Five Hundred and Fifty only) per share (the price is determined in accordance with Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [SEBI (ICDR) Regulations, 2009] as applicable ("Issue" or "Preferential Issue"). The Preferential Issue by SIL is subject to various conditions precedent being fulfilled, including approval of shareholders. The shares proposed to be offered, issued and allotted to the Acquirers on preferential basis are as under:

Sr. No.	Name of the Acquirer	No. of Shares
1	Mrs. Sujata Priyam Mehta	8,000
2	Priyam Commercial Enterprises Pvt. Ltd.	8,000
3	Bini Commercial Enterprises Pvt. Ltd.	3,000

1.2 The Board of Directors of Sayaji Industries Limited (SIL) at their Meeting held on 14th July, 2010, approved the issue and in terms of section 81 (1A) of the Companies Act, 1956 called for an Annual General Meeting on 13th August, 2010 to obtain approval of shareholders and to authorize the board to allot 19,000 fully paid-up equity shares of face value Rs. 100/- each representing 24.05% of post preferential share/ voting capital as required under Regulation 23(1)(b) of SEBI (SAST) Regulations, 1997. On completion of the Preferential Issue, the post issue voting share capital of SIL will comprise of 79,000 fully paid up equity shares of Rs. 100/- each (the post issue voting share capital)

1.3 The salient features of the SSA are as under:

- The acquirers have agreed to subscribe to 19,000 equity shares of the target company on a preferential basis at a price of Rs. 1,550/- per share fully paid up.
- The target company shall complete the allotment of 19,000 equity shares subject to shareholders approval at the ensuing Annual General Meeting to be held on 13th August, 2010 and in accordance with SEBI (ICDR) Regulations, 2009.
- In the event the requisite shareholders approval is not received, the SSA shall stand terminated.
- The closing of the transaction is subject to approval of shareholders of the target company at the ensuing Annual General Meeting to be held on 13th August, 2010 and customary regulatory and statutory approvals. The allotment is expected to be completed latest by 27th August, 2010.
- The target company shall complete the allotment of 19000 equity shares subject to the shareholders approval at the ensuing Annual General Meeting to be held on 13th August, 2010 and in accordance with SEBI (ICDR) Regulations 2009, the Companies Act, 1956 and other applicable laws latest by 27th August, 2010.

1.4 The Acquirers hold 11,505 Equity Shares representing 19.18 % of the paid up capital of the Target Company. The other members of the Promoters Group collectively hold 28,572 Equity Shares representing 47.62% of the paid up capital of the Target Company. After this Preferential Issue, the holding of the Acquirers along with the holding of other member of the promoters group will increase from 40,077 equity shares (66.80% of the paid up equity share capital of the company) to 59,077 equity shares representing 74.78% of the Post Preferential paid up equity share capital of SIL, if the entire shares proposed to be allotted to acquirers are subscribed by them. This increase in the promoters' holding has resulted in triggering of the provisions of SEBI (SAST) Regulations, 1997.

1.5 The voting rights before and after preferential allotment is given below:

Category	Before Preferential Allotment		After Preferential Allotment	
	No. of Shares	% of Voting Rights	No. of Shares	% of Voting Rights
Promoters Group	40,077	66.80	59,077	74.78
Public	19,923	33.20	19,923	25.22
Total	60,000	100.00	79,000	100.00

2. The Offer:

2.1 The Acquirers Mrs. Sujata Priyam Mehta, Priyam Commercial Enterprises Pvt. Ltd. and Bini Commercial Enterprises Pvt. Ltd are making an offer to the public shareholders of SIL (other than the existing members of the Promoters Group of SIL) to acquire up to 15,800 fully paid-up Equity Shares of Rs. 100/- each of SIL ("Equity Shares"), as per details given below, representing 20% of the Post Issue voting share capital (post Preferential Issue) of SIL, at a price of Rs. 1,550/- per fully paid-up Equity Share (the "Offer Price"), payable in cash subject to terms and conditions mentioned hereinafter, to those shareholders whose names appear on the register of members on Specified Date i.e. 16th August, 2010.

Sr. No.	Name of the Acquirers	No. of Shares for which offer is made
1	Mrs. Sujata Priyam Mehta	6,653
2	Priyam Commercial Enterprises Pvt. Ltd.	6,652
3	Bini Commercial Enterprises Pvt. Ltd.	2,495

2.2 No other person is acting in concert with the Acquirers for the purpose of this Offer.

2.3 This offer is being made pursuant to regulation 11(2) of the SEBI (SAST), Regulations, 1997 consequent to the Acquirers entering in to SSA with SIL for Preferential Issue referred to in paragraph 1.1 above. There are no partly paid-up shares of SIL.

2.4 The Acquirers hold 11,505 equity shares representing 19.18% of the Pre Preferential Issue of the equity shares in SIL as on the date of this Public Announcement as under:

Name of the Acquirer	No. of Equity Shares held- Pre preferential	% of the Pre Preferential Issued Capital	No. of Equity Shares held- Post Preferential Issue	% of Post Preferential Issued Capital
Mrs. Sujata Priyam Mehta	6,153	10.26	14,153	17.92
Priyam Commercial Enterprises Pvt. Ltd	2,638	4.40	10,638	13.47
Bini Commercial Enterprises Pvt. Ltd	2,714	4.52	5,714	7.23

2.5 The Acquirers have not acquired any shares or have been allotted any shares of the Target company in the last twelve months prior to the date of the Public Announcement except Mrs. Sujata P. Mehta has acquired 4,750 shares of the Target Company from Life Insurance Corporation of India on 19th September, 2009 at a negotiated price of Rs. 1,500/- per share and 1350 shares of the Target Company under the Open Offer at a price of Rs. 1,525/- per share which closed on 23rd December, 2009.

2.6 The Offer is not conditional on any minimum level of acceptance.

2.7 The offer is not as a result of global acquisition resulting to indirect acquisition of the Target Company.

2.8 This is not a Competitive Bid.

2.9 The Offer is subject to the terms and condition set out herein and in the Letter of Offer ("LOO") that would be sent to the shareholders of SIL.

2.10 This Offer is subject to receipt of the statutory approvals mentioned in paragraph 7 of this PA. In terms of regulation 27 of the SEBI (SAST) Regulations, 1997, if the statutory approvals are refused, the Offer would stand withdrawn.

3. The Offer Price

The Equity Shares of SIL are listed only on the Ahmedabad Stock Exchange Limited ("ASE"). As the shares have not been traded on ASE, the Equity Shares are deemed to be infrequently traded on ASE within the meaning of Explanation (i) to regulation 20 (5) of the SEBI (SAST) Regulations, 1997. The last traded price of the Equity Shares on ASE was Rs. 605/- per Equity Share on 24th February, 1998 and the last traded quantity was 5 shares only (Source; Letter from ASE to the company dated June 23, 2008).

In accordance with regulation 20(5) of the SEBI (SAST) Regulations, 1997, the Offer Price of Rs. 1,550/- per share is justified in view of the following:

a.	Acquisition price to be paid by the Acquirers in the proposed Preferential Issue under the Share Subscription Agreement for acquisition of shares or voting rights	Rs.1,550/-
b.	Highest Price paid by the Acquirers for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement	NA
c.	Other Parameters	Based on the Audited Financials for the year ended March 31, 2010 Pre Preferential Issue
	Return on Net worth (%)	3.96%
	Book Value per share (Rs.)	3,489.35
	Earnings Per Share (Rs.)	138.33
	Industry : Starch Industry Multiple (P/E)	7.53*

(*As per Capitaline as on 6th July, 2010, based on Trailing Twelve Months figures)

As the shares of the 'Target Company' are deemed to be infrequently traded, the Acquirers have obtained a share valuation certificate dated 14th July, 2010 from Mr. Gaurav J. Shah, (Membership No: 35701), Partner, C.C Chokshi & Co., Chartered Accountants, the Statutory Auditors of the Company having office at 'Heritage' 3rd Floor, Near Gujarat Vidhyapith, Off Ashram Road, Ahmedabad- 380 014, Telephone No. 079 - 27582542. They have computed the fair value of Equity Shares of the Company on the basis of the decision of the Hon'able Supreme Court of India in the case of Hindustan Lever Employee Union v. Hindustan Lever Limited, (1995) (83 Comp Cases 30), with due regard to the erstwhile CCI Formula for valuation of shares and the fair value has been calculated at Rs. 1187.08 taking weighted average of three methods as mentioned in the table below.

Method	Value Per Share	Weight	Amount in (Rs.)
Value as per Net Assets Method	3,250.97	1.00	3,250.97
Value as per Profit Earning Capacity value method	368.59	2.00	737.19
Value of shares as per Imputed Market Price Method	973.63	2.00	1,947.26
Total			5,935.41
Fair Value of shares			1,187.08

Therefore, the Offer Price of Rs. 1,550/- [Rupees One Thousand Five Hundred and Fifty Only] per share is justified in terms of regulation 20(5) of the SEBI (SAST) Regulations, 1997.

4. Information About The Acquirers

4.1 Mrs. Sujata Priyam Mehta

a. Mrs. Sujata Priyam Mehta is a wife of Mr. Priyam B Mehta, aged 47 years, residing at Bipin Nivas, Panchvati, Ellisbridge, Ahmedabad-380006; Tel.: +91-79-2642 7492; E-mail id: spm312@gmail.com.

b. She is an Arts graduate from Mumbai University. She is a director in Varun Travels Private Limited, C V Mehta Private Limited, N B Commercial Enterprises Pvt. Ltd., Priyam Commercial Enterprises Pvt. Ltd., Bini Commercial Enterprises Pvt. Ltd. and Viva- Texchem Pvt. Ltd.

c. She is the promoter of Varun Travels Private Limited.

d. Mr. Chirag M. Shah, Partner, Mahendra N. Shah & Co., Chartered Accountants (Membership No. F-45706), having their office at E Block, 3rd Floor, Capital Commercial Center, Near Sanyas Ashram, Ashram Road, Ahmedabad-380 009 has certified vide his certificate dated 20th July, 2010 that the net worth of Mrs. Sujata Priyam Mehta as on 20th July, 2010 is Rs. 237.27 Lacs, and also certified that Mrs. Sujata Priyam Mehta has sufficient means to fulfill her part of the obligations under this offer.

e. As on the date of the PA, she holds 6153 fully paid up Equity Shares representing 10.26% of the pre preferential issued voting capital of the Target Company.

4.2 Priyam Commercial Enterprises Pvt. Ltd.(PCEPL)

a. Priyam Commercial Enterprises Pvt. Ltd. was incorporated as a Pvt. Ltd Company on February 27, 1982, under the Companies Act, 1956, with the Registrar of companies, Gujarat vide its certificate of incorporation dated 27th February, 1982. The registered office of the company is situated at Bipin Nivas, Panchvati, Ellisbridge, Ahmedabad- 380006.

b. Priyam Commercial Enterprises Pvt. Ltd. is registered as Non Deposit taking NBFC with Reserve Bank of India vide its registration certificate No. 01.00147 dated 20th March, 1998.

c. PCEPL is an investment company, mainly investing in the Group Companies. The company is promoted by Late Shri Bipinbhai Vadilal Mehta, Shri Priyambhai B. Mehta and other family members. The company belongs to Sayaji Industries Group.

d. As on the date of PA the directors of PCEPL are Mr. Priyam B. Mehta, Mrs. Niramayiben B. Mehta, Mrs. Sujata P. Mehta, Mr. Varun P. Mehta and Mr. Vishal P. Mehta.

e. PCEPL has not promoted any other company. However, PCEPL is one of the promoters of Sayaji Industries Limited, the Target Company.

f. The present Authorized Share Capital of PCEPL is Rs. 10,00,000 (Rupees Ten Lacs only) divided into 2000 (Two Thousand) equity shares of Rs. 100/- (Rupees Hundred only) each, 7,500 6% Redeemable Non Cumulative Preference shares of Rs. 100/- each and 500 unclassified shares of Rs. 100/- each. The issued, subscribed and paid up equity share capital of PCEPL is Rs. 1,00,000 (Rupees One Lac only) consisting of 1,000 (One Thousand) equity shares of Rs. 100/- each fully paid up. All the shares are held by Viva Texchem Pvt. Ltd., its Holding Company.

g. Financial information of PCEPL for the year ended 31st March, 2010: Total Income: 27.34 lacs; Profit/ (Loss) After Tax: Rs. 9.90 lacs; Net Worth: Rs. 122.10 lacs; Return on Net Worth: 8.11%; Book Value per share: Rs. 12,210.41 and Earnings per Share (EPS): 989.78. (Source: Based on Audited Financial Statements by the Auditors for the year, 31st March, 2010)

h. Mr. Chirag M. Shah, Partner, Mahendra N. Shah & Co., Chartered Accountants (Membership No. F-45706), having their office at E Block, 3rd Floor, Capital Commercial Center, Near Sanyas Ashram, Ashram Road, Ahmedabad-380 009 has certified vide his certificate dated 20th July, 2010 that the net worth of PCEPL is Rs. 122.17 Lacs as on 20th July, 2010.

i. PCEPL is not a sick company within the meaning of the provisions of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

j. As on the date of PA, PCEPL is holding 2,638 fully paid up equity shares representing 4.40% total Pre Preferential Issue voting capital of the Target Company.

4.3 Bini Commercial Enterprises Pvt. Ltd.(BCEPL)

a. Bini Commercial Enterprises Pvt. Ltd. was incorporated as a Pvt. Ltd Company on 27th February, 1982 under the Companies Act, 1956, with the Registrar of companies, Gujarat vide its certificate of incorporation dated 27th February, 1982. The registered office of the company is situated at Bipin Nivas, Panchvati, Ellisbridge, Ahmedabad-380006.

b. Bini Commercial Enterprises Pvt. Ltd. is registered as Non Deposit taking NBFC with Reserve Bank of India vide its registration certificate No. 01.00232 dated May 04, 1998.

c. BCEPL is an investment company, mainly investing in group companies. The company is promoted by Late Shri Bipinbhai Vadilal Mehta, Shri Priyambhai B. Mehta and other family members. The company belongs to Sayaji Industries Group.

d. As on the date of PA, the directors of BCEPL are Mr. Priyam B. Mehta, Mrs. Niramayiben B. Mehta, Mrs. Sujata P. Mehta, Mr. Varun P. Mehta, and Mr. Vishal P. Mehta.

e. BCEPL has not promoted any other company. However, BCEPL is one of the promoters of Sayaji Industries Limited, i.e. Target Company.

f. The present Authorized Share Capital of BCEPL is Rs. 10,00,000 (Rupees Ten Lacs only) divided into 2,000 (Two Thousand) equity shares of Rs. 100/- (Rupees Hundred only) each, 7,500 6% Redeemable Non Cumulative Preference shares of Rs. 100/- each and 500 unclassified shares of Rs. 100/- each. The issued, subscribed and paid up equity share capital is Rs. 1,00,000 (Rupees One Lac only) consisting of 1,000 (One Thousand) equity shares of Rs. 100/- each fully paid up. All the shares are held by Viva Texchem Pvt. Ltd., its Holding Company.

g. Financial information of BCEPL for the year ended 31st March, 2010: Total Income: 17.34 lacs; Profit/ (Loss) After Tax: Rs. 7.80 lacs; Net Worth: Rs. 111.30 lacs; Return on Net Worth: 7.01%; Book Value per share: Rs. 11,129.90 and Earnings per Share (EPS): 780.05. (Source: Based on Audited Financial Statements by the Auditors for the year, 31st March, 2010).

h. Mr. Chirag M. Shah, Partner, Mahendra N. Shah & Co., Chartered Accountants (Membership No. F-45706), having their office at E Block, 3rd Floor, Capital Commercial Center, Near Sanyas Ashram, Ashram Road, Ahmedabad-380 009 has certified vide his certificate dated 20th July, 2010 that the net worth of BCEPL is Rs. 112.23 Lacs as on 20th July 2010.

i. BCEPL is not a sick company within the meaning of the provisions of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

j. BCEPL is holding 2,714 fully paid up equity shares representing 4.52% of Pre Preferential Issue voting capital of the Target Company.

4.4 Relationship amongst Acquirers with each other:

Mrs. Sujata P. Mehta is a director in PCEPL and BCEPL, the Acquirer Companies. She is also a director in Viva Texchem Private Limited, the holding company of PCEPL and BCEPL.

5. Information on the Target Company ("Sayaji Industries Limited"/"SIL")

5.1 SIL was originally incorporated in the name of The Hindustan Colour Chemical and Manufacturing Company Limited on 30th January, 1941 under the Companies Act, 1913. The name was changed to Maize Products Limited on 14th August, 1953. The name was further changed to Sayaji Mills Limited w.e.f. August 24, 1956 and at present the name of the Company is Sayaji Industries Limited (w.e.f. March 19, 1985).

5.2 The Registered Office of the company is P.O. Kathawada, Maize Products, Ahmedabad-382 430.

5.3 As on the date of PA, the Authorized Share Capital of the company is Rs. 2,00,00,000/- divided into 2,00,000 Equity Shares of Face Value of Rs. 100/- each. The present issued, subscribed and paid up capital of the company is Rs. 60,00,000/- comprising of 60,000 Equity Shares of Face Value Rs. 100/- each fully paid up. There are no calls in arrears and no partly paid up shares in the Target Company.

5.4 The Target Company is engaged in the business of manufacture and sale of Starches, its derivatives and by-products. The products of the Target Company include Maize Starch, Modified Starches, Liquid Glucose, Sorbitol, Dextrose Anhydrous, Dextrose Monohydrate, Maize Oil, Maize Oil Cake, Maize Gluten etc. The company sells its products under the Registered Trade Mark and Brand Name "MAIZE PRODUCTS", which is very well known in the Indian and Overseas Markets. The Target Company supplies its products to various industries in the field of FMCG, Pharmaceuticals, Textiles, Paper, Paints, Food, etc.

5.5 The present directors of SIL are Mr. Priyam B. Mehta, Dr. Biharilal Kanaiyalal, Mr. Mahendra N. Shah, Mr. Dashrath G. Patel, Mr. Vishvajit M. Mehta, Mr. Varun P. Mehta, Dr. Gaurang K. Dalal and Mr. Vishal P. Mehta.

5.6 None of the Directors of SIL except Mr. Priyam B. Mehta, Mr. Varun P. Mehta and Mr. Vishal P. Mehta represent the Acquirers. Mr. Priyam B. Mehta, Mr. Varun P. Mehta and Mr. Vishal P. Mehta are Directors in M/s Priyam Commercial Enterprises Private Ltd. and M/s Bini Commercial Enterprises Private Ltd. and they have not taken part in any matter(s) concerning or relating to the offer.

5.7 The Equity Shares of SIL are listed on ASE and are not frequently traded.

5.8 SIL is complying with the provisions of the listing agreement entered into with the Stock Exchange and is regular in complying with the provisions of Chapter II of SEBI (SAST) Regulations, 1997 except there being delay of 73 days in complying with regulation 6(4) of the SEBI (SAST) Regulations, 1997.

5.9 There are no outstanding instruments in the nature of warrants/ fully convertible debentures/ partly convertible debentures etc. which are convertible into equity shares at any later date. The total share holding of promoters/ promoters group is 40,077 equity shares (66.80% of pre preferential issue capital of the company). The total shareholding of Acquirers is 11,505 equity shares (19.18% of pre preferential issue capital of the company) and the same is under lock-in up to 12.04.2011 to comply with the relevant Regulations of SEBI (ICDR) Regulations, 2009.

5.10 Financial information of SIL as on 31st March, 2010 (Audited Accounts): Total Income is Rs. 25,963.13 Lacs, Profit After Tax is Rs. 83.00 Lacs, Paid up Equity Share Capital was Rs. 60.00 Lacs, and the Net Worth is Rs. 2,093.61 Lacs; Return on Net Worth is 3.96%; Book Value per share is Rs. 3,489.35. and Earnings per Share (EPS) is Rs. 138.33.

(Source: Based on Audited Accounts for the year 31st March, 2010)

5.11 SIL has confirmed that it has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

5.12 SIL is not a sick company within the meaning of the provisions of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985.

5.13 There has been no merger/ de-merger or spin off in the Company during the past three years.

6. Reason for the Offer and Future Plans

6.1. SIL is engaged in the business of manufacture and sale of Starch, its derivatives and by-products. To carry on these activities the company has availed working capital facilities from Punjab National Bank. In order to comply with the terms and conditions stipulated by the Punjab National Bank while renewing the working capital facilities, the Target Company intends to raise the paid up capital and improve net working capital by issuing further equity shares on preferential basis to the promoters of the company. The Acquirers intend to subscribe to 19,000 equity shares.

6.2 This offer is being made pursuant to signing of the SSA between the Company and Acquirers for the preferential allotment of Equity Shares of SIL to Acquirers and pursuant to regulation, 11(2) of the SEBI (SAST) Regulations 1997, as explained in para 1.1 above, resulting in consolidation of holding of the Acquirers in SIL. This acquisition will not result in a change in control of the Target Company.

6.3. The Acquirers do not have any plans to dispose off or otherwise encumber any asset of SIL in the next two years from the date of closure of the offer except in the ordinary course of business with the prior approval of the shareholders of the Target Company.

7. Statutory/Other Approvals Required for the Offer

7.1 Acquisition of shares by acquirers is subject to the approval of shareholders of SIL under section 81(1A) of the Companies Act, 1956 at the ensuing Annual General Meeting of the Company to be held on 13th August, 2010.

7.2 As on the date of this PA, no statutory approvals are required under Monopolies and Restrictive Trade Practices Act, 1969, the Foreign Exchange Management Act, 1999 and/or any other applicable laws and from any bank and/or financial institutions to acquire the shares that may be tendered pursuant to this offer. If any other statutory approvals are required or become applicable at a later date, the Offer would be subject to receipt of such statutory approvals. Acquirers will not proceed with the offer in the event any statutory approval indicated herein is not obtained in terms of regulation 27 of SEBI (SAST) Regulations, 1997 and the same would be notified by way of a Public Announcement in the same newspapers where the Public Announcement appeared.

7.3 In case of delay in receipt of any statutory approvals, if any, SEBI has power to grant extension of time to the Acquirers for the payment of the consideration to the shareholders subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of regulation 22(12) of SEBI (SAST) Regulations, 1997. Further, if the delay occurs due to willful default of the Acquirers in obtaining the requisite approval, if any, regulation 22(13) will become applicable.

8. COMPLIANCE WITH REGULATION 21(2) OF SEBI (SAST) REGULATIONS, 1997

If pursuant to this Offer, the Public Shareholding in the Target Company falls below 25% of the Expanded Voting Capital of the Target Company, the Acquirers will, in accordance with regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the Target Company to raise the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under Clause 40A of the Listing Agreement and in compliance with SEBI (SAST) Regulations, 1997.

9. Financial Arrangements

9.1 Acquirers have adequate financial resources to meet the financial requirements of the Offer. The Acquirers have made firm financial arrangements in terms of regulation 16 (xiv) for the resources required to complete the offer in terms of the SEBI (SAST) Regulations, 1997. The acquisition to be financed through internal resources and no borrowings from Bank / Financial Institution are being made for the purpose. The funds to be utilized shall be domestic and not any foreign funds.

9.2 The maximum purchase consideration payable by the Acquirers in case of full acceptance of offer i.e.15,800 fully paid up equity shares is Rs. 2,44,90,000/- (Rupees Two Crores Forty Four Lacs and Ninety Thousand Only) at a price of Rs. 1,550/- per equity share (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

9.3 In accordance with regulation 28 of SEBI (SAST) Regulations, 1997, the Acquirers have created an Escrow Account in the form of Fixed Deposit for Rs. 61,22,600/- (Rupees Sixty One Lacs Twenty Two Thousand Six Hundred only) being 25% of the total consideration payable under the Offer in the name and style of "Sayaji Industries Ltd. Open Offer - Escrow Account" with HDFC Bank Ltd. having its Branch at HDFC House, 1st Floor, Near Jain Derasar, Navrangpura, Ahmedabad-380009 and a lien has been marked on the said account in favour of Vivro Financial Services Pvt. Ltd., Manager to the Offer.

9.4 Mr. Chirag M. Shah, Partner, Mahendra N. Shah & Co., Chartered Accountants (Membership No. F-45706), having their office at E Block, 3rd Floor, Capital Commercial Center, Near Sanyas Ashram, Ashram Road, Ahmedabad-380 009, Tel. No.(079)265759085, 26575086) have certified vide their certificate dated 20th July, 2010 that sufficient resources are available with the Acquirers to meet the obligations under the Offer.

9.5 Based on the above certificate, manager to the Offer, Vivro Financial Services Pvt. Ltd. certify and confirm that the firm arrangement of funds and money for payment through verifiable means are in place to fulfill the obligations under the Offer.

10 Other Terms of the Offer

10.1. This is not a conditional offer and there is no stipulation as to the minimum level of acceptance.

10.2. The Letter of Offer ("LOO") together with the Form of Acceptance cum Acknowledgement ("FOA"), Form of Withdrawal ("FOW") and Transfer Deed (for shareholders holding equity shares in the physical form) will be mailed to those shareholders of SIL (except Acquirers, and the Promoters/ Promoter group) whose names appear on the register of members of SIL and to the Beneficial Owners of the equity shares of SIL whose names appear as beneficiaries on the records of the respective Depositories at the closure of business hours on Monday, 16th August, 2010 (the "Specified Date").

10.3. Accidental omission to dispatch this Letter of Offer or non-receipt or delayed receipt of this Letter of offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

10.4. Karvy Computershare Private Limited [SEBI Registration No: INR 000000221] having their office at Plot No. 17-24 Vithalrao Nagar, Madhapur, Hyderabad-500081 is acting as the Registrar to the Offer ("Registrar"), has opened a special Depository Account with following details:

Depository	NSDL
DP Name	KARVY STOCK BROKING LTD.
Account Name	Karvy Computershare Private Limited - Escrow A/c - Sayaji Industries Limited - Open offer
Client ID Number	17710946
DPID No.	IN 300394
ISIN	INE327G01016
Market	Off Market

10.5. In addition to the above-mentioned address, shareholders, who wish to avail of and accept the offer can also deliver the Acceptance Cum Acknowledgment Form along with all the relevant documents at the collection centers specified below on or before close of the offer i.e. not later than 5th October, 2010, in accordance with the procedure as set out in the Letter of Offer. The centers mentioned herein below would be open from Monday to Friday (excluding Saturday, Sunday and Public Holidays) between 11.00 a.m. to 5.00 p.m.

Sr. No.	Collection Centre	Address of Collection Centre	Contact Person / e-mail ID	Telephone No. / Fax No.	Mode of Delivery
1	Ahmedabad	Karvy Computershare Pvt. Ltd. 201-203, Shail, Opp. Madhusudan House, Behind Girish Cold Drinks, Off C.G. Road, Ahmedabad-380006.	Mr. Aditya Gupta / Mr. Robert Joeboy	Tel. : 079-26400527 -528/ 66614772 Fax : 079-26565551	Hand Delivery
2	Hyderabad	Karvy Computershare Pvt. Ltd. Plot no.17-24, Vithalrao Nagar, Madhapur, Hyderabad-500081.	Ms. Rinki Sareen	Tel. : 040-44655301/ 23420818-23 Fax : 040-23431551	Hand Delivery/ Registered Post

10.6 **Shareholders holding shares in physical form,** who wish to tender their fully paid up shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) duly signed, to the Registrar to the Offer at the address given above, either by hand delivery during normal business hours from Monday to Friday between 11.00 a.m. to 5.00 p.m. (excluding Saturday, Sunday, and Public Holidays) or by Registered Post on or before the close of the offer i.e. 5th October, 2010 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement, in an envelope subscribing the same with " Sayaji Industries Limited - Open Offer".

10.7 **Shareholders holding shares in Dematerialized form:** Beneficial Owners will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the Offer either by hand delivery during normal business hours or by registered post on or before the close of the Offer i.e. Tuesday 5th October, 2010, along with photocopy of the delivery instructions in "Off Market" mode or counter foil of the delivery instruction in "Off Market" mode, duly acknowledged by the Depository Participant ("DP") in favour of "Karvy Computershare Pvt. Ltd. Escrow A/C - Sayaji Industries Ltd. - Open Offer".

Shareholders having their depository account in CDSL have to use the inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

10.8 Shareholders who have sent their shares for demat 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 date of closure of the Offer i.e. Tuesday 5th October, 2010 else the application would be rejected.

10.9 All owners of fully paid-up equity shares registered or unregistered and the beneficial owners of the shares (except the "Acquirers", and Promoters/ promoter group as hereinabove stated) who own the shares at any time prior to the closure of the offer are eligible to participate in the offer.

10.10 Unregistered owners/ shareholders who have not received Letter of Offer can send their application in writing, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio No., together with documents stated above so as to reach the Registrar to the Offer on or before Tuesday, the 5th October, 2010, accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

10.11 In case of non-receipt of Letter Of Offer, eligible person may send their acceptance to the Registrar to the Offer on a plain paper stating the Name, Address, No. of Shares held, Distinctive Nos. Folio No. No. of Shares offered, along with documents as mentioned above, so as to reach to the Registrar to the Offer at the above address on or before the close of the Offer i.e. Tuesday 5th October, 2010. In case of beneficial owners they may send their acceptance 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, beneficiary account no. with photocopy of the delivery instructions in "Off Market" mode or counter foil of the delivery instruction in "Off Market" mode, duly acknowledged by the DP in favour of the special depository account so as to reach to the Registrar to the Offer on or before the close of the Offer, i.e. not later than Tuesday, 5th October, 2010.

10.12 In case of non-receipt of Letter of offer, the eligible person may obtain the copy of the same from the Registrar to the Offer by providing suitable documentary evidence to that effect. Such shareholders may also download the Form of Acceptance Cum Acknowledgement from the website of SEBI i.e. http://www.sebi.gov.in which will be made available from the opening of the Offer.

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

10.14 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 as appearing in the Register of Members of "SIL". Unaccepted shares held in Demat form will be credited back to the beneficial owners depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

10.15 Shares, if any, that are 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. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

10.16 In case the shares tendered in the Open Offer are more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept all valid application received from the shareholders on a proportional basis, in consultation with the Manager to the Offer, taking due care to ensure that the basis of acceptance, is decided in a fair and equitable manner and does not result in non-marketable lots.

10.17 The securities Transaction Tax will not be applicable to the shares accepted in this offer.

10.18 The Acquirers are confident of completing all the formalities pertaining to the acquisition of the said shares, within 15 days from the date of closure of this Offer including payment of consideration to the shareholders who have accepted the Offer and for the purpose opened a Special account as provided under regulation 29 of SEBI (SAST) Regulations, 1997.

Provided that where the Acquirers are unable to make payment to the shareholders who have accepted the offer before the said period of 15 days due to non-receipt of requisite statutory approval, if any, the SEBI may, if satisfied that non-receipt of requisites statutory approval was not due to any willful default or negligence of the Acquirers or the failure of the Acquirers to diligently pursue the application for such approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders for delay beyond 30 days, as may be specified by the SEBI from time to time

10.19 In accordance with regulation 22 (5) (A) of SEBI (SAST) Regulations, 1997, shareholders who have tendered requisite documents in terms of Public Announcement and Letter of Offer shall have option to withdraw acceptance tendered upto 3 working days prior to the offer closing date. The withdrawal option can be exercised by submitting the form of withdrawal (separately enclosed with the Letter of Offer which will be mailed to the shareholders of "SIL" as on the Specified Date being 16, August, 2010) together with copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details :

- Name, Address, Distinctive Nos. Folio No., No. of shares tendered / withdrawn

In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above.

11. Schedule of Key Events Pertaining to the Offer:

ACTIVITY	DATE	DAY
Public Announcement	26-07-2010	Monday
Last Date for Competitive Bid	14-08-2010	Saturday
Specified Date	16-08-2010	Monday
Day by which Letter of Offer to be Posted to the Shareholders	06-09-2010	Monday
Date of Opening of the Offer	16-09-2010	Thursday
Last Date for Revising the Offer price/No. of Shares	24-09-2010	Friday
Last Date up to which the Shareholders may withdraw	30-09-2010	Thursday
Date of Closure of the Offer	05-10-2010	Tuesday
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited	20-10-2010	Wednesday

12. General

12.1 Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of the closure of the offer i.e. Thursday, 30th September, 2010 by filling the withdrawal form. The withdrawal form will also be available in the SEBI website (www.sebi.gov.in).

12.2 The withdrawal of shares will be available only for the share certificates/shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

12.3 The Acquirers can revise the price upwards upto 7 working days prior to the date of closure of the offer i.e. Friday, 24th September, 2010, and revision, if any, in the offer price would appear in the same newspapers in which this PA has appeared and same price would be paid to all shareholders who tender their shares in the offer.

12.4 Pursuant to regulation 13 of the SEBI (SAST) Regulations, 1997, the Acquirers have appointed Vivro Financial Services Private Limited as Manager to the Offer and the Manager to the offer issues this Public Announcement on behalf of the Acquirers. As on the date of this PA, the Manager to the Offer does not hold any shares in SIL.

12.5 If there is competitive bids:

- **The public offer under all the subsisting bids shall close on the same date.**
- **As the offer price cannot be revised during 7 working days prior to the closing date of the offer/ bid, it would be therefore, in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender acceptance accordingly.**

12.6 The Acquirers, have not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of SEBI Act, 1992, as amended or any other regulation made under the SEBI Act.

12.7 The Acquirers severally and jointly accept full responsibility for the information contained in this PA and also for the fulfillment of obligations of the Acquirers as laid down in SEBI (SAST) Regulations, 1997 and subsequent amendments made thereto.

12.8 For further details please refer to the Letter of Offer and the Form of Acceptance cum Acknowledgment. This Public Announcement and the Letter of Offer together with the Form of Acceptance cum Acknowledgment will also be available on SEBI's website at http://www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgment from the said website from the offer Opening Date, i.e. 16th September, 2010, and apply in the same.

Issued By :

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
VIVRO Vivro Financial Services Private Limited SEBI Regn. No.: INM000010122 "Manu Mansion", 16/ 18, Shahid Bhagat Singh Road, Opp. Old Customs House, Fort, Mumbai - 400 023. Tel.: (022) - 22657364, 22624656, 22658397. Fax: (022) 22658406 Email-ID: investors@vivro.net Contact Person: Mr. Jayant Prakash	KARVY Karvy Computershare Private Ltd. SEBI Regn. No.: INR000000221 Contact Person: Mr. M. Murali Krishna Plot No. 17-24 Vithalrao Nagar, Madhapur, Hyderabad -500 081. Tel.: +91-40-2342 0815-0823 Fax: +91-40- 23431551 Email: murali@karvy.com

Date: 24th July, 2010
Place: Ahmedabad

on behalf of the Acquirers
Mrs. Sujata Priyam Mehta
on behalf of the Board of Directors
Priyam Commercial Enterprises Pvt. Ltd.
Director
on behalf of the Board of Directors
Bini Commercial Enterprises Pvt. Ltd.
Director